



Oracle Financial Services Software Limited

Annual Report
2024-25

Dear Shareholders,

It is my honor and privilege to be the Chairperson of your Company from April 1, 2025.

On behalf of the Board of Directors of Oracle Financial Services Software Limited, I am pleased to report that for the financial year ended March 31, 2025, your Company posted consolidated revenues of ₹ 68.5 billion, growing 7% over the revenues of the last financial year. The net income for the financial year was ₹ 23.8 billion, a 7% increase, and the net margin was 35%. The Board was pleased to approve an interim dividend of ₹ 265 per share for the financial year 2024-25, 10.4% higher than the dividend paid in the last financial year. Driven by an increasing demand for our cloud-native banking solutions, our License & Cloud revenues grew 13% over financial year 2023-24. We continued to maintain a strong financial discipline while driving the growth, and our operating margin for the financial year rose to 44% as compared to 42% in the last financial year.

During the financial year, the business landscape continued to be driven by global uncertainties, geo-political challenges and shifting technology trends - all leading to demand challenges in the industry. I am proud that your Company navigated through these adversities and posted industry leading growth. Our strategic agility and strong innovation provide a solid foundation for capitalizing new opportunities. Your Company signed a number of multi-million dollar deals with marquee customers across the world which are a testimony to the excellence of our products through continuing R&D, our track record of delivering high quality implementations, and providing reliable support.

This year witnessed unprecedented advancements in technology, particularly in Generative AI (GenAI) and cloud computing. These innovations are reshaping financial services, from hyper-personalized customer experiences to AI-driven risk modeling, intelligent fraud detection systems and automated advisory and credit decisioning platforms. This year, we significantly expanded our cloud services portfolio for the banking industry with the launch of Oracle Banking Retail Lending Servicing Cloud Service, Oracle Banking Collections Cloud Service, Oracle Banking Cash Management Cloud Service, Oracle Banking Supply Chain Management Cloud Service, and Oracle Banking Trade Finance Cloud Service. We also broadened our cloud services providing both functional coverage and performance scaling to handle larger and complex workloads.

During the year, we were recognized as a leader in Cash Management by IDC MarketScape and in Loan Origination, Limits and Collateral Management Solutions by Chartis Risk Management. In the retail banking space, our Digital Core Banking Platform was recognized as a leader by IDC MarketScape. Chartis RiskTech AI50 2024 ranked Oracle at the top of the chart in the report assessing Risk Management landscape.

As we embark in the new financial year, I am reminded of the resilience and adaptability that define our Company. In a period marked by geopolitical volatility and rapid technological evolution, we have not only navigated challenges but also seized opportunities to reinforce our leadership in banking and financial services technology. Our achievements are a testament to the dedication of our employees, the trust of our clients, and the support of our shareholders. We remain committed to delivering sustainable value, pioneering innovation and maintaining the highest standards of governance.

Before I conclude, I am pleased to welcome Ms. Kavita Venugopal and Mr. Nian Nian Yuan, our new members of the Board, and thank Mr. Sridhar Srinivasan who retired from the Board, and Mr. Yong Meng Kau who resigned from the Board, for their contributions.

On behalf of the Board of Directors and the Management of the Company, I would like to thank our shareholders, customers, partners and employees. Thank you for your continued partnership. Together, we will continue to shape the future of financial technology.

Regards,

Jane Murphy

Chairperson

Oracle Financial Services Software Limited

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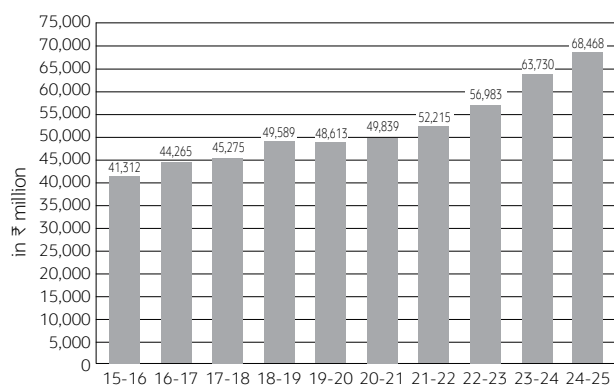
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Annual General Meeting

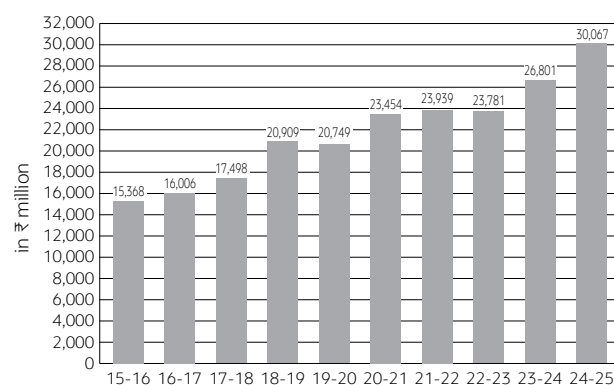
Day and Date	:	Thursday, July 24, 2025
Time	:	3:00 p.m. (IST)
Mode	:	Video Conferencing / Other Audio Visual Means

Ten year history

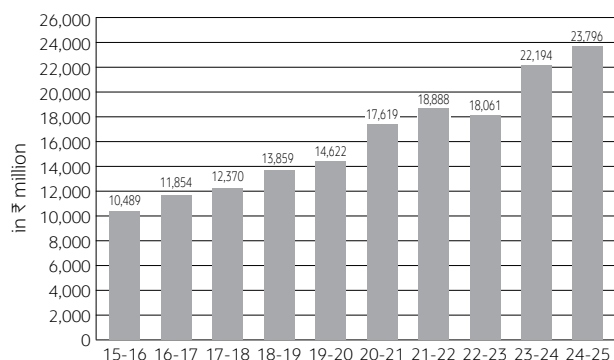
Operating revenue



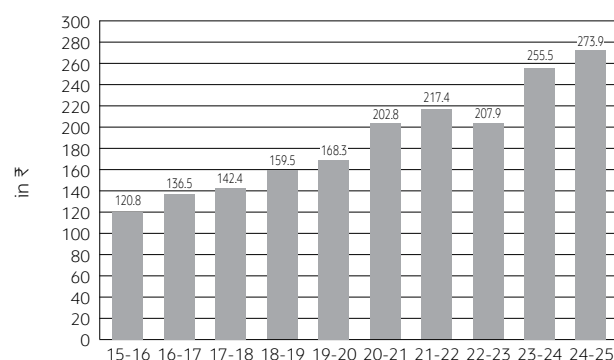
Operating income



Net income



Earnings per share



On the base of equity capital as on March 31, 2025.

Note:
Amounts are as per Consolidated Ind AS.

Corporate information

Oracle Financial Services Software Limited

Board of directors

Jane Murphy, Chairperson

Makarand Padalkar, Managing Director and Chief Executive Officer

Gopala Ramanan Balasubramaniam

Harinderjit Singh

Kavita Venugopal

Kimberly Woolley

Mrugank Paranjape

Nian Nian Yuan

Vincent Secondo Grelli

Note: The changes in the Board of Directors during the year is provided in the Directors' report.

Chief financial officer

Avadhut (Vinay) Ketkar

Company secretary and Compliance officer

Onkarnath Banerjee

Chief accounting officer

Manish Bhandari

Registrar & transfer agent

KFin Technologies Limited
Selenium Building, Plot No. 31 & 32
Tower-B, Serilingampally
Nanakramguda, Financial District
Hyderabad 500032
State of Telangana, India

Auditors

S. R. Batliboi & Associates LLP
Chartered Accountants

Registered office

Oracle Financial Services Software Limited
Oracle Park
Off Western Express Highway
Goregaon (East)
Mumbai 400063, Maharashtra, India

CIN: L72200MH1989PLC053666

Bankers

Barclays Bank PLC
Canara Bank
Citibank, N.A.
HDFC Bank Ltd.

HSBC Bank
J P Morgan Chase
Kotak Mahindra Bank Ltd.
Yes Bank Ltd.

Directors' report

Financial year 2024-25

Dear Members,

The Directors present their report on the business and operations of Oracle Financial Services Software Limited ("Company") along with the Annual Report and audited financial statements for the financial year 2024-25.

Financial highlights

As per Consolidated financial statements:

(Amounts in ₹ million)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operations	68,468	63,730
Other income	3,042	3,422
Total income	71,510	67,152
Operating expenses	(37,710)	(36,186)
Depreciation and amortization	(691)	(743)
Total expenses	(38,401)	(36,929)
Profit before tax	33,109	30,223
Tax expenses	(9,313)	(8,029)
Profit for the year	23,796	22,194
Other comprehensive income for the year	679	108
Total comprehensive income for the year	24,475	22,302

As per Standalone financial statements:

(Amounts in ₹ million)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operations	50,991	47,845
Other income	17,210	2,396
Total income	68,201	50,241
Operating expenses	(24,502)	(23,282)
Depreciation and amortization	(598)	(598)
Total expenses	(25,100)	(23,880)
Profit before tax	43,101	26,361
Tax expenses	(9,594)	(6,082)
Profit for the year	33,507	20,279
Other comprehensive (loss) / income for the year	(32)	69
Total comprehensive income for the year	33,475	20,348

Performance

On a consolidated basis, the Company's revenue stood at ₹ 68,468 million during the current financial year, up 7% compared to ₹ 63,730 million of the previous financial year. The net income for the current financial year was ₹ 23,796 million, up 7% compared to ₹ 22,194 million of the previous financial year. On a standalone basis, the Company's revenue stood at ₹ 50,991 million during the current financial year, increase of 7% compared to ₹ 47,845 million of the previous financial year. The net income for the current financial year was ₹ 33,507 million, up 65% compared to ₹ 20,279 million of the previous financial year.

A detailed analysis of the financials is given in the Management's discussion and analysis report that forms part of this Annual Report.

Dividend

The Board of Directors of the Company ("the Board") declared an interim dividend of ₹ 265 per equity share of ₹ 5 each on April 25, 2025, for the financial year ended March 31, 2025. They have not recommended any additional final dividend for the financial year 2024-25.

Transfer to reserves

The Company has not transferred any amount to the reserves during the year under review.

Particulars of loans, guarantees or investments

In terms of Section 186 of the Companies Act, 2013 ("Act"), the particulars of loans, guarantees and investments have been disclosed in the financial statements.

Share capital

During the financial year 2024-25, the Company issued and allotted 191,445 equity shares of face value of ₹ 5 each to the employees and Directors of the Company and its subsidiaries who exercised their stock options under the prevailing Employee Stock Option Scheme of the Company. As a result, the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2025 was ₹ 434,315,505 divided into 86,863,101 equity shares of face value of ₹ 5 each.

Annual return

Pursuant to Section 92(3) read with 134(3)(a) of the Act, the Annual Return (in e-form MGT-7) for the financial year ended March 31, 2025 is available on the Company's website at <https://investor.ofss.oracle.com>.

Directors and key managerial personnel

Mr. Harinderjit Singh (DIN: 06628566) and Mr. Makarand Padalkar (DIN: 02115514), Directors of the Company, would retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The resolutions seeking the Members' approval for their re-appointment along with other required details forms part of the Notice.

On April 6, 2025, on the recommendation of the Nomination and Remuneration Committee and the Board, the Members of the Company approved through a postal ballot the appointment of Ms. Kavita Venugopal (DIN: 07551521) as a Non-Executive, Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from March 3, 2025 up to March 2, 2030. In the opinion of the Board, Ms. Venugopal possess requisite integrity, expertise, experience and proficiency.

Mr. Sridhar Srinivasan (DIN: 07240718), Independent Director of the Company, retired as a Director and member/ chairperson of the Board and a number of Committees of the Board, on completion of his tenure with effect from close of business hours of March 31, 2025. The Board places on record its appreciation for the contributions made by him during his tenure with the Company.

Mr. Yong Meng Kau (DIN: 08234739), Non-Executive, Non-Independent Director of the Company, resigned from the Board with effect from close of business hours of May 30, 2025. The Board places on record its appreciation for the contributions made by him as a member of the Board.

On the recommendation of the Nomination and Remuneration Committee, Mr. Nian Nian Yuan (DIN: 11107498), has been appointed by the Board as an Additional Director of the Company with effect from June 11, 2025 in the capacity of Non-Executive, Non-Independent Director, liable to retire by rotation, subject to approval of the Members of the Company. The resolution seeking the Members' approval for his appointment as a Director of the Company forms part of the Notice.

All the Independent Directors of the Company have submitted declarations that they meet the criteria of Independence as provided in Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Independent Directors have registered their names in the Independent Directors' Databank as per Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014.

Key managerial personnel

Pursuant to the provisions of Section 203 of the Act, Mr. Makarand Padalkar, Managing Director and Chief Executive Officer, Mr. Avadhut Ketkar, Chief Financial Officer and Mr. Onkarnath Banerjee, Company Secretary and Compliance Officer were the Key Managerial Personnel of the Company as on March 31, 2025. During the year, there were no changes to the Key Managerial Personnel.

Number of meetings of the Board

Seven meetings of the Board were held during the financial year 2024-25. For details of the meetings of the Board, please refer to the Corporate Governance Report which is a part of this Annual Report.

Board Committees

The Company has established several committees of its Board. The details pertaining to each of the Committees of the Board outlining composition, terms of reference and attendance of the Directors at the meetings held during the year are included in the Corporate Governance Report which is a part of this Annual Report.

Corporate policies

The Company has the following policies as required by the Act and Listing Regulations:

Particulars	Details	Website link for policy / details
Code of ethics and business conduct policy	This code defines and implements Oracle's ethical business values and sets forth key rules and employee responsibilities. The Code also covers the vigil mechanism and whistle blower policy.	https://www.oracle.com/assets/cebc-176732.pdf
Code of practices and procedures for fair disclosure of UPSI	This code defines the principles for fair disclosure of Unpublished Price Sensitive Information ("UPSI").	https://www.oracle.com/a/ocom/docs/industries/financial-services/code-of-practices-and-procedures-for-fair-disclosure-upsi.pdf
Corporate social responsibility policy	This policy governs Corporate Social Responsibility ("CSR") program of the Company.	https://www.oracle.com/a/ocom/docs/industries/financial-services/ofss-social-responsibility.pdf
Directors' appointment policy	This policy governs the manner of appointment of Directors of the Company.	https://www.oracle.com/a/ocom/docs/industries/financial-services/directors-appointment-policy.pdf
Dividend distribution policy	This policy details the factors to be considered by the Board while deciding or recommending any dividend.	https://www.oracle.com/a/ocom/docs/industries/financial-services/ofss-dividend-distribution-policy.pdf
Material events and information policy	This policy provides framework for determination of material events / information and sets out classes and types of material events / information that require disclosure to stock exchanges.	https://www.oracle.com/a/ocom/docs/industries/financial-services/material-events-information-policy.pdf
Policy for determining material subsidiaries	This policy defines the criterion for deciding material subsidiaries and describes related actions to be taken by the Company with respect to significant transactions with them.	https://www.oracle.com/a/ocom/docs/industries/financial-services/policy-determining-material.pdf
Record archival policy	This policy provides the framework for archival of the communications with the stock exchanges.	https://www.oracle.com/a/ocom/docs/industries/financial-services/record-archival-policy.pdf
Related party transactions policy	This policy sets out the principles and processes that apply in respect of transactions entered into by the Company with a related party.	https://www.oracle.com/a/ocom/docs/industries/financial-services/ofss-party-transactions-policy.pdf
Remuneration policy	This policy establishes principles governing remuneration of the directors, key managerial personnel and senior management of the Company.	https://www.oracle.com/a/ocom/docs/industries/financial-services/ofss-remuneration-policy.pdf

Related party transactions

All related party transactions entered into by the Company during the financial year 2024-25 were at an arm's length basis and in the ordinary course of business. Form AOC-2 as required under the Act is enclosed as Annexure 1 to this report.

Management's discussion and analysis report

The Management's discussion and analysis report for the financial year 2024-25 as stipulated under Regulation 34 of the Listing Regulations forms a part of this Annual report.

Risk management

The Risk Management Committee of the Board frames, reviews and monitors implementation of risk management policy for the Company and ensure its effectiveness. The Committee periodically reviews the Risk Management Policy by considering the changing industry dynamics and evolving complexities. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the Company are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management plan have been covered in the Management's discussion and analysis report that forms a part of this Annual Report.

Board evaluation

Pursuant to the provisions of the Act and Listing Regulations, annual evaluation of the performance of the individual Directors, the Board as a whole and its Chairperson was conducted. Various parameters such as knowledge and expertise of

directors, their attendance, information sharing, functioning, effectiveness of meetings/processes, etc. were assessed. The Board evaluation report for the financial year 2024-25 was adopted at the Board Meeting held on March 26, 2025.

Subsidiaries

The Company has subsidiaries in Chile, Greece, India, Mauritius, the People's Republic of China, Singapore, the Netherlands and the United States of America. The Company does not have any associate or joint venture company within the meaning of Section 2(6) of the Act.

Pursuant to provisions of Section 129(3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 forms a part of the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the standalone and consolidated financial statements of the Company and separate annual accounts of its subsidiaries are available on the Company's website at <https://investor.ofss.oracle.com>.

Research and development

Research and development (R&D) is essential for driving innovation and helping the Company gain an edge in the market. Because of its investments in R&D, the Company continues to be the leader in a dynamic and ever-evolving space and be relevant to the global financial services industry. The Company's dedicated in-house R&D centers have produced a number of IT products that are used by banks in more than 150 countries around the world for running their critical operations, and helping them gain an edge in their business. The investment the Company makes in building applications, coupled with access to Oracle's technology, provides a unique competitive edge to its offerings.

Deposits

During the financial year 2024-25, the Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Act, and as such, no amount of principal or interest on deposits was outstanding as of the date of the Balance Sheet.

Corporate governance

The Company has taken appropriate steps and measures to comply with all the corporate governance regulations and related requirements as envisaged under Regulation 27 of the Listing Regulations. A separate report on Corporate Governance along with a certificate from Mr. Prashant Diwan, Practicing Company Secretary, with regard to compliance of conditions of Corporate Governance as stipulated in Regulation 34(3) of the Listing Regulations forms a part of this Annual Report. A certificate from Mr. Diwan has also been received stating that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a Director of the Company by the SEBI, MCA or any such statutory authority.

Secretarial auditor and secretarial audit report

In terms of Section 204 of the Act and the Rules made thereunder, the Board had appointed Mr. Prashant Diwan, Practicing Company Secretary, as the Secretarial Auditor of the Company to carry out secretarial audit for the financial year 2024-25. The Secretarial Audit report in Form MR-3 is annexed as Annexure 2 to this report. The Secretarial Audit report does not contain any qualification, reservation, adverse remark or disclaimer.

Further, pursuant to the provisions of Regulation 24A & other applicable provisions of the Listing Regulations read with Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and on recommendation of the Audit Committee, the Board of Directors at its meeting held on June 11, 2025 has approved appointment of M/s P. Diwan & Associates, Practicing Company Secretaries (Firm Registration Number - MU000011288) as Secretarial Auditors for a period of five consecutive years commencing from the financial year 2025-26 till financial year 2029-30. The resolution seeking the Members' approval for the appointment of Secretarial Auditor of the Company forms part of the Notice.

Business responsibility and sustainability report (BRSR)

BRSR along with Independent Assurance Statement on BRSR Core indicators pursuant to the Listing Regulations for the financial year 2024-25 that forms part of this Annual Report has been hosted on the Company's website at <https://investor.ofss.oracle.com>.

Employee stock option plan (ESOP)

The Members of the Company at their Annual General Meeting held on August 14, 2001 had approved grants of ESOPs to the employees / Directors of the Company and its subsidiaries up to 7.5% of the issued and paid-up capital of the Company from time to time. This said limit was enhanced up to 12.5% of the issued and paid-up capital of the Company as approved by the Members at their Annual General Meeting held on August 18, 2011. This extended limit is an all-inclusive limit applicable to the stock options ("options") granted in the past, in force, and those that will be granted by the Company in future.

Pursuant to ESOP scheme approved by the Members of the Company, below are the details of issue of Options to the employees and directors of the Company and its subsidiaries:

Particulars	Shareholders' Approval	Board Approval	Issue of Options
2002 Employees Stock Option Plan ("Scheme 2002")	August 14, 2001	March 4, 2002	4,753,600
Employees Stock Option Plan 2010 Scheme ("Scheme 2010")	August 14, 2001	August 25, 2010	618,000
Employees Stock Option Plan 2011 Scheme ("Scheme 2011")	August 18, 2011	August 18, 2011	Up to 12.5% of share capital
Oracle Financial Services Software Limited Stock Plan 2014 ("Scheme 2014")	August 18, 2011	August 7, 2014	Up to 12.5% of share capital

The summary of the options and/or OFSS Stock Units ("OSUs") granted under the Scheme 2002, Scheme 2010, Scheme 2011 and Scheme 2014 to eligible employees / Directors of the Company and its subsidiaries in conformation to applicable regulations from time to time till March 31, 2025, is given below:

Particulars	Scheme 2002	Scheme 2010 (Options)	Scheme 2011	Scheme 2014	Scheme 2014 (OSUs)	Total
Pricing Formula	At the market price as on the date of grant					₹ 5
Variation of terms of grant	None	None	None	None	None	
Granted*	5,167,920	638,000	1,950,500	178,245	1,820,597	9,755,262
Lapsed and forfeited	(620,725)	(304,362)	(650,576)	(74,144)	(231,757)	(1,881,564)
Exercised and allotted	(4,547,195)	(333,638)	(1,299,924)	(68,158)	(1,049,092)	(7,298,007)
Exercised (pending allotment)	–	–	–	(525)	(2,737)	(3,262)
Total number of options / OSUs in force as on March 31, 2025	–	–	–	35,418	537,011	572,429

* Including the grants out of options / OSUs added back to pool due to forfeiture.

As per the Scheme 2002, Scheme 2010 and Scheme 2011, each of 20% of the total options granted vest on completion of 12, 24, 36, 48 and 60 months from the date of grant. In respect of the Scheme 2014, each of 25% of the total options / OSUs granted vest on completion of 12, 24, 36 and 48 months from the date of grant. Any vesting is subject to continued employment with the Company or its subsidiaries. Options / OSUs have an exercise period of 10 years from the date of grant. The employee / Director pays the exercise price and applicable taxes upon exercise of vested options / OSUs.

All the above-mentioned Schemes of the Company are in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 applicable from time to time. Applicable disclosures relating to Employees Stock Option Schemes, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are placed on the Company's website at <https://investor.ofss.oracle.com>.

The details of the Company's ESOP schemes are disclosed in note 28 (b) in the notes to accounts of the standalone financials of the Company that form part of this Annual Report.

The details of OSUs granted to Directors and Senior Management under Scheme 2014 during the financial year ended March 31, 2025 are as follows:

Name	Designation	Number of OSUs
Mr. Makarand Padalkar	Managing Director & Chief Executive Officer	4397
Mr. Arvind Gulhati	Vice President - Business Planning and Ops	1337
Mr. Avadhut Ketkar	Chief Financial Officer	1424
Mr. Dharpan Koul	Regional Vice President - Consulting	616
Mr. Goutam Chatterjee	Vice President - Consulting	132
Mr. Karthick Prasad	Vice President - Software Development	880
Mr. Onkarnath Banerjee	Company Secretary & Compliance Officer	480
Mr. Rajaram Vadapandeshwara	Vice President - Software Development	1320
Mr. Sanjay Bajaj	Vice President - Development Operations	660
Mr. Sanjay Ghosh	Regional Vice President - Consulting	352
Mr. Surendra Shukla	Vice President - Product Support	1188
Mr. Tushar Chitra	Vice President - Product Strategy & Marketing	660
Mr. Unmesh Pai	Vice President - Software Development	880
Mr. Venkatraman H	Senior Director - Human Resource	722
Mr. Vinayak Hampihallikar	Regional Vice President - Consulting	1583
Mr. Vivek Jalan	Vice President - Real Estate & Facilities	159
(a)	Any other employee who receives grant in any one year amounting to 5% or more of options / OSUs granted during the year	None
(b)	Identified employees who were granted options / OSUs, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None
(c)	Diluted Earnings Per Share (EPS) pursuant to the issue of shares on exercise of option calculated in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings Per Share' issued by the Institute of Chartered Accountants of India	₹ 383.73

The compensation cost arising on account of grant of options and OSUs is calculated using the fair value method.

The reported profit for the financial year 2024-25 is after considering the cost of employee stock compensation of ₹ 858 million using fair value method on options / OSUs.

The weighted average share price for the year over which options / OSUs were exercised was ₹ 10,036. Money realized was ₹ 128 million on allotment of 191,445 fresh equity shares as a result of exercise of options / OSUs during the financial year 2024-25. The Company has recovered from the employees / Directors the perquisite tax applicable on exercise of options / OSUs. The weighted average fair value of OSUs granted during the year was ₹ 11,145 calculated as per the Black Scholes valuation model, with details of features incorporated, as stated in 28 (b) in the notes to accounts of the standalone financials.

Transfer of equity shares and unpaid / unclaimed dividend to Investor Education and Protection Fund (IEPF)

Pursuant to applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("IEPF Rules"), all unpaid or unclaimed dividends, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are required to be transferred by the Company to the IEPF. The details of unpaid / unclaimed amounts lying with the Company as on March 31, 2025 and the shares transferred to IEPF are available on the Company's website at <https://investor.ofss.oracle.com> and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

Human resources

The Company is committed to fostering a positive, engaging and inclusive work environment that aligns with its strategic goals. The employees are the most valuable asset of the Company and it invests in their growth by building capabilities across diverse areas. By continually attracting, developing, and retaining talent, the Company strengthens its competitive advantage and adapts to evolving business landscape. The focus remains on cultivating a collaborative and inclusive culture supported by effective talent management systems, ensuring an enriching career experience for all employees.

As of March 31, 2025, the Company had 8,887 employees (March 31, 2024 - 8,754) including employees of the subsidiaries.

The Company has policies prohibiting any kind of harassment, including sexual harassment, or discrimination. Employee safety, health and open culture is of paramount importance and the Company is committed to providing a safe and respectful work environment that is free from harassment or discrimination irrespective of background of the employees. The Company has Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). Frequent communication of this policy is done through various programs. The Company has setup Internal Complaints Committee at every location where it operates in India as per the regulations to redress and resolve any complaints arising under the POSH Act.

The details of complaints pertaining to sexual harassment filed, disposed of and pending resolution during the financial year are provided in the Corporate Governance report which is a part of this Annual Report.

Corporate social responsibility

The Company has constituted a Corporate Social Responsibility ("CSR") Committee in accordance with the provisions of the Act. The details of the CSR Committee are provided in the Corporate Governance Report which is a part of this Annual Report.

Pursuant to Section 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the annual report on the CSR activities for the financial year ended March 31, 2025 is annexed as Annexure 3 to this report.

Internal financial controls and its adequacy

The Board has adopted adequate policies and procedures as a part of Internal Financial Controls that are commensurate with the size, scale and complexity of the Company's operations. Such policies and procedures ensure orderly and efficient conduct of business, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

The Internal Audit team monitors and evaluates the efficacy and adequacy of the internal control system, its compliance with the risk management system, accounting procedures and policies at all locations of the Company and its subsidiaries. The Internal Audit team reports to the Audit Committee.

Directors' responsibility statement

As required under Section 134(5) of the Act, for the financial year ended on March 31, 2025, the Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors

The Members of the Company have appointed M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 101049W), as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the 33rd Annual General Meeting held on August 3, 2022 till the conclusion of the 38th Annual General Meeting to be held in the year 2027 as required under Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

Reporting of frauds by auditors

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143(12) of the Act any instances of fraud committed in the Company by its officers or employees.

Cost records and cost audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

Material changes and commitments

There are no material changes and commitments which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this report.

Significant and material orders

During the year under review, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

Other disclosures

Issue of equity shares with differential rights as to dividend, voting or otherwise, sweat equity shares and buyback of shares	Not applicable
The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof	Not applicable
The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year	Not applicable
The details of instance of one time settlement with any Banks or Financial Institutions	Not applicable

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The particulars as prescribed under sub-section (3)(m) of Section 134 of the Act and the relevant information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are furnished hereunder:

Conservation of energy

The Company strives to conserve energy and use energy efficient computers and illumination systems. The Company also deploys sophisticated office automation and infrastructure management equipment which optimize energy consumption. The Company continues to support Oracle's global sustainability goals of reducing waste to landfill and conserving energy.

Technology absorption

The Company regularly strives to utilize newer technologies with a view to conserve energy and create an environmentally friendly ecosystem. The initiatives taken by the Company are summarized below:

Network: The Company continues to invest in upgrading and modernizing its networks thereby increase uptime of the network infrastructure, increase capacity and enable greater collaboration. Network infrastructure is being migrated to the next generation cloud platform and network tooling; processes are being made seamless between the applications and the cloud platforms thereby enabling unified operational process, while securing the network infrastructure to provide a secure remote computing environment for the Company's employees and customers.

Cloud deployment: The Company operates the infrastructure on a next generation cloud platform. All corporate applications are hosted on the Oracle next generation cloud. This move significantly reduces infrastructure costs as well as space and power

utilization across the globe. Leveraging the cloud platform, the Company has consolidated data centers and manages increasing demand through flexible infrastructure utilization.

Business Resiliency: The Company has successfully implemented disaster recovery initiatives for critical infrastructure services. This has been adequately tested during the pandemic crisis, minor deficiencies were mitigated, and the plan has been made more efficient and effective.

Virtual presence: The Company has made significant investments in providing a near virtual working environment for its employees through multiple collaboration tools. Multifunctional and multiple methods of collaboration across geographies have enhanced business operations. This facilitates communication across the globe minimizing travel and increasing efficiencies from a support perspective by making self-service operations easier and effective. Conference room facilities have been enhanced and standardized across the organization to ensure smooth and seamless operations from any of the Company's location.

All these initiatives provide a secure, efficient and environment friendly operating environment to the employees.

Foreign exchange earnings and outgo:

(Amounts in ₹ million)

Foreign exchange earnings	60,611
Foreign exchange outgo (including capital goods and other expenditure)	5,237

Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans: The Company has established an extensive global presence across leading markets through its sales and marketing network. The Company will continue to broaden and deepen various potential markets globally. Experienced sales and marketing specialists focus on building strong international business presence to develop new export markets for the Company.

Prospects

The banking and financial services industry is a significant transformation, driven by the disruptive technologies and new age customers who have very different needs and expectations. The consumption pattern of technology over a more standardized cloud service opens up lot of opportunities for the banks to undertake progressive transformation that address specific areas. The regulatory pressures that require more invasive approach is also influencing the need investment in new-age technologies. Such technologies also open up opportunities for the bank to generate newer insights in their business that help uncover new opportunities. To succeed in this complex landscape, financial institutions need to demonstrate agility and innovation while undertaking digital transformation, and deal with the competition from non-banking players.

Your Company is at the forefront of developing state-of-the-art solutions that enhance customer experience, improve operational efficiency, and enable better risk & compliance management for financial institutions. Our cloud-native platforms with embedded Artificial Intelligence (AI) and Machine Learning (ML), empower banks and financial institutions to scale efficiently and become agile in delivering to the changing customer expectations.

Statement on compliance of applicable Secretarial Standards

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Employee particulars

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is given below:

For statistically relevant computation of median value of employee remuneration, employees who have served the entire 12 months in the corresponding fiscal year were considered. The expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers is found by arranging all the observations from lowest value to highest value and picking the middle one; and if there is an even number of observations, the median is the average of the two middle values. The remuneration used for the analysis in this section includes the details of employees and only of those Directors to whom the remuneration has been paid by the Company and excludes remuneration of the employees of overseas branches, subsidiaries, and the (perquisite) value of the difference between the fair market value and the exercise price on the date of exercise of options, to make the comparisons relevant.

Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Ratio to median remuneration
<i>Non-Executive, Independent Directors</i>	
Mr. Sridhar Srinivasan	2
Ms. Jane Murphy	2
Ms. Kavita Venugopal*	Not Applicable
Mr. Mrugank Paranjape	2
<i>Executive Director</i>	
Mr. Makarand Padalkar	10

* Appointed with effect from March 3, 2025.

i. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer and company secretary in the financial year:**

Name and Title	Percentage increase / (decrease) of remuneration in FY 2025 as compared to FY 2024
<i>Non-Executive, Independent Directors</i>	
Mr. Sridhar Srinivasan	38%
Ms. Jane Murphy	18%
Ms. Kavita Venugopal*	Not Applicable
Mr. Mrugank Paranjape**	Not Applicable
<i>Managing Director and Chief Executive Officer</i>	
Mr. Makarand Padalkar	17%
<i>Chief Financial Officer</i>	
Mr. Avadhut Ketkar**	Not Applicable
<i>Company Secretary and Compliance Officer</i>	
Mr. Onkarnath Banerjee	2%

* Was a Director only for a part of the financial year 2024-25.

** Was a Director / Chief Financial Officer only for a part of the financial year 2023-24.

ii. **The percentage increase in the median remuneration of employees in financial year 2025, as compared to financial year 2024:**

-1%.

iii. **The number of permanent employees on the rolls of the Company:**

8,045 as on March 31, 2025.

iv. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

During the financial year 2024-25, the average remuneration of employees other than the key managerial personnel increased by 6% over the previous year. During the same period, average remuneration of the key managerial personnel increased by 12%.

v. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The remuneration is as per the remuneration policy of the Company.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

Acknowledgements

The Directors place on record their sincere appreciation for the continued support and co-operation received during the year by the Company from its stakeholders, customers, members, vendors, bankers, stock exchanges, regulatory authorities and all other stakeholders. The Directors also wish to thank the Government of India, the State Governments in the jurisdictions it operates and their various agencies and departments. The Directors place on record their appreciation for the excellent contributions made by the employees of the Company through their commitment, co-operation and diligence. The Directors look forward to the long-term future with confidence.

For and on behalf of the Board

Jane Murphy
Chairperson
DIN: 08336710

June 11, 2025

Form No. AOC - 2**Particulars of contracts / arrangements made with related parties**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014]

This form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 ("the Act") including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

There were no material contracts or arrangements or transactions entered into during the year March 31, 2025.

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

Mumbai
June 11, 2025

Jane Murphy
Chairperson
DIN: 08336710

Secretarial audit report

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members

Oracle Financial Services Software Limited

Oracle Park, Off Western Express Highway
Goregaon (East), Mumbai – 400 063

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oracle Financial Services Software Limited** having CIN: L72200MH1989PLC053666 (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
 - (d) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) Software Technology Parks of India rules and regulations.

As per the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (e) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. to the extent applicable.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors, if any, that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me in the representations made by the management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, during the audit period, except for the issue and allotment of equity shares to the employees of the Company under Employee Stock Option Plan ("ESOP"), there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

CS Prashant Diwan

Practicing Company Secretary
FCS: 1403 CP: 1979

PR: 1683/2022
UDIN: F001403G000584337

Date: June 11, 2025
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**SECRETARIAL AUDIT REPORT
Form No. MR-3**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule no. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members

Oracle Financial Services Software Limited

Oracle Park, Off Western Express Highway
Goregaon (East), Mumbai - 400 063

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS Prashant Diwan

Practicing Company Secretary
FCS: 1403 CP: 1979

PR: 1683/2022

UDIN: F001403G000584337

Date: June 11, 2025

Place: Mumbai

Annual report on corporate social responsibility activities

Financial year ended March 31, 2025

Pursuant to section 135 of the Companies Act, 2013, read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014

1. A brief outline of the CSR Policy of the Company

The Company's CSR policy aims to advance education, protect the environment, and strengthen communities. The purpose of such initiatives is to help create inclusive growth and equitable development. The Company awards grants to nonprofit and nongovernmental organizations and other implementation partners to carry out CSR initiatives. During the financial year 2024-25, the Company directed its CSR efforts to support community engagements; strengthening water, sanitation and hygiene (WASH) Infrastructure at schools and underserved communities; providing scholarships to young women pursuing higher education in science & technology; and to build digital, life and STEM skills, and empowering underserved young girls through socio-emotional and leadership development.

The Company has offices in major metro cities in certain states which generally have better and more developed social and livelihood facilities as compared to non-metro cities or the rest of India. Therefore, the Company believes in adopting a broader geographical coverage for its CSR programs to deliver interventions where the need is higher.

2. Composition of CSR Committee

As on March 31, 2025, following was the composition of the CSR Committee

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Harinderjit Singh	Chairperson, Non-Executive, Non-Independent Director	1	1
2.	Mr. Makarand Padalkar	Member, Executive Director	1	1
3.	Ms. Kimberly Woolley	Member, Non-Executive, Non-Independent Director	1	1
4.	Mr. Sridhar Srinivasan*	Member, Non-Executive, Independent Director	1	1

* Retired with effect from the close of business hours of March 31, 2025.

3. Provide the web link(s) where the Composition of the CSR committee, CSR Policy, and CSR projects approved by the board are disclosed on the website of the company:

Composition of the CSR committee - <https://www.oracle.com/industries/financial-services/ofss/governance>

CSR policy - <https://www.oracle.com/a/ocom/docs/industries/financial-services/ofss-social-responsibility.pdf>

CSR Projects - <https://www.oracle.com/a/ocom/docs/industries/financial-services/list-of-approved-csr-projects-fy2024-25.pdf>

4. Provide the executive summary along with web link(s) of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

The Impact Assessment report for the projects completed as of March 31, 2023 is available at <https://www.oracle.com/a/ocom/docs/industries/financial-services/impact-assessment-report-csr-projects-completed-fy2023.pdf>

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 25,943 million
- (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 519 million
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set-off for the financial year, if any: ₹ 31 million
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 488 million
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 512 million
- (b) Amount spent in Administrative Overheads: ₹ 2 million
- (c) Amount spent on Impact Assessment, if applicable: ₹ 4 million
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 518 million

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹ million)	Amount Unspent (in ₹ million)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of transfer
518	Nil	NA	NA	NA	NA

(f) Excess amount for setoff, if any:

Sr. No.	Particulars	Amount (in ₹ million)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	488
(ii)	Total amount spent for the Financial Year	518
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	30
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	30

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6	7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹ million)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹ million)	Amount spent in the reporting Financial Year (in ₹ million)	Amount transferred to a Fund as specified under Schedule VII as per second Proviso to sub-section (5) of section 135, if any Amount (in ₹ million) Date of Transfer	Amount remaining to be spent in succeeding Financial Years (in ₹ million)	Deficiency, if any
-	NA	Nil	Nil	Nil	NA NA	Nil	Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**.

If yes, enter the number of Capital assets created/acquired: **Not Applicable**.

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: **Not applicable**.

Harinderjit Singh

Chairperson, CSR Committee
DIN: 06628566

Makarand Padalkar

Managing Director & Chief Executive Officer
DIN: 02115514

Place: Mumbai

Date: June 11, 2025

Corporate governance report

The report on Corporate Governance of Oracle Financial Services Software Limited ("Company" or "OFSS") for the financial year 2024-25 as per Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is set out below:

Company's philosophy on code of governance

The Company has adopted and adheres to all applicable regulations and corporate governance practices. The Company places a strong emphasis on transparency, accountability, ethical behavior and integrity. All its directors and employees are bound by the code of conduct that sets out the governance standards for dealing with all the stakeholders including customers, employees, shareholders, vendors and Government. Keeping in view with this commitment, the Board of Directors and the management ensured great standards of transparency and efficiency in its dealings.

Board of Directors

Composition of the Board

The composition and category of the Board of Directors of the Company ("the Board"), the number of directorships and the board committee chairpersonships / memberships held by the Directors as on March 31, 2025, their attendance at the Board Meetings (in-person / Video Conferencing) during the year then ended and at the last Annual General Meeting ("AGM") are given below:

Name and category of the Director	Board Meetings attended during the year	Attendance at the last AGM held on July 25, 2024	Number of Directorships in other Companies	Number of Committee positions held in other Companies	
				As Chairperson	As Member
Non-Executive, Independent Directors					
Mr. Sridhar Srinivasan* Chairperson (DIN: 07240718)	7/7	Present	4	–	3
Ms. Jane Murphy (DIN: 08336710)	7/7	Present	8	–	–
Ms. Kavita Venugopal# (DIN: 07551521)	1/1	Not Applicable	7	4	4
Mr. Mrugank Paranjape (DIN: 02162026)	7/7	Present	4	–	1
Non-Executive, Non-Independent Directors					
Mr. Harinderjit Singh (DIN: 06628566)	7/7	Present	1	–	–
Ms. Kimberly Woolley (DIN: 07741017)	7/7	Present	11	–	–
Mr. Vincent Secondo Grelli (DIN: 08262388)	7/7	Present	13	–	1
Mr. Yong Meng Kau (DIN: 08234739)	6/7	Present	10	–	–
Mr. Gopala Ramanan Balasubramaniam (DIN: 02785489)	7/7	Present	–	–	–
Executive Director					
Mr. Makarand Padalkar Managing Director & Chief Executive Officer (DIN: 02115514)	7/7	Present	1	–	–

* Completed his tenure as Non-Executive, Independent Director and retired with effect from close of business hours of March 31, 2025.

Appointed with effect from March 3, 2025.

Notes:

- The Chairperson of the Board is a Non-Executive, Independent Director and the composition of the Board is in conformity with the Listing Regulations and the Companies Act, 2013 ("Act") as amended from time to time.
- Pursuant to Regulation 26 of the Listing Regulations, none of the Directors on the Board holds memberships in more than ten committees or acts as a chairperson of more than five committees across all the listed companies in which he / she is a director. None of the Directors are related inter-se.

- c) None of the Directors on the Board holds directorship in more than ten public companies and the Executive Director does not serve as an independent director in any listed company.
- d) For the purpose of determining the number of directorships in other companies, all the companies around the world (listed, unlisted, private limited companies, foreign companies and body corporates), including subsidiaries of the Company, are considered.
- e) For the purpose of determining the number of chairpersonships / memberships of the committees of the Board of other companies, only the Audit Committee and the Stakeholders' Relationship Committee of the companies are considered as per the Listing Regulations.
- f) The details of directorships held by Independent Directors in other listed companies as on March 31, 2025 (excluding OFSS) are given below:

Sr. No.	Name of the Director	Name of the other listed entity	Category of Directorship
1.	Mr. Sridhar Srinivasan	Nirlon Limited	Non-Executive, Independent Director
		Graphite India Limited	Non-Executive, Independent Director
		Indian Overseas Bank	Non-Executive, Independent Director
2.	Mr. Mrugank Paranjape	State Bank of India	Non-Executive, Independent Director
3.	Ms. Kavita Venugopal	AU Small Finance Bank Limited	Non-Executive, Independent Director
		Munjali Showa Limited	Non-Executive, Independent Director
		PNB MetLife India Insurance Company Limited (Debt Listed)	Non-Executive, Independent Director
		Pipeline Infrastructure (Debt Listed)	Non-Executive, Independent Director

- g) Independent Directors are Non-Executive Directors as defined under Section 149 of the Act and Listing Regulations. Based on the declarations received from the Independent Directors, the Board of Directors confirm that they meet the criteria of independence as specified in the Act and Listing Regulations and that they are independent of the management. The tenure of Independent Directors is in accordance with the Act and Listing Regulations.
- h) In terms of Section 150 of the Act read with Rule 6 of The Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors are enrolled in the Independent Director's Data Bank maintained with the Indian Institute of Corporate Affairs.
- i) The familiarization program formulated for Independent Directors is available on the Company's website at <https://www.oracle.com/a/ocom/docs/industries/financial-services/financial-familiarization-program.pdf>.
- j) As on March 31, 2025, none of the Non-Executive Directors held any equity shares of the Company.
- k) Changes in the Board of Directors during the year (appointment and retirement):
- The Members of the Company, on recommendation of the Nomination and Remuneration Committee and the Board, vide resolution passed through postal ballot on April 6, 2025, approved appointment of Ms. Kavita Venugopal (DIN: 07551521) as a Non-Executive, Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from March 3, 2025 up to March 2, 2030.
 - Mr. Sridhar Srinivasan (DIN: 07240718), Independent Director of the Company, retired as a Director and member/ chairperson of the Board and a number Committees of the Board, on completion of his tenure with effect from close of business hours of March 31, 2025.
- l) The Board has identified the following skills and competencies that help create a dynamic and effective Board:

Strategy & Leadership	Experience in a significant leadership position with sound business judgement and a C-level perspective in areas important to the Company.
Industry Knowledge	Experience in technology or financial services or allied industries, with good understanding of the markets, and business and management processes for a regional / global business.
Governance, Compliance and Finance	Understanding of governance in global businesses in areas such as people practices, fiduciary controls, financial accounting & reporting, risk management or legal & regulatory compliances.

The Directors of the Company collectively bring to the boardroom the above competencies and diverse experiences and perspectives in areas relevant to the Company. The experience, qualifications and skills of each director that the Board considers important are provided below:

Director	Skills and Competencies		
	Strategy & Leadership	Industry Knowledge	Governance, Compliance & Finance
Mr. Gopala Ramanan Balasubramaniam	Finance professional with over three decades of rich experience in corporate finance, financial controllership, M&A, treasury, risk management, taxation, corporate secretarial & legal. Worked with multinational companies and international bank at senior level positions. Has served on corporate Boards in the capacity of non-independent director.		
Mr. Harinderjit Singh	Over three decades of experience in managing global technology businesses. Heads the Financial Services Global Industry Unit in Oracle Corporation.		
Ms. Jane Murphy	Leading legal expert in the fields of corporate law, M&A, data privacy, digital services and AI. Rich experience in global risk & compliance and corporate governance. Founded her own law firm and five start-ups dedicated to representing companies around the world for data protection and AI regulatory requirements in the EU, UK and Switzerland. Robust experience as an independent board member at several financial services companies in Europe.		
Ms. Kavita Venugopal (Appointed w.e.f. March 3, 2025)	A career banker with over four decades of experience in the areas of Banking & Finance, Risk Management, Economics, Business & Strategy, Customer Management, Leadership / Human Resource Management, Corporate Governance, Investment Banking/Fund Raising and Financing to Corporates. She has held leadership positions with various Multinational Banks and Private sector Banks in India.		
Ms. Kimberly Woolley	Extensive experience in managing legal and corporate affairs for Oracle Corporation. Has unique perspective of international Boards, knowledge and understanding of global processes, risk management, corporate responsibility, compliance and governance.		
Mr. Makarand Padalkar	Over forty years of experience, he has a deep understanding of business, compliance, risk and governance requirements. Has led multiple areas in the business and finance. He headed the product marketing in early days of the Company. He was the CFO of the Company for over a decade before taking over as the CEO of the Company.		
Mr. Mrugank Paranjape	Over thirty-three years of rich experience at CXO levels in the financial services industry in India and overseas specializing in banking, asset management, commodities exchange and technology. An expert and consultant in the field of Capital & Commodities Markets.		
Mr. Sridhar Srinivasan (Retired on March 31, 2025)	Worked for nearly thirty years with a global bank across Europe, Africa and Asia holding many leadership positions including as country CEO and regional manager for large banking businesses. Deep exposure to financial services, technology and other adjacent industry segments. Held leadership executive positions encompassing risk, compliance and regulatory management. Now chairperson of a leading bank in India and an independent director on the boards of several large Indian and European companies.		
Mr. Vincent Secondo Grelli	Multiple decades of experience in managing tax departments and tax matters of large global IT companies. Provides a unique perspective to the Company on tax risk management/tax governance complexities of operating in multi-national tax jurisdictions.		
Mr. Yong Meng Kau (Resigned on May 30, 2025)	Rich experience in managing corporate legal and transactional matters in the ASEAN and South Asia regions that helps the Company manage its large operations in the region.		

The Company is a majority owned subsidiary of Oracle Corporation, a global technology leader with presence across the globe. The Company is able to leverage the deep expertise in technology, global management practices, specific domain area and regulatory requirements applicable when doing business globally.

Board meetings held during the financial year 2024-25

During the financial year 2024-25, seven Board Meetings were held on April 24, 2024, June 12, 2024, July 24, 2024, October 24, 2024, January 15, 2025, March 3, 2025 and March 26, 2025.

The maximum gap between any two meetings of the Board was less than 120 days. All material information was circulated to all the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of the Listing Regulations. The necessary quorum was present for all the Board Meetings.

In case of urgent business needs, the Board's approval was obtained by way of circular resolutions in accordance with the Act.

During the year, a separate meeting of Independent Directors was held on January 15, 2025 without the presence of the Non-Independent Directors and members of the Management of the Company, and all the Independent Directors of the Company participated in the said meeting.

Compliance with the code of conduct

The Company has adopted the Code of Ethics and Business Conduct ("the Code") which sets forth the standards of behavior for the Board and management of the Company. All the Directors and Senior Management Personnel of the Company have confirmed compliance with the Code as of March 31, 2025. The code is available on the website of the Company at: <https://www.oracle.com/assets/cebc-176732.pdf>

Audit committee

Brief description of terms of reference

The Audit Committee of the Company is governed by the terms of reference adopted by the Board which are in line with the regulatory requirements mandated by the Act and the Listing Regulations.

The primary objective of Audit Committee is to monitor and provide effective supervision of the management's financial reporting process and to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

An extract of the terms of reference of the Audit Committee is given below:

- a) Oversight of the Company's financial reporting process and disclosure of its financial information;
- b) Recommending to the Board the appointment, re-appointment and, if required, replacement or removal of the statutory auditors; fixing their remuneration and the terms of appointment;
- c) Reviewing with the management performance of statutory and internal auditors;
- d) Reviewing with the management quarterly and annual financial statements and auditors' report thereon before submission to the Board for approval;
- e) Evaluating internal financial controls and risk management systems, and adequacy of the internal control systems;
- f) Scrutinizing intercorporate loans and investments;
- g) Approving transactions with related parties and any modifications thereto;
- h) Reviewing the functioning of Whistle Blower mechanism;
- i) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

Composition, meetings and attendance of the committee

During the financial year 2024-25, four meetings of the Audit Committee were held on April 24, 2024, July 24, 2024, October 24, 2024 and January 15, 2025. Additionally, business was also dealt with by passing circular resolutions.

The details of the composition of the Committee as on March 31, 2025 and the member's attendance at the Committee meetings during the year then ended are given below:

Name of the Member		Number of meetings attended
Mr. Mrugank Paranjape	Chairperson, Non-Executive, Independent Director	4/4
Ms. Jane Murphy	Member, Non-Executive, Independent Director	4/4
Mr. Sridhar Srinivasan	Member, Non-Executive, Independent Director	4/4
Mr. Vincent Secondo Grelli	Member, Non-Executive, Non-Independent Director	4/4

The Company Secretary acts as the Secretary to the Audit Committee. The Managing Director and Chief Executive Officer, Chief Financial Officer, Statutory Auditors and Internal Auditors are invitees to the Audit Committee meetings. The Committee also invites certain Non-Executive Directors and members of the management in consultation with the Managing Director from time to time as it considers appropriate. The Chairperson of the Committee was present at the Annual General Meeting held on July 25, 2024.

Nomination and remuneration committee

Brief description of terms of reference

The Nomination and Remuneration Committee of the Company is governed by the terms of reference adopted by the Board which are in line with the regulatory requirements mandated by the Act and the Listing Regulations.

An extract of the terms of reference of the Nomination and Remuneration Committee is given below:

- Formulating the criteria for determining qualifications, positive attributes and independence of directors;
- Recommending to the Board policies relating to the remuneration of the directors, key managerial personnel, senior management and other employees of the Company;
- Reviewing the criteria and conducting the evaluation of performance of Directors and the Board together with Board Committees;
- Administering and dealing with all matters concerning the Employee Stock Option (ESOP) Schemes including grant of stock options to the eligible directors, key managerial personnel and employees of the Company and its subsidiary companies from time to time;
- Identifying the persons qualified to become directors and recommending to the Board their appointment / re-appointment.

Composition, meetings and attendance of the committee

During the financial year 2024-25, two meetings of the Nomination and Remuneration Committee were held on July 24, 2024 and March 3, 2025. Additionally, business was also dealt with by passing circular resolutions.

The details of the composition of the Committee as on March 31, 2025 and the member's attendance at the Committee meetings during the year then ended are given below:

Name of the Member		Number of meetings attended
Ms. Jane Murphy	Chairperson, Non-Executive, Independent Director	2 / 2
Mr. Harinderjit Singh	Member, Non-Executive, Non-Independent Director	2 / 2
Mr. Sridhar Srinivasan	Member, Non-Executive, Independent Director	2 / 2

The Chairperson of the Committee was present at the Annual General Meeting held on July 25, 2024.

Performance evaluation criteria for independent directors

The performance evaluation criteria for the Independent Directors is determined by the Nomination and Remuneration Committee. The factors like regular participation, business expertise, independent views, contribution in the form of knowledge sharing, expertise and guidance on risk management & strategies and relationship with the stakeholders are amongst the performance evaluation criterions.

Remuneration paid to directors

The Nomination and Remuneration Committee determines and recommends to the Board the compensation payable to the Directors, Key Managerial Personnel and Senior Management of the Company. The limit for the commission to be paid to the Independent Directors and the remuneration payable to the Managing Director and Chief Executive Officer of the Company are approved by the Members of the Company. The Non-Executive, Non-Independent Directors do not draw any remuneration.

The Committee reviews the norms for ESOP allocation and approves the grant of the options to eligible employees.

The criteria for payment of commission to the Non-Executive, Independent Directors includes a base commission plus incremental commission depending on the number and type of committees where they are a member or chairperson, and number of directorships in material unlisted subsidiaries of the Company.

Details of remuneration paid to the directors during the financial year 2024-25

(Amounts in ₹ million, except number of OSUs)					
Name of the Director	OSUs* granted during the year	Salary	Contribution to Provident Fund and other funds	Commission paid	Total Amount paid
Executive Director					
Mr. Makarand Padalkar [#]	4397	17.0	1.1	–	18.1
Non-Executive, Independent Directors					
Ms. Jane Murphy	–	–	–	4.6	4.6
Ms. Kavita Venugopal ^{\$}	–	–	–	0.2	0.2
Mr. Mrugank Paranjape	–	–	–	3.7	3.7
Mr. Sridhar Srinivasan [§]	–	–	–	4.4	4.4

* OSUs or OFSS Stock Units are Stock Options granted at an exercise price equal to face value of the shares.

[#] Excluding perquisite on ESOP, Provision for Gratuity and Compensated absence benefit, if any.

^{\$} Ms. Kavita Venugopal was appointed as the Non-Executive, Independent Director with effect from March 3, 2025.

[§] Mr. Sridhar Srinivasan completed his tenure as Non-Executive, Independent Director with effect from close of business hours of March 31, 2025.

During the financial year ended March 31, 2025, the Nomination and Remuneration Committee granted 100786 OFSS Stock Units (OSUs) on various dates at an exercise price of ₹ 5 each under OFSS Stock Plan 2014 to the eligible employees, including a Director of the Company and its subsidiaries as follows:

Date of OSUs grant	Number of OSUs
April 14, 2024	122
July 7, 2024	6384
August 4, 2024	16000
September 9, 2024	153
September 22, 2024	77861
December 7, 2024	96
February 10, 2025	170
Total	100786

The terms of Employee Stock Options / OSUs granted under OFSS Stock Plan 2014 to the Director were as follows:

Name of the Director	Options/OSUs outstanding as at April 1, 2024	Options/OSUs exercised & shares allotted	Options/OSUs cancelled	Options /OSUs outstanding as at March 31, 2025	Exercise price (₹)	Last date for exercise (within 10 years from the date of grant)
Mr. Makarand Padalkar	3750	3750	–	–	5.00	July 23, 2030
	7000	3500	–	3500	5.00	July 31, 2031
	14364	4788	–	9576	5.00	September 17, 2032
	11631	2907	–	8724	5.00	September 15, 2033
	10083	2520	–	7563	5.00	October 8, 2033
	–	–	–	4397	5.00	September 21, 2034

The OSUs were issued at ₹ 5 each. The options / OSUs granted under OFSS Stock Plan 2014 vest over a period of 4 years from the date of grant and are subject to continued employment / directorship with the Company.

Stakeholders' relationship committee

The Stakeholders' Relationship Committee of the Company is governed by the terms of reference adopted by the Board which are in line with the regulatory requirements mandated by the Act and the Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee include:

- Considering and resolving grievances of the security holders including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, general meetings, etc.;
- Reviewing measures taken for effective exercise of voting rights by the shareholders;
- Reviewing adherence to the service standards adopted in respect of various services rendered by the Company's Registrar and Share Transfer Agents;
- Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders.

Composition, meetings and attendance of the committee

During the financial year 2024-25, one meeting of the Committee was held on July 24, 2024. Additionally, business was also dealt with by passing a circular resolution.

The details of the composition of the Committee as on March 31, 2025 and the member's attendance at the Committee meeting during the year then ended are given below:

Name of the Member	Number of meeting attended
Ms. Jane Murphy	Chairperson, Non-Executive, Independent Director 1/1
Mr. Makarand Padalkar	Member, Executive Director 1/1
Ms. Kimberly Woolley	Member, Non-Executive, Non-Independent Director 1/1

The Chairperson of the Committee was present at the Annual General Meeting held on July 25, 2024.

Details of shareholders' complaints received, resolved and outstanding during the financial year 2024-25 are given below:

Particulars	No. of Complaints
Complaints outstanding on April 1, 2024	Nil
Complaints received during the financial year ended March 31, 2025	72
Complaints resolved during the financial year ended March 31, 2025	72
Complaints outstanding on March 31, 2025	Nil

All the complaints have been resolved to the satisfaction of the shareholders.

Mr. Onkarnath Banerjee, Company Secretary of the Company, is designated as the Compliance Officer, who oversees redressal of the investors' grievances. Mr. Banerjee is also designated as the Nodal Officer pursuant to the Investor Education and Protection Fund Rules.

Risk management committee

The Risk Management Committee of the Company is governed by the terms of reference adopted by the Board which are in line with the regulatory requirements mandated by the Listing Regulations.

The Board of Directors has formulated a risk assessment & mitigation plan to identify, assess and monitor the risks and takes appropriate actions.

An extract of the terms of reference of the Risk Management Committee is given below:

- a. Formulating detailed risk management policy;
- b. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d. Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

Composition, meetings and attendance of the committee

During the financial year 2024-25, two meetings of the Committee were held on August 7, 2024 and January 29, 2025. Additionally, business was also dealt with by passing a circular resolution.

The details of the composition of the Committee as on March 31, 2025 and the member's attendance at the Committee meetings during the year then ended are given below:

Name of the Member		Number of meetings attended
Mr. Sridhar Srinivasan	Chairperson, Non-Executive, Independent Director	2/2
Mr. Makarand Padalkar	Member, Executive Director	2/2
Mr. Mrugank Paranjape	Member, Non-Executive, Independent Director	2/2
Mr. Avadhut Ketkar	Member, Chief Financial Officer	2/2

Corporate social responsibility committee

The scope of Corporate Social Responsibility (CSR) Committee is to prepare and recommend to the Board the Corporate Social Responsibility Policy (CSR Policy), recommend CSR activities and the amount the Company should spend on CSR activities, monitor implementation of CSR Policy and activities from time to time, ensure compliance with all matters relating to CSR and to provide updates to the Board.

Composition, meetings and attendance of the committee

During the financial year 2024-25, one meeting of the CSR Committee was held on July 24, 2024. Additionally, business was also dealt with by passing circular resolutions.

The details of the composition of Committee as on March 31, 2025 and the member's attendance at the Committee meeting during the year then ended are given below:

Name of the Member		Number of meetings attended
Mr. Harinderjit Singh	Chairperson, Non-Executive, Non-Independent Director	1/1
Ms. Kimberly Woolley	Member, Non-Executive, Non-Independent Director	1/1
Mr. Makarand Padalkar	Member, Executive Director	1/1
Mr. Sridhar Srinivasan	Member, Non-Executive, Independent Director	1/1

ESOP allotment committee

The scope of ESOP Allotment Committee is to consider and approve requests for allotment of equity shares on exercise of stock options or OFSS Stock Units by eligible employees of the Company and its subsidiaries.

Composition, meetings and attendance of the committee

During the financial year 2024-25, seven meetings of the Committee were held on April 17, 2024, May 1, 2024, May 22, 2024, June 12, 2024, July 17, 2024, August 22, 2024 and January 15, 2025. Additionally, business was also dealt with by passing circular resolutions.

The details of the composition of the Committee as on March 31, 2025 and the member's attendance at the Committee meetings during the year then ended are given below:

Name of the Member		Number of meetings attended
Mr. Sridhar Srinivasan	Chairperson, Non-Executive, Independent Director	7/7
Mr. Makarand Padalkar	Member, Executive Director	7/7
Mr. Mrugank Paranjape	Member, Non-Executive, Independent Director	7/7
Mr. Gopala Ramanan Balasubramaniam	Member, Non-Executive, Non-Independent Director	7/7

Business responsibility committee

The Company has a Business Responsibility Committee to oversee matters concerning the implementation of Business Responsibility and Sustainability Policy. The Managing Director and Chief Executive Officer acts as the Chairperson of the Committee and the other members are the Chief Financial Officer, Senior Director - Human Resources, Legal Director, Vice President - Business Planning, Vice President - Real Estate and Facilities and Company Secretary & Compliance Officer.

During the financial year 2024-25, a meeting of the Committee was held on May 31, 2024.

Senior management personnel

The details as on March 31, 2025 are as under:

Name	Designation
Mr. Arvind Gulhati	Vice President - Business Planning
Mr. Avadhut Ketkar	Chief Financial Officer
Mr. Dharpan Koul	Regional Vice President - Consulting
Mr. Goutam Chatterjee	Vice President - Consulting
Mr. Karthick Prasad	Vice President - Software Development
Ms. Laura Balachandran	Vice President - Business Planning
Mr. Onkarnath Banerjee	Company Secretary & Compliance Officer
Mr. Rajaram Vadapandeshwara	Vice President - Software Development
Mr. Sanjay Bajaj	Vice President - Development Operations
Mr. Sanjay Ghosh	Regional Vice President - Consulting
Mr. Surendra Shukla	Vice President - Product Support
Mr. Tushar Chitra	Vice President - Product Strategy & Marketing
Mr. Unmesh Pai	Vice President - Software Development
Mr. Venkatraman H	Senior Director - Human Resource
Mr. Vinayak Hampihallikar	Regional Vice President - Consulting
Mr. Vivek Jalan	Vice President - Real Estate & Facilities

Changes during the financial year:

Mr. Vikram Gupta, Group Vice President, Banking Development, retired from the services of the Company with effect from October 27, 2024.

General body meetings

Details of last three Annual General Meetings and summary of special resolutions passed therein are as under:

Financial Year	Date and Time	Venue	Summary of special resolutions passed
2023-24	July 25, 2024 3.00 p.m.	Meeting held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	–
2022-23	July 27, 2023 5.00 p.m.	Meeting held through VC/ OAVM	Approve re-appointment of Ms. Jane Murphy (DIN: 08336710) as an Independent Director of the Company for a further term of five years from January 1, 2024 up to December 31, 2028.
2021-22	August 3, 2022 5.00 p.m.	Meeting held through VC/ OAVM	Adoption of a new set of Articles of Association in place of the existing Articles of Association of the Company.

- a. There was no Extra-Ordinary General Meeting held during the last three financial years.
- b. During the financial year 2024-25, the Company passed the following special resolution through postal ballot by way of voting through remote e-voting. The remote e-voting period commenced on Saturday, March 8, 2025 at 9.00 a.m. IST and ended on Sunday, April 6, 2025 at 5.00 p.m. IST. The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other relevant circulars in this regard the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs from time to time. Details of the voting pattern are provided below:

Sr. No.	Gist of resolution(s) passed	Postal Ballot Notice Dated	Votes polled in favour		Votes polled against	
			No. of votes	%	No. of votes	%
1.	Appointment of Ms. Kavita Venugopal (DIN: 07551521) as Non-Executive, Independent Director of the Company for a term of five consecutive years from March 3, 2025 up to March 2, 2030, not liable to retire by rotation.	March 3, 2025	76,112,742	99.95	38,303	0.05

The aforesaid resolution was duly passed and the results were announced on April 7, 2025. The resolution was passed with requisite majority. The results of Postal Ballot along with the Scrutinizer's report was communicated to Stock Exchanges and also uploaded on the Company's website at <https://investor.ofss.oracle.com> and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

Mr. Prashant Diwan, a Practicing Company Secretary (Membership no. FCS 1403 and CP no. 1979), was appointed as the Scrutinizer to scrutinize the postal ballot process by remote e-voting in a fair and transparent manner.

- c. No special resolution is currently proposed to be conducted through postal ballot.

Means of communication with Shareholders

The Company communicates with its shareholders from time to time through multiple channels of communications such as online portals of the Stock Exchanges, press releases, annual reports, newspaper advertisements and uploading relevant information on its website. There were no separate presentations made to institutional investors or to the analysts.

The Company's quarterly financial results, press releases, annual reports and other relevant corporate communications filed with the stock exchanges are also placed on the Company's website at <https://investor.ofss.oracle.com> and the same can be downloaded.

The quarterly, half yearly and annual results of the Company are published in widely circulated English and Marathi newspapers, such as Business Standard, Financial Express and Sakal. All the disclosures made to the Stock Exchanges are also available on the Company's website at <https://investor.ofss.oracle.com>.

The Company emails the soft copies of the Annual Report to all those members whose email addresses are available with the Registrar and Transfer Agent. The investor complaints, as and when received, are being processed through the centralized web based SEBI Complaints Redress System (SCORES).

Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form, or with the Registrar and Transfer Agent of the Company, in case the shares are held by them in physical form.

General shareholder information

Annual general meeting

Day, Date, Time and Venue	Thursday, July 24, 2025 at 3.00 p.m. (IST). AGM will be held through VC / OAVM pursuant to the MCA Circulars
Financial Year	April 1 to March 31
Dividend Payment Date	Not Applicable

Listing details on Stock Exchanges

Name and Address of the Stock Exchanges where the Company's shares are listed	
BSE Limited (BSE)	
Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	
National Stock Exchange of India Limited (NSE)	
Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	

The annual listing fees for the financial year 2024-25 have been paid to both the Stock Exchanges.

Registrar and transfer agent

KFin Technologies Limited is the Registrar and Transfer Agent of the Company ("the RTA") and their contact details are as under:

Address	Selenium Building Plot No. 31 & 32, Tower-B Serilingampally, Nanakramguda Financial District, Hyderabad - 500032 State of Telangana, India
Toll Free no.	1800 309 4001
Email	einward.ris@kfintech.com
Website	https://ris.kfintech.com

Share transfer system

Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Pursuant to amendments in the Act and the Listing Regulations with effect from April 1, 2019 securities of listed companies can be transferred only in dematerialized form. Accordingly, to avail benefits of dematerialization, Members are advised to dematerialize the shares which are held by them in physical form.

Pursuant to SEBI Circular dated January 25, 2022, the Company issues the securities in dematerialized form only, upon processing any service requests from shareholders viz., issue of duplicate share certificates, exchange/endorsement/sub-division/splitting/consolidation of securities, transmission/ transposition of securities. After processing the service request, a letter of confirmation is issued to the shareholders, which is valid for a period of 120 days, within which the shareholder should make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialization request within 120 days, then the Company will credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation as may be prescribed by SEBI.

Distribution of shareholding as on March 31, 2025

Paid-up shares in capital (in ₹)	Number of shareholders	% to total shareholders	No. of Shares	Paid-up value (Face value of ₹ 5 each)	% of Total no. of shares
Up to 2500	128577	99.28	4819283	24096415	5.55
2501 to 5000	361	0.28	1312566	6562830	1.51
5001 to 10000	233	0.18	1686167	8430835	1.94
10001 to 20000	158	0.12	2192421	10962105	2.52
20001 to 30000	68	0.05	1646921	8234605	1.90
30001 to 40000	29	0.02	1013419	5067095	1.17
40001 to 50000	28	0.02	1275813	6379065	1.47
50001 to 100000	26	0.02	1694837	8474185	1.95
100001 & Above	30	0.02	71221674	356108370	81.99
Total	129510	100.00	86863101	434315505	100.00

Dematerialization of shares and liquidity

The equity shares of the Company are tradeable under compulsory demat mode. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE881D01027.

As on March 31, 2025, 99.90% of the equity shares of the Company were held in electronic form and 99.98% of the shareholders held equity shares in electronic form.

Outstanding GDRs / ADRs / warrants / any convertible instruments, conversion date and likely impact on equity

Not Applicable - the Company has not issued any GDRs / ADRs / warrants / any convertible instruments as on March 31, 2025.

Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated July 11, 2023 is not applicable. For details on foreign exchange risk and hedging activities, please refer to Management's discussion and analysis report that forms part of the Annual Report.

Plant locations

In view of the nature of the Company's business, viz., Information Technology Services and Information Technology enabled services, the Company operates from various offices in India and abroad. The Company does not have any manufacturing activities for its operations.

Address for correspondence

The Company Secretary and Compliance Officer
Oracle Financial Services Software Limited
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: <https://investor.ofss.oracle.com>
CIN: L72200MH1989PLC053666

Credit rating

The Company does not carry any debt and is not required to obtain a credit rating.

Other disclosures

- a) During the financial year ended March 31, 2025, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. All related party transactions were in the ordinary course of business and on arm's length basis.
- b) The Company has complied with statutory compliances and no penalty or stricture is imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, on any matter related to the capital markets during the last three years.
- c) The Company has a Whistle Blower Policy / Vigil mechanism which provides adequate safeguards to employees who wish to raise concerns about violations of the Code of Ethics and Business Conduct, incorrect or misrepresentation of any financial statements and reports, unethical behavior, etc. No person has been denied access to the Audit Committee.
- d) The policy for determining material subsidiaries is disclosed on the Company's website at: <https://www.oracle.com/a/ocom/docs/industries/financial-services/policy-determining-material.pdf>
- e) The related party transactions policy as approved by the Board is available on the Company's website at: <https://www.oracle.com/a/ocom/docs/industries/financial-services/ofss-party-transactions-policy.pdf>
- f) The Company does not undertake any trading in commodities.
- g) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.
- h) A certificate from Mr. Prashant Diwan, Practicing Company Secretary, has been received stating that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI, Ministry of Corporate Affairs (MCA) or any such statutory authority.
- i) M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration no. 101049W / E300004), are the Statutory Auditors of the Company. The details of total fees (including taxes) paid by the Company and its Subsidiaries to the Statutory Auditors and all entities in their network firm for the financial year 2024-25, on a consolidated basis, are given below:

Particulars	Amounts (₹ in million)
Audit Fees*	58.8
Others	1.5
Total	60.3

* Includes audit and audit related services.

- j) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Particulars	No. of Cases
Number of complaints filed during the financial year 2024-25	NIL
Number of complaints disposed of during the financial year 2024-25	NIL
Number of complaints pending as at the end of the financial year 2024-25	NIL

- k) The Company is compliant with the applicable mandatory requirements of Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The Company has also complied with the requirements of the Corporate Governance Report as provided in Part C of Schedule V of sub-regulations (2) to (10) of the Listing Regulations. A certificate from Mr. Prashant Diwan, Practicing Company Secretary confirming compliance with conditions of Corporate Governance, forms part of this Report.
- l) Unclaimed Dividend & Shares: Pursuant to Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") any money transferred to unpaid dividend account which is not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF) Authority. The Company has uploaded the details of unpaid / unclaimed amounts lying with the Company as on March 31, 2025 on the Company's website at <https://investor.ofss.oracle.com> and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in. Additionally, the reminder letters regarding the transfer of shares are also sent to those Members whose shares are due for transfer to IEPF, three months prior to such transfer, at their latest available address and also published newspaper advertisement for the same.
- m) Details of Demat Suspense Account/ Unclaimed Suspense Account: In terms of Part C of Schedule V of the Listing Regulations, there are no shares outstanding in demat suspense account / unclaimed suspense account of the Company.
- n) During the financial year 2024-25, no loans and advances have been granted to firms / companies in which Directors of the Company are interested.
- o) The details of material subsidiaries as on March 31, 2025, including the date and place of incorporation, name and date of appointment of statutory auditors are as under:

Sr. No.	Name of the Subsidiary	Date & Place of Incorporation	Name of Auditors	Date of Appointment of Auditors
1)	Oracle Financial Services Software B.V.	May 19, 2000 The Netherlands	Ernst & Young Accountants LLP	May 22, 2025
2)	Oracle Financial Services Software Pte. Ltd.	November 16, 2001 Singapore	Ernst & Young LLP	July 8, 2024
3)	Oracle Financial Services Software, Inc.	December 4, 2001 Delaware, USA	Not Applicable. These subsidiaries are not required to get their financial statements audited under the law of the country of its incorporation.	
4)	Oracle Financial Services Software America, Inc.	December 15, 2003 Delaware, USA		

- p) Pursuant to Schedule III, Para A, Clause 5A of Listing Regulations, there are no agreements impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

Discretionary requirements as specified in Part E of Schedule II of the listing regulations:

- a) Separate posts of Chairperson and Chief Executive Officer: the Chairperson of the Board is a Non-Executive, Independent Director and his position is separate from that of the Managing Director and Chief Executive Officer of the Company.
- b) The Statutory Auditors have issued unmodified audit opinion / report for the financial year 2024-25.
- c) The Internal Auditor of the Company reports to the Audit Committee.

CEO & CFO Certificate

April 25, 2025
The Board of Directors
Oracle Financial Services Software Limited
Mumbai

CEO & CFO Compliance Certificate pursuant to Regulation 17(8) and Part B of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We the undersigned, in our respective capacities as Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of Oracle Financial Services Software Limited ("the Company"), certify that:

- A We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2025 and that to the best of our knowledge and belief state that:
1. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2025 are fraudulent, illegal or violative of the Company's code of conduct.
- C We are responsible for establishing and maintaining internal controls for financial reporting and evaluating the effectiveness of the internal control systems over the financial reporting of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D We have indicated, to the auditors and the Audit Committee, wherever applicable:
1. Significant changes in internal control over financial reporting during the year ended March 31, 2025.
 2. Significant changes in accounting policies during the year ended March 31, 2025; and that the same have been disclosed in the notes to the financial statements; and
 3. Instances of significant fraud, of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Oracle Financial Services Software Limited

Makarand Padalkar
Managing Director & CEO
DIN: 02115514

Avadhut Ketkar
Chief Financial Officer

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Ethics and Business Conduct for the financial year ended March 31, 2025.

For Oracle Financial Services Software Limited

Makarand Padalkar
Managing Director & CEO
DIN: 02115514
Mumbai, April 25, 2025

Certificate on corporate governance

To the Members,

Oracle Financial Services Software Limited

I have examined the compliance of conditions of Corporate Governance by **Oracle Financial Services Software Limited** for the year ended **31st March, 2025** as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS Prashant Diwan

Practicing Company Secretary

FCS No.: 1403 / CP No.: 1979

PR: 1683/2022

UDIN: F001403G000584425

Date: June 11, 2025

Place: Mumbai

Management's discussion and analysis of financial condition and results of operations

Technology trends in the financial services industry and outlook

The banking and financial services industry is undergoing a transformative phase. A confluence of technological advancements, changes in societal expectations, demographics, customer preferences and regulatory imperatives are influencing the need and speed for change. The changes also open newer challenges and opportunities for the financial institutions.

Progressive transformation strategy

The banking industry historically has been an early adopter of IT, which has resulted in decades-old legacy systems that are complex, inflexible, and out of date. Organizations have always struggled to manage the costs, risks and complexity of full-scale, end-to-end transformation. With the advent of the cloud-native solutions, organizations are favoring a progressive and continuous transformation involving smaller, iterative initiatives that deliver measurable incremental value.

This approach helps optimize operations, enhances efficiency and reduces transformation risk. It enables businesses target transformation initiatives to the areas with maximum risk or ROI, and increases the organizational readiness to embrace change.

Embedded AI – from hype to reality

Deployment of GenAI caught the imagination of the financial institutions for some time, and use cases so far have been siloed and standalone. As these technologies have matured, the emerging trend is toward embedding AI and analytics directly within core domain solutions, enabling faster decisions and more context-aware insights.

Embedding AI and analytics layer the machine learning and generative AI models into the existing applications and user flows. This integrated approach enhances agility, strengthens governance, and accelerates time-to-value. By focusing on use cases that address pressing challenges in the customer experience, financial institutions can harness the full potential of AI to drive innovation, accelerate adoption, and empower users.

Enhanced regulatory oversight

Over the years, the spectrum of organizations providing financial services has evolved. New age players compete with the traditional firms offering differentiated products. Technology changes open the possibility of revolutionary products, and the ability to attract a new generation of customers. All this has made the job of regulators of financial systems more complex. Regulators worldwide are responding with updated requirements that focus on KYC, exposures and risks, use enhanced analytics and AI technologies, and battle cyber fraud.

As more banks and financial institutions rely on cloud services to store and process sensitive data, security and data residency in cloud environments will increasingly be the subject of greater regulatory oversight. That coupled with the explosion of social media, control on personal data is another area that Governments continue to legislate.

Regulators increasingly are requiring the financial institutions to become a part of the ESG journey of the country. For banks and financial institutions, this not only involves adopting sustainable practices but also financing projects that adhere to these principles.

Optimization of investigations

Financial institutions play an important role in detecting, preventing and reporting financial crime. This puts the onus on financial institutions of playing the role of a detective and gathering evidence needed by law enforcement. Emerging agentic-AI technologies are enabling automation across key stages of the investigative process, significantly reducing manual intervention leading to faster resolutions. Organizations adopting these solutions can typically achieve meaningful cost savings, improve operational scalability, and maintain strong regulatory compliance - driving both margin improvement and long-term resilience.

Finance Modernization

The financial services sector is undergoing a critical transformation, with the finance function shifting from a traditional, operational role to a strategic enabler of efficiency, compliance, and insight. Legacy systems are no longer sufficient in today's environment of complex financial products and intensifying regulatory scrutiny. Strategic investment in finance transformation is increasingly becoming a differentiator for competitive advantage and future growth.

Real-Time Hyperscale Operations

Real-time and hyperscale transaction processing will be crucial for banks and financial institutions in the coming years due to an explosion of transaction volumes and real-time processing expectations of new age customers. Investing in hyperscale solutions will ensure that banks and financial institutions are well-equipped to handle the growing demands of the customers and maintain a competitive edge in the market.

In summary, the banking and financial services industry is poised for further disruption driven by emerging technologies and evolving competition and regulations. We are committed to empowering financial institutions to become more responsive, agile, collaborative, and insightful in their businesses. Our solutions are architected to enable financial institutions establish new business models, operate flexibly, respond proactively to market conditions, create new business opportunities and drive growth.

Business Overview

Oracle Financial Services Software Limited is a global leader in providing financial technology solutions for the Financial Services Industry. Our solutions empower the financial institutions to become more responsive, agile, collaborative, and insightful in their business. We have two business segments: our products business and Finergy, our services business.

The products business is our principal business segment. We provide a comprehensive suite of IT solutions delivering a compelling digital experience and engagement to financial institutions of varying business focus, geographic spread, and scale. Our customers rely on our solutions to modernize their technology platforms, accelerate digitization and deliver superior customer services.

Finergy is our services business segment. It is comprised of consulting services and Business Process Outsourcing (BPO) services to the financial services industry.

These solutions are described in further detail below.

Products

We provide a comprehensive suite of IT solutions delivering a compelling digital experience and digital engagement to the financial services industry.

Our Oracle Financial Services Analytics suite is consistently ranked highly at the top of the charts by the industry analysts. You can refer to various analyst reports and quotes at <https://www.oracle.com/financial-services/analyst-recognition/#tab2>

Our portfolio has two streams, transaction banking solutions and analytical solutions. These are detailed below.

Oracle Banking

Our products have long been the cornerstone of the global banking technology landscape, offering end-to-end solutions that address the evolving needs of financial institutions. Our banking suite of products span retail banking, corporate banking, digital experience, payments, and revenue management.

Oracle Flexcube is the industry leading solution that has been servicing banks in over 140 countries. Launched in 1997, Oracle Flexcube has been constantly upgraded in step with changes in technology and to expand functionality. We generally build our technology advancements natively in order to deliver the best value to our customers.

Over the last several years, we have transformed the offering to a cloud-native architecture with embedded AI/ML capabilities. The whole suite of products is now under Oracle Banking and offers deployment flexibility to customers. Our solutions help banks undertake progressive modernization and enable them to build a truly digital and seamless front-end, and to position themselves as a comprehensive marketplace providing end-to-end offerings through their banking portals.

Our intelligent solutions offer capabilities such as voice banking and secure interface with social media, AI based anomaly detection, OCR interfaces that help ingest paper based data and API based extensibility features that enable customers to seamlessly extend the functionality without touching the core.

Retail Banking

Empowering retail banking customers

Retail banking continues to witness disruptions driven by evolving customer demands, dynamic global business scenarios, and technology evolution. The retail banking customer, exposed to an increasingly personalized experience across other industries, expects comparable experiences from banks and financial institutions. Retail banks are also facing competition from a slew of non-traditional agile players who operate in specialized market segments. Increasingly, banks today are looking for ways to expand their offerings beyond traditional banking, integrating other innovative financial products as well as other services such as e-commerce services within their overall offerings.

Our retail banking solutions empower banks to deliver personalized services while streamlining back-office operations with focus on embedded finance, ESG-driven products, and AI-powered decisioning. Our solutions are architected to deliver industry leading performance that enable real-time hyperscale processing capability.

Corporate Banking

Helping corporate banks excel in a vibrant global ecosystem

The corporate banking software market has been growing rapidly in recent years, driven by the need for banks to provide better services to their corporate clients and the increasing adoption of digital technologies. Corporate customers have specialized requirements from their bank to keep step with their own business transformation. The banks also need to cater to savvy corporations with a strong digital focus, ecosystem connectivity, specialized banking services and shorter processing periods.

Considering these needs, banks need to adopt technology built to help them cater to corporations and corporate systems like ERP and HCM. Banks must deliver digital self-service capabilities to corporates to usher in the digital age. Faster processing, digital originations, application tracking and a faster time to yes can be achieved by leveraging disruptive technologies such as AI, ML and data analytics to automate processes, improve efficiency, and provide better insights into customer behavior. Using open banking, banks are partnering with fintech startups and other third-party providers to offer their corporate clients a range of solutions that can help them manage their finances more efficiently.

Oracle's corporate banking solutions help banks onboard, originate and service corporate customers across the banking lifecycle with comprehensive offerings across transaction banking, trade and supply chain finance, corporate credit, and treasury management to help banks cater to global corporations effectively. As one of the leading banking IT solutions providers, we are at the forefront of the ongoing transformation towards componentization and adoption of cloud-native microservices-based architecture to make each component a standalone unit of value that can integrate into any system.

Lending and Leasing

Enabling specialized financial institutions deliver tailored financing solutions to their customers

The emergence of the subscription economy has also resulted in the development of new financing options and models for specialized financial institutions. Our solution for asset finance is a modern, enterprise-wide platform to support the entire asset finance process and delivers seamless, end-to-end digital capabilities, from origination to servicing through collections and asset management. It offers flexible deployment options in the cloud environment. Its open architecture can integrate with any compatible system, application, or device. This solution improves the customer experience with a modern digital platform that supports the subscription economy, enables flexibility to drive business growth and increases productivity and efficiency with automated processes and transactions.

Details of our various offerings are set forth below and for more information please visit: <https://www.oracle.com/financial-services/#banking-panel>

Payments

Enabling real-time payments at scale across geographical boundaries

Our payments solution as well as our digital and open banking capabilities span corporate and retail banking. Our cloud-enabled, digital payments solution is built natively on the ISO 20022 framework that is designed to enable banks and financial institutions to process payments in real time, anywhere, and at scale. The solution helps banks optimize transaction efficiency with a one-stop payment processing solution that processes multiple payment types and is constantly updated to reflect scheme rulebooks and guidelines.

For more details please visit: <https://www.oracle.com/financial-services/#payments>

Digital Experience

Delivering immersive SaaS cloud-native digital experiences

Our digital banking capabilities provides banks' customers an entire range of banking services across a wide range of channels, such as: mobile, desktop, social media, digital personal assistants and wearables. Digital onboarding and originations allow banks to add customers from digital channels. New technology like passkey authentication, digital document verifications, live video KYC, and chatbot interface powered by intelligent processes on persona-based dashboards help banks deliver customer delight. Oracle's digital banking platform, built on a cloud-native infrastructure, offers high availability and exceptional security and is designed to ensure banks meet the dynamic needs of customers with continuous feature enhancements. Being a SaaS offering, banks can instantly adopt the application and deliver world class digital banking to their customers. The application is highly configurable, allowing the banks to build experiences for any channel in-house using no-code tools available in the application. Oracle caters to the growing need for a mature packaged banking API solution that can help banks accelerate their path to transforming into an open API platform delivering immersive digital banking experiences and ecosystem connectivity to innovative fintech offerings.

For more details please visit: <https://www.oracle.com/financial-services/#cx-acquisition-panel>

Oracle Banking Products Portfolio

Our product portfolio has significantly expanded over the years and these components can be flexibly offered to suit the business requirements of banks.

The portfolio focused on retail banking consists **Oracle Banking Origination** which helps reimagine originations by driving a personalized, consistent, and frictionless experience with the customer at the center; **Oracle Banking Branch** that helps reinvent the bank branch from a point of service to a point of sale and advice; **Oracle Banking Collections**, a unified, enterprise wide solution that improves collections via borrower-centric capabilities and optimized operations; **Oracle FLEXCUBE Universal Banking**, a comprehensive core banking solution that powers efficient retail banking product management and streamlines and optimizes core processing and operations; **Oracle FLEXCUBE for Islamic Banking**, a comprehensive Sharia-compliant solution for Islamic banks; **Oracle Banking Accounts**, a hyperscale cloud-native SaaS accounts platform that optimizes retail account management and operations across the banking enterprise.

This year, we significantly expanded our cloud services portfolio for the banking industry with the launch of **Oracle Banking Retail Lending Servicing Cloud Service**, **Oracle Banking Collections Cloud Service**, **Oracle Banking Cash Management Cloud Service**, **Oracle Banking Supply Chain Management Cloud Service**, and **Oracle Banking Trade Finance Cloud Service**. With the introduction of the new products, we now offer a comprehensive product portfolio for both retail and corporate banking on the cloud.

The portfolio focused on corporate banking comprises **Oracle Banking Enterprise Limits and Collateral Management**, an enterprise offering that enables banks to accelerate credit origination and servicing, prequalify credit lines, track exposures to customers in real time, and mitigate business risks; **Oracle Banking Cash Management** that enables banks to help their corporate

clients manage their working capital effectively while adhering to regulatory requirements; **Oracle Banking Liquidity Management** that enables banks to run a single centralized, standalone liquidity management solution; **Oracle Banking Virtual Accounts Management** that helps corporate banking clients manage complex global account structures and control working capital; **Oracle Banking Supply Chain Finance**, an end-to-end solution that supports the full lifecycle of supply chain finance and factoring across receivables and payables, offering supplier-centric and buyer-centric financing; and **Oracle Banking Trade Finance**, a comprehensive solution for managing trade finance operations in a unified manner.

Further, we also offer: **Oracle Banking Treasury Management**, a comprehensive real time solution for the treasury back office; **Oracle Banking Corporate Lending**, an end-to-end digitally enabled lending solution which enables easy integration with banks' internal and external systems of customers, partner banks and agencies which support open interface (API) standards and delivers faster loan processing, coupled with **Oracle Banking Corporate Lending Process Management** that delivers the flexibility needed to manage the complete corporate loan lifecycle; **Oracle Banking Credit Facilities Process Management**, a comprehensive credit management solution; and **Oracle Banking Trade Finance Process Management** that automates and streamlines the entire lifecycle of trade instruments and operations across all stages. Our **Oracle Banking Payments** is an advanced solution designed to enable banks and financial institutions to process payments in real time, anywhere, and at scale.

Oracle Banking Digital Experience helps banks deliver immersive SaaS cloud native digital banking experiences with a persona-centric design engineered for safety, reliability, scale, sustainability, and convenience. Together with **Oracle Banking APIs** it helps customers jump-start API banking with ready-to-deploy business and foundational banking APIs. **Oracle Banking Electronic Data Exchange** allows corporates to connect their enterprise applications with their bank to derive synergies and faster processing.

Oracle Financial Services Lending and Leasing provides end-to-end capabilities from origination into servicing and through collections, and together with **Oracle Banking Collections and Recovery**, an enterprise-wide collections and recovery module, which supports complete collections lifecycle and optimizes the management of delinquencies at every stage.

Oracle FLEXCUBE Investor Servicing is a flexible, highly configurable, and widely deployed transfer agency platform that helps automate transfer agency operations, fund distribution, and pension recordkeeping.

Modern Risk and Finance and Financial Crime and Compliance Management

Our Modern Risk and Finance and Financial Crime and Compliance Management solutions are led by Oracle Financial Services Analytical Applications (OFSAA) which is a suite of industry leading applications catering to the critical areas of Risk, Finance, Treasury, Front office, Regulatory Reporting and Compliance.

Within OFSAA, we offer a unified set of finance, risk, and compliance applications to financial services companies. These applications are grouped into five portfolios, and each portfolio comprises a set of related products and services designed to collectively meet the portfolio objectives. In addition, the products in each portfolio work interconnectedly across portfolios. This interconnectivity generates a multiplier value effect for our customers who have purchased these products and services across the portfolios. They support progressive and continuous transformation journeys—smaller, iterative initiatives that deliver measurable value over time. This approach reduces risk, enhances adaptability, and enables businesses to align transformation efforts more closely with evolving strategic objectives and ROI expectations at our customers.

All our applications are powered by our **Analytical Applications Infrastructure (AAI)** and **Model Management and Governance (MMG)** – together they provide globally patented – US Patents & Trademarks (US-PTO) and European Union Patents Office (EPO) - state of the art tools, frameworks, libraries, and models that support building of all the OFSAA applications. They support deterministic, stochastic, and predictive analytics framework that delivers the foundation for AI, ML and GenAI. The solution portfolios are described below with brief explanations about each of them and mentions a few salient products in each portfolio:

Analytics is the driving force behind many strategic decisions that financial institutions make and the key to meet the regulatory requirements. Complete, consistent, and accurate data is a crucial enabler that helps analytics leverage the correct information. Unified Data Foundation solutions provide a proactive, forward-looking use and re-use of traditional and new data sources from a single, unified source. This portfolio consists of the product **Financial Services Data Foundation**, which drives our customer's business with unprecedented performance, responsiveness, scalability, and manageability by gaining a single view of enterprise-wide data. The industry-leading data model platform provides a single source of truth across risk, finance, treasury, and other areas to produce insightful analytics. This powers the finance modernization journeys at our customers with a complete record-to-report solution that offers data-smart modern finance, real-time analytical insights, centralized accounting, connected planning, and consistent reporting across regulatory, statutory, and management. **Data Integration Hub** manages upstream data acquisition and maintenance powered by ML and GenAI through intuitive business-driven capability. And finally, **Data Governance** provides active governance for accuracy that can integrate directly into Bank's risk and finance processes.

Risk, Profitability & Balance Sheet Management

Financial institutions gain a competitive edge in the marketplace through timely, actionable intelligence and insights is key to the success of financial institutions delivering on their vision. Having systems and services that can process billions of rows of instrument-level data with a multitude of dimensions, products, geographies, customer segments, currencies, etc. in a timely manner is required to deliver those insights. Our Profitability & Balance Sheet Management solutions help identify the banks' portfolios' most profitable customers, products, and organizations. These solutions optimize reward versus risk with accurate, up-to-date financial information. They also help provide an integrated, accurate and continuous planning & forecasting across multiple lines of business, customer segments, and products.

This portfolio contains products, including:

Liquidity Management which optimizes interest and fuse information across various different accounts, so that customers can manage daily liquidity in a consolidated way;

Liquidity Risk Regulatory Reporting which addresses the customers' liquidity risk requirements, both regulatory and management. It performs and reports regulatory calculations such as Liquidity Coverage Ratio (LCR) and Net Stable Funding Ratio (NSFR), based on guidelines issues by Bank of International Settlements (BIS).

Profitability Analytics helps identify the most profitable customers, products, and organizations and monitor key performance indicators. The analytics is powered by AI – NLP, NLG and LLMs – which enables meaningful interactions and rapid decision making by the executives.

Embedded AI and analytics help incorporate machine learning and generative AI models into the existing application and user flows so that the system can score, predict, recommend, or even generate content automatically at the moment a decision is taken. This feature enables faster, more context aware insights and decisions.

Accounting Standards & Regulatory Reporting

Accounting standards are the backbone of financial and regulatory reporting and are a foundation of the reliability and comparability of financial information. This can make it easier for institutions to access capital through debt and equity markets, helping them fund their growth and operations. Regulatory requirements such as Basel guidelines, similar guidelines in other countries, and stress testing help monitor capital adequacy to absorb potential losses and reduce the risk of bank failures. Meeting these requirements has long evolved from a simple transaction based reporting to complex iterative analytical based testing and reporting.

Accounting Standards & Regulatory Reporting solutions alleviate operating costs of our customers by keeping up with changing standards and regulations with out-of-the-box support for regulations and industry standards. These solutions also make it possible to manage and execute multi-jurisdictional regulatory reporting in a single integrated environment. This portfolio consists of products: **IFRS 9 & IFRS 17** which bring transparency in reporting of financial instruments and insurance contracts; **CECL & LDTI** provide US GAAP accounting standards compliance for credit provisions and insurance contracts; **Climate Change Analytics** enables International Sustainability Standards Board (ISSB) accounting standards compliance for Banks, Green House Gases (GHG) Emission Scope Reporting and risk analytics; **Basel & Regulatory Capital** covers Pillar I requirements across Basel II and Basel III guidelines including Risk Weighted Assets (RWA), Capital Ratios, Capital Buffers, Leverage Ratio, CVA computations, and supplementary leverage ratio of the bank; and **Enterprise Stress Testing & Scenario Analysis** empowers banks and financial institutions to define and perform enterprise wise stress tests and scenario analysis in an integrated and centralized manner.

For more information on these solutions, please refer to <https://www.oracle.com/financial-services/#risk-finance>

Financial Crime & Compliance Management (FCCM)

Financial institutions are required to safeguard their systems from being used for illicit purposes by detecting and reporting suspicious activities like money laundering, fraud, or other financial crimes of its customers and customers' counterparties to local regulatory authorities. They play an important role in policing the transactions and are expected to maintain a strong KYC & Customer Due Diligence program, monitor and report suspicious transactions and accounts, and restrict or deny access to their services to individuals and entities as per applicable sanctions and embargoes.

FCCM solutions – **Anti Money Laundering, Know Your Customer, Customer Screening, Sanctions Filtering, Enterprise Case Management and Suspicious Activity Reporting** - comprised of a modern, comprehensive, and extensible suite of applications that enable financial institutions with advanced capabilities to effectively combat financial crime and comply with regulations while enhancing operational efficiency. These solutions are built leveraging AI and Machine Learning platforms, such as Graph technology, and incorporate principled, responsible AI for ethical use.

FCCM portfolio has a sophisticated **Compliance Studio** which deploys ML based behavioral risk scoring to predict the propensity of crime, and unsupervised segmentation and anomaly detection to identify changing behaviors and more accurately capture risk. It has regulator accepted scenario catalog, typology-based scenarios and models which look for fingerprints of criminal activity and supervised models which look at many combined red flags to create actionable cases. Compliance Agent deploys "ethical money launderers" to stress test compliance controls and supports automated calibration to self-tune, automated case completion and **Suspicious Activity Report Filing** to law enforcement. **Investigation Hub** is a user centric platform that combines analytics and case management – graph analytics-based investigation, automated narrative generation to optimize investigator efficiency, LLM investigator to automate L0 & L1 cases and next best case – to serve the right cases at the right time to the right investigators.

For more information on these please visit <https://www.oracle.com/financial-services/#financial-crime-compliance>

Services

Oracle Finergy, across our Consulting Services & Business Process Services business lines, enables financial services enterprises to drive simplicity using technology, helping them engage with their customers in a personalized and frictionless manner.

The **Consulting Services business** uses a domain-driven design approach to deliver technology solutions across the 'Change the Bank' & 'Run The Bank' spectrum for firms in the Banking, Capital Markets and Insurance industries. This includes transforming on-premise business applications, enabling resiliency through compute and data workload migrations to the cloud, driving cloud native digital innovation, enabling automation-led Application Support, and driving deeper insights from data through AI-led solutions for decision support and intelligent automation. The Consulting Services business also provides high value One Oracle

solutions across tech roadmap definition, middleware integration, data engineering, data migrations, portal solutions, enterprise data platform solutions, AI-led solutions and other services that enable clients to align a future-ready roadmap and effectively integrate Oracle assets into their ecosystem, helping elevate realized value.

The Business Process Services business provides cost effective and high-quality services ranging from Transaction Processing, Finance & Accounting Services, Data Ops Services, Reporting Services & Helpdesk services for the banking, capital markets, mortgage & insurance domains, leading with a tech-enabled automation approach backed by use case aligned RPA and AI-led solutions. This comprehensive ecosystem of business process services is backed by a mature process and consulting framework. The business process offerings are ISO 9001 certified for quality management and ISO 27001 certified for information security management.

Analysis of our consolidated financial results

The following discussion is based on our audited consolidated financial statements which have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("Act") read with relevant rules of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS Compliant Schedule III), as applicable.

The consolidated financial statements as at March 31, 2025 include Oracle Financial Services Software Limited ("Company"), its subsidiaries and Controlled Trust (together referred to as "OFSS group" as described in note 1 to the consolidated financial statements).

You should read the following discussion of our financial position and results of operations together with the detailed consolidated Ind AS financial statements and the notes which form integral part of such financial statements. Our financial year ends on March 31 of each year.

Performance summary

	(Amounts in ₹ million)		
Year ended March 31, 2025	Products	Services	Total
Revenue from operations	62,144	6,324	68,468
Operating expenses	(31,891)	(4,564)	(36,455)
Unallocable expenses			(1,946)
Income from operations	30,253	1,760	30,067
Operating margin	49%	28%	44%
Profit for the year			23,796
Profit margin			35%
Year ended March 31, 2024			
Revenue from operations	57,862	5,868	63,730
Operating expenses	(30,388)	(4,256)	(34,644)
Unallocable expenses			(2,285)
Income from operations	27,474	1,612	26,801
Operating margin	47%	27%	42%
Profit for the year			22,194
Profit margin			35%

Our total revenues in the financial year ended March 31, 2025 were ₹ 68,468 million, an increase of 7% over our total revenues of ₹ 63,730 million in the financial year ended March 31, 2024. The increase in revenues was primarily attributable to increase in the revenues from our products business.

Income from operations in the financial year ended March 31, 2025 was ₹ 30,067 million representing an increase of 12% from ₹ 26,801 million in the financial year ended March 31, 2024. The profit for the year in the financial year ended March 31, 2025 was ₹ 23,796 million, as against ₹ 22,194 million in the financial year ended March 31, 2024.

Revenues from operations

Products revenues

Our products revenues represented 91% of our total revenues for the financial year ended March 31, 2025 and March 31, 2024. Our products revenues were ₹ 62,144 million in the financial year ended March 31, 2025, an increase of 7% from ₹ 57,862 million during the financial year ended March 31, 2024.

The percentages of our products revenues from different streams were as follows:

	Year ended March 31, 2025	Year ended March 31, 2024
License fees	16%	15%
Consulting fees	51%	51%
Maintenance fees	33%	34%
Total	100%	100%

Services revenues

Our services revenues represented 9% of our total revenues for the financial year ended March 31, 2025 and March 31, 2024. Our services revenues were ₹ 6,324 million in the financial year ended March 31, 2025, an increase of 8% from ₹ 5,868 million in the financial year ended March 31, 2024.

The percentage of total services revenues from time and material contracts was 20% in the financial year ended March 31, 2025 and 24% in the financial year ended March 31, 2024, with the remainder of our services revenues attributable to fixed price contracts.

Other income

Our other income primarily comprises of interest on bank deposits along with money market funds and foreign exchange gain / loss. Our other income in the financial year ended March 31, 2025 was ₹ 3,042 million, as compared to ₹ 3,422 million in the financial year ended March 31, 2024.

Expenses

Operating expenses

Our operating expenses consist of costs attributable to compensation of employees, project related travel expenses, professional fees paid to vendors, application software for internal use, selling and marketing expenses (including commissions payable to our partners), research and development expenses, product advertising and marketing expenses, finance cost, contribution towards Corporate Social Responsibility and overhead expenses associated with support functions such as human resources, finance, facilities and infrastructure, along with depreciation and amortization. We recognize these expenses as incurred.

Employee costs

Our employee compensation related expenditure increased by 7% to ₹ 32,047 million in the financial year ended March 31, 2025 from ₹ 29,829 million in the financial year ended March 31, 2024. Employee costs relate to salaries and bonuses paid to employees, retiral benefits, stock compensation charge along with staff welfare activities for employees. Increases in employee costs was primarily a result of compensation increases during the financial year ended March 31, 2025.

Travel related expenses

Our travel related expenditure increased by 17% to ₹ 1,439 million in the financial year ended March 31, 2025 from ₹ 1,228 million in the financial year ended March 31, 2024. Travel costs relate to airfare, accommodation and other related expenses incurred on travel of our employees on projects, sales and marketing, etc. Increase in travel related expenses was primarily on account of increases in projects related travel.

Professional fees

Our professional fees related expenditure increased by 4% to ₹ 2,721 million in the financial year ended March 31, 2025 from ₹ 2,625 million in the financial year ended March 31, 2024. Increase in professional fees was primarily on account of an increase in cloud infrastructure cost and an increase in hiring of external consultants to meet the peak period requirements.

Finance cost

Our finance cost decreased by 98% to ₹ 5 million in the financial year ended March 31, 2025 from ₹ 281 million in the financial year ended March 31, 2024. Finance cost relates to interest on lease liability and income tax.

Other expenses

Our other expenditure decreased by 33% to ₹ 1,498 million in the financial year ended March 31, 2025 from ₹ 2,223 million in the financial year ended March 31, 2024. Other expenses primarily consist of Corporate Social Responsibility expenditure (CSR), bad debts, Impairment loss on contract assets, facilities/infrastructure costs, application software fees, communication expenses, auditors' remuneration and other miscellaneous expenses. Decrease in other expenses was primarily on account of decrease in impairment loss recognized on contract assets.

Depreciation and amortization

Our depreciation and amortization charge was ₹ 691 million and ₹ 743 million for the financial year ended March 31, 2025 and March 31, 2024 respectively. Depreciation and amortization charge comprises of depreciation on Property, plant and equipment and amortization of Right-of-use assets.

Operating Margin

Operating profit for the financial year ended March 31, 2025 was ₹ 30,067 million as against ₹ 26,801 million during the financial year ended March 31, 2024.

Income taxes

Our provision for income taxes in the financial year ended March 31, 2025 was ₹ 9,313 million as against ₹ 8,029 million in the financial year ended March 31, 2024. Our effective tax rate was 28% and 27% in the financial year 2025 and 2024, respectively. Income taxes also include foreign taxes representing income taxes payable overseas in various countries.

Profit for the year

As a result of the foregoing factors, net profit increased by 7% to ₹ 23,796 million in the financial year ended March 31, 2025 from ₹ 22,194 million in the financial year ended March 31, 2024.

Analysis of our standalone results

The following discussion is based on our audited standalone financial statements which have been prepared in accordance with Ind AS, as prescribed under Section 133 of the Act read with relevant rules of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS Compliant Schedule III), as applicable.

You should read the following discussion of our financial position and results of operations together with the detailed standalone Ind AS financial statements and the notes which form an integral part of such financial statements. Our financial year ends on March 31 of each year.

In accordance with Ind AS 108 – Operating Segments, the Company has disclosed the segment information in the consolidated financial statements, and you may refer to the performance summary under the analysis of our consolidated financial results for the same.

Revenues from operations

Products revenues

Our products revenues represented 92% of our total revenues for the financial year ended March 31, 2025 and March 31, 2024 respectively. During the financial year ended on March 31, 2025, our products revenues were ₹ 46,889 million, an increase of 7% from ₹ 43,974 million in the financial year ended March 31, 2024.

The percentages of our products revenues from different streams were as follows for:

	Year ended March 31, 2025	Year ended March 31, 2024
License fees	16%	15%
Consulting fees	48%	49%
Maintenance fees	36%	36%
Total	100%	100%

Services revenues

Our services revenues represented 8% of our total revenues for the financial year ended March 31, 2025 and March 31, 2024 respectively. Our services revenues were ₹ 4,102 million in the financial year ended March 31, 2025, an increase of 6% from ₹ 3,871 million in the financial year ended March 31, 2024.

The percentage of total services revenues from time and material contracts was 16% in the financial year ended March 31, 2025 and 20% in financial year ended March 31, 2024, with the remainder of our services revenues attributable to fixed price contracts.

Other income

Our other income primarily comprises of dividend from subsidiary company, interest on bank deposits and foreign exchange gain / loss. Our finance and other income in the financial year ended March 31, 2025 was ₹ 2,011 million, as compared to ₹ 2,396 million in the financial year ended March 31, 2024. During the year ended March 31, 2025, a dividend of ₹ 15,199 million was received from its wholly owned subsidiary company which is included in other income.

Expenses

Operating expenses

Our operating expenses consist of costs attributable to compensation of employees, project related travel expenses, professional fees paid to vendors, application software for internal use, selling and marketing expenses, research and development expenses, finance cost on lease liability, bad debts, impairment loss on contract assets, contribution towards Corporate Social Responsibility and overhead expenses associated with support functions such as human resources, finance, facilities and infrastructure, along with depreciation and amortization. We recognize these expenses as incurred.

Employee costs

Our employee compensation costs increased by 9% to ₹ 20,905 million in the financial year ended March 31, 2025 from ₹ 19,179 million in the financial year ended March 31, 2024. Employee costs relate to salaries and bonuses paid to employees, retiral benefits, stock compensation charge along with staff welfare activities for employees. Increases in employee costs was primarily a result of compensation increases during the financial year ended March 31, 2025.

Travel related expenses

Our travel related expenditure increased by 32% to ₹ 896 million in the financial year ended March 31, 2025 from ₹ 680 million in the financial year ended March 31, 2024. Travel costs relate to airfare, accommodation, and other related expenses incurred on travel of our employees on projects, sales and marketing, etc. Increase in travel related expenses was primarily on account of increases in project related travel.

Professional fees

Our professional fees related expenditure decreased by 13% to ₹ 1,325 million in the financial year ended March 31, 2025 from ₹ 1,530 million in the financial year ended March 31, 2024.

Finance cost

Our finance cost pertains to interest on lease liability which decreased by 38% to ₹ 13 million in the financial year ended March 31, 2025 from ₹ 21 million in the financial year ended March 31, 2024.

Other expenses

Our other expenditure decreased by 27% to ₹ 1,363 million in the financial year ended March 31, 2025 from ₹ 1,872 million in the financial year ended March 31, 2024. Other expenses primarily consist of Corporate Social Responsibility expenditure, bad debts and Impairment loss on contract assets, facilities/infrastructure costs, application software fees, communication expenses, auditors' remuneration and other miscellaneous expenses. Decrease in other expenses was primarily on account of impairment loss reversed on contract assets netted-off against increase in bad debts.

Depreciation and amortization

Our depreciation and amortization charge was ₹ 598 million for the financial year ended March 31, 2025 and March 31, 2024 respectively. Depreciation and amortization charge comprises of depreciation on Property, plant and equipment and amortization of Right-of-use assets.

Operating Margin

Operating profit for the financial year ended March 31, 2025 was ₹ 25,891 million as against ₹ 23,965 million during the financial year ended March 31, 2024.

Income taxes

Our provision for income taxes in the financial year ended March 31, 2025 was ₹ 9,594 million as against ₹ 6,082 million in the financial year ended March 31, 2024. Our effective tax rate was 22% and 23% in the financial year 2025 and 2024, respectively. Income taxes also include foreign taxes representing income taxes payable overseas by the Company in various countries.

Profit for the year

As a result of the foregoing factors, net profit for the financial year ended March 31, 2025 was ₹ 33,507 million as against ₹ 20,279 million during the year ended March 31, 2024, representing an increase of 65%.

Other metrics

Key financial ratios

The following table summarizes the key financial ratios for the financial years ended March 31, 2025 and March 31, 2024.

	Consolidated 2025	2024	Standalone 2025	2024
Financial Performance				
Net profit ratio	35%	35%	66%	42%
Financial Position				
Current ratio	7 times	6 times	12 times	9 times
Net capital turnover ratio	1 times	1 times	1 times	1 times
Trade receivables turnover ratio	5 times	5 times	6 times	7 times
Trade payables turnover ratio	8 times	9 times	10 times	9 times
Debt service coverage ratio	87 times	71 times	178 times	118 times
Debt equity ratio (Lease liabilities on total equity)	0 times [#]	0 times [#]	0 times [#]	0 times [#]
Return on equity	29%	29%	49%	33%
Return on capital employed	42%	41%	57%	42%
Return on investment	N.A.	N.A.	192% ¹	0%
Days Sales Outstanding	58 days	69 days	59 days	60 days

[#] Represents ratio less than 0.50.

¹ During the year ended March 31, 2025, the Company has received dividend from its wholly owned subsidiary company.

Trade receivables

As per the Consolidated financials, trade receivables as of March 31, 2025 and 2024 were ₹ 11,837 million and ₹ 13,193 million respectively. As per the standalone financials trade receivables as of March 31, 2025 and 2024 were ₹ 8,596 million and ₹ 8,198 million respectively.

Geographic breakup of revenues

The following table represents the percentage breakup of our consolidated and standalone revenues for our products and services businesses by region:

	Year ended March 31, 2025			Year ended March 31, 2024		
	Products Revenues	Services Revenues	Total Revenues	Products Revenues	Services Revenues	Total Revenues
Consolidated						
Americas (NAMER)	33%	67%	36%	33%	67%	36%
Europe, Middle East, Africa (EMEA)	36%	22%	35%	34%	22%	33%
Asia Pacific (JAPAC)	31%	11%	29%	33%	11%	31%
Total	100%	100%	100%	100%	100%	100%
Standalone						
Americas (NAMER)	28%	61%	31%	28%	62%	31%
Europe, Middle East, Africa (EMEA)	40%	28%	39%	38%	27%	37%
Asia Pacific (JAPAC)	32%	11%	30%	34%	11%	32%
Total	100%	100%	100%	100%	100%	100%

Customer concentration

The percentages of total revenues during financial year ended March 31, 2025 and 2024 that we derived from our largest customer, largest five customers and largest ten customers on a consolidated and standalone basis are provided in the table below. The Company contracts end customers in several countries through the local subsidiary of Oracle Corporation and entities under common control are considered as a single customer for the purpose of reporting customer concentration.

	Products Revenues		Services Revenues		Total Revenues	
	2025	2024	2025	2024	2025	2024
Consolidated						
Largest customer	54%	53%	27%	26%	50%	49%
Top 5 customers	67%	68%	74%	74%	65%	66%
Top 10 customers	72%	73%	94%	93%	70%	71%
Standalone						
Largest customer	85%	84%	98%	98%	86%	85%
Top 5 customers	93%	92%	100%	100%	93%	93%
Top 10 customers	96%	95%	100%	100%	96%	95%

Internal control systems and their adequacy

We believe Oracle Financial Services Software group has in place adequate systems for internal control commensurate with the size of the business operations. These systems and processes cover all the financial and operating functions and are designed to provide reasonable assurance with regards to maintaining adequate controls, monitoring economy and efficiency of operations, protecting assets from unauthorized use or losses, and ensuring reliability of financial and operational information. The Group continuously strives to align all its processes and controls with global best practices.

Opportunities and threats

We have a strong portfolio of product solutions and services which are robust, proven, and scalable to meet the needs of a very diverse range of Financial Institutions. Our ability to engage with a prospect and deliver the complete range of solutions is unique. With a strong commitment to R&D spend, your Company is able to rapidly adopt innovations in technology like AI, Cloud Computing paradigms around security and scale, and architectural constructs like microservices, containerization, and domain driven design.

The industry dynamics which are likely to influence our business include:

- A regulatory environment in which governments, central banks and nodal agencies are working through the regulations which govern AI, Data residency and Cloud Computing.
- The impetuous to nurture an ecosystem of startups implies that newer players will emerge wanting to differentiate themselves with new ideas which incumbent financial institutions will need to grapple with.

- Geopolitical conflicts that impact the consumer sentiment and global trade.
- Countries around the world continue to evolve their mobility regulations in the domestic labor market.
- Environmental, social and governance (ESG) frameworks seek to modify business activities considering climate impact.

Your Company is well placed to address the challenges and evolve solutions and business strategies to address them.

Liquidity and capital resources

Our capital requirement relates primarily to financing the growth of our business. We have historically sourced a majority of our working capital, capital expenditure and other requirements through our operating cash flow. During the financial year ended March 31, 2025 and March 31, 2024, we generated cash from operations of ₹ 21,989 million and ₹ 17,907 million respectively as per the consolidated financials and ₹ 19,610 million and ₹ 16,436 million respectively as per the standalone financials.

We are a zero-debt company. We expect that our primary financing requirements in the future will be capital expenditure and working capital requirements in connection with the expansion of our business. We believe that the cash generated from operations will be sufficient to satisfy our currently foreseeable capital expenditure and working capital requirements.

Human capital

We are a global organization with multi-country teams having diverse backgrounds. Our strong culture and processes ensure seamless collaboration across geographies.

As at March 31, 2025, the Company had 8,045 employees (March 31, 2024 - 7,890) and the OFSS Group had 8,887 employees (March 31, 2024 - 8,754).

Talent acquisition and retention

We require a talent pool with an appropriate mix of financial services domain expertise and technology. Accordingly, we hire both from the top engineering and business schools and laterally from the IT and financial services industry.

Our Company is committed to fostering a positive, engaging, and inclusive work environment. We recognize our employees as our most important asset and invest in their growth by building capabilities across diverse areas. By continually attracting, developing, and retaining talent, we strengthen our Company's competitive advantage and adapt to the evolving business landscape. Innovation is a corner stone of our growth, and we constantly encourage our employees to innovate. Our focus remains on cultivating a collaborative and inclusive culture supported by effective talent management systems, ensuring an enriching career experience for all employees.

Employee experience and well-being

Employee safety, health and open culture is of paramount importance to your Company and we take active steps to provide a safe and respectful work environment that is free from harassment or discrimination irrespective of background of the employees. We have policies in place prohibiting sexual or any other form of harassment at the work place, and strong global processes to continually educate the workforce. We also have robust processes where employees can raise a grievance in confidence and the same is processed confidentially.

We offer a comprehensive health insurance for our employees and also provide access to specialized wellness issues, such as workplace ergonomics. Our Employee Assistance Program is designed to help employees address personal or work-related issues that may impact their job performance, health, and overall well-being.

Performance management and career development

Employee performance management is a strategic process that focuses on aligning individual employee contributions with organizational goals through continuous feedback, performance evaluations, and development opportunities. Our human capital management system is state of the art HRMS that helps align individual and business goals and support employees with frequent checkpoints to optimize performance.

Our Career development framework empowers employees to identify career opportunities and maintain a development plan to bring employees closer to their career goals.

We offer a number of learning resources for our employees to enhance their skills and capability in technology / functional domains and soft skills. Our learning platform provides anytime, everywhere access to business, leadership, and technical classes, videos, books, articles, reports, learning paths, and other learning resources. Our learning platform caters to varied learning styles of employees. We have also enabled access to highly specialized training courses offered by top universities around the world. Employees completing these programs get a formal certification from respective universities.

Rewards and recognition

Our reward mechanism is geared towards recognizing employee achievements. We have several recognition programs for individual employees, teams as well as groups. Our programs recognize, employee contribution in areas such as customer satisfaction, leadership and excellence in their work, creativity and innovation, among others.

Risks and concerns

The Company has a robust plan for managing the risks faced in its global operations. The Risk Management Committee reviews the risks, possible impact and the mitigation plan. Listed below are some of the major risks, their impact and the mitigation plan.

Risks	Mitigation Plan
Human Resources People are the most important asset of the Company. Industry dynamics and demand for experienced employees increases attrition and creates shortage of critical skills and constrain delivery, quality and commitments in addition to raising replacement costs.	The Company effectively manages the risk adopting a responsive compensation/reward mechanism to retain and develop the talent. The Company endeavors to give employees a healthy, professionally enriching work environment. The Company has invested in variety of tools to engage employees remotely and established a reliable logistical and support infrastructure to facilitate work from home, including a seamless day-one experience for employees joining remotely. The Company also conducts an annual 'Your Voice Survey' that helps identifying areas for improvement in creating better employee experience. All of these measures together with an accelerated hiring process and softening up of market demand has helped improve retention of key talent.
Change in Buyer Behavior Changes in the buyer behavior and market demands cause disruptions and can impact the Company. While Cloud-based deployment is attracting increased acceptability with customers, there is also an increased interest in exploring how AI / ML technology could be deployed. This impacts the scale and speed of decision making. Such disruptive changes impact the industry dynamics and could provide room for emergence of new competition.	Assessment of customer behavior changes is intrinsic to the business of the Company, keeping a close watch on market preferences, industry trends and competitive offerings helps the Company to appropriately tailor its business strategy. Your Company responds to the changes with upgradation of its product platform through focused R&D, and transformation of customer sales and engagement processes.
Competition The Company faces competition from traditional as well as new age vendors across the globe. In the current economic scenario of rapidly changing buyer preferences, appropriate and timely investments (inclusive of inorganic acquisitions in niche areas) are important to remain competitive. Acquisitions that offer a right fit may be expensive and not value accretive.	The Company has a comprehensive suite of IT product offerings encompassing retail and corporate banking, and a strong portfolio of enterprise risk and compliance solutions based on business analytics. The Company invests in upgrading its suites of products on a continual basis to address changing and growing functional and technological needs of the market. The Company's solutions can be deployed in on-premises and SAAS mode and incorporate new technologies such as AI and ML which provide a differentiated cloud ready solution to its customers. The Company is strongly positioned globally to offer competitive offerings catering to the digital enablement of its customer's businesses. The Company endeavors to stay abreast of the competition through investments backed by active market studies and intelligence.
Legal & Tax Claims Loss to the Company on account of the legal risk is primarily caused by claims being made, or other events occurring, which result in liabilities for the Company. Based on the geographical presence across the continents, and the nature of its business, the Company is exposed to complex laws in various jurisdictions. Litigation claims can arise from commercial disputes, disputes on intellectual property, tax claims, employment matters, etc. Also, world-over the governments are increasingly becoming aggressive in demanding a higher share of income of the MNCs to	The Company has a strong process of review of customer commitments and contracts before they are signed. The Company relies on the expertise of its parent, in ensuring compliances in various jurisdictions. The Company has a conservative and strong tax compliance program globally and pays appropriate taxes and files accurate tax returns regularly. The Company provides required information in tax assessments and takes all possible measures against aggressive tax demands by the authorities. The Company reviews the inter-company arrangements periodically and make appropriate changes to the operating model to stay compliant with the changing cross border tax regulations.

Risks

be subjected to tax in their country. Many nations are trying to introduce a Global Minimum Tax framework to streamline this area.

Cyber Risk

Cyber security risk means any risk of loss, disruption or damage to the Company from threats or vulnerabilities in networks, computers, programs and data, flowing from or enabled by connection to digital infrastructure or information systems.

Data is critical and a potentially vulnerable asset of the Company. With digitization of most of the processes and internal records, the impact of a cyberattack is increasing world over. With Corporate solutions moving to the cloud and more employees working remotely, an increased focus on cyber security is needed.

Infringement of Intellectual Property

The Company's primary business is IT Products and protecting Intellectual Property (IP) rights is crucial to the Company. Any misappropriation of its IP assets could harm the Company's competitive position. Similarly, it is crucial to ensure that the Company's products do not infringe on any third-party intellectual property.

Regulatory Compliance

The Company is a listed entity in India and has a business presence across various countries. It deputs employees on-site for various project requirements.

The Company complies with all the local laws and regulations where it operates. Ever changing laws and increasing exposure under various statutes, local labor, tax and mobility requirements, immigration laws, cross border FX movement compliances, etc. are some of the regulations which add complexity.

Customer Contract delivery

Company faces customer contract delivery risk on account of the probability of loss arising from failure in contract performance which may lead to, cost overruns to remedy alleged non-performance, non-payment of dues, loss of future business or potential legal claims.

Mitigation Plan

The Company regularly trains its employees on applicable laws and has a strong whistle blower mechanism for reporting any non-compliances.

The Company has appropriate insurance policies such as Directors and Officers (D&O) policy to cover liabilities of the Company's directors and managers and to protect them from potential claims which might arise from the decisions and actions taken within the scope of their regular duties.

Defense in cybersecurity calls for a range of near real-time, interactive services from the Company's IT infrastructure. Our IT Systems continue to evolve, and the Company is often an early adopter of new technologies. These generally include compute, encryption, tiered storage, analytics, identity and access management, data protection, usage of VPN, event log management, notification, data management, and security policy enforcement services etc.

The Company continually invests in the latest tools and technologies to stay ahead of the emerging threats and secure the data and operations of the Company against threats.

To protect its proprietary intellectual property rights, the Company relies on a combination of on-going copyright registrations, license agreements, confidentiality agreements with employees, nondisclosure and other contractual confidentiality obligations imposed on its customers and vendors with whom it has entered into marketing, distribution, implementation and/or support services agreements and third parties from whom the Company procures goods / avails services.

The Company has a highly secured IT environment that prevents unauthorized access to, and reproduction of, the source code and other IP assets. Further the Company subjects all IT products to a mandatory validation against any unauthorized usage of third-party IP.

Strict adherence to applicable law is a key principle that the Company follows.

Regular monitoring of the local applicable statutes, and advisory support from the industry professionals are some of the measures that the Company undertakes to ensure that it remains compliant in all jurisdictions. It also relies on expertise of the parent in managing the compliances (legal, tax, mobility, etc.) across various countries.

Contractual risk management is a means of identifying the risks involved in meeting the contractual obligations and ensuring that the Company is adequately protected from legal, financial and reputation risks.

The Company enforces standard contracts to protect the revenue recognition and legal risks, and any deviations to the standard clauses require approval of the business, global risk management team and legal. The Company also regularly monitors the health of the project to early detect any deviations and engages in early dialogue with the customers, where appropriate.

The Company maintains professional liability (E&O) insurance policy to hedge against any claims made by customers for compensation against contract delivery deficiencies.

Risks	Mitigation Plan
Foreign Exchange Rate Volatility A substantial portion of the Company's revenue is generated in foreign currencies, while a majority of the Company's expenses are incurred in Indian Rupees. Exchange rate volatility can impact the Company's results.	The Company hedges the trade receivables in major currencies with the objective to minimize the volatility in realized exchange gain or loss (i.e., difference in the currency conversion based on the rate when invoice is booked and when it gets collected).
Operational Risk The business is exposed to various operational risks. Fraud is one of the prominent risks which includes Conflict of interest, malafide transactions, etc. Fraud could impact the reputation of the Company and could also cause loss to the Company. Companies also face other operational risks such as errors and omissions, which require strong controls and operating oversight.	Mandatory compliance training programs for employees coupled with strong process control environments of the Company are some of the remedies used to curb the risk of fraudulent transactions. A 360-degree review assisted by data analytics of all the processes which have financial implications is conducted to reduce the risks of fraud. The Company has a highly sophisticated IT system coupled with strong processes that drive the controls and helps minimize any operational errors.
Geographical Spread The Company's customer base is spread over 160 countries. It is therefore imperative to manage a multi-cultural workforce and deal with business dynamics across these countries. Exposure to local conditions including maintenance of a safe work environment and adhering to local laws, are a key factor which may impact the performance of the Company in each of such jurisdictions.	The Company's geographic spread offers it a natural hedge against economic slowdown affecting a specific region. The Company, through its local offices along with expert support of global advisors, aims to ensure compliance with applicable laws.
Disruptions due to a Pandemic The world seems to have moved beyond the impact of COVID-19 virus. However, further waves of variants of the virus or a new virus could impact the economies and operations of the Company.	The Company has robust IT and data security infrastructure and business continuity processes to help the Company to effectively respond to a new pandemic. The Company continually monitors the situation and calibrates its responses in the best interest of its customers and the health and safety of its employees. The experience over the last few years of COVID-19 pandemic fully demonstrates the strength of the Company's processes to manage such risks.
Economic and Political Environment The Company faces local economic and political challenges in the jurisdictions it operates in. These include changes in the political environment, war and other conflicts, inflation, GDP growth, major changes in economic policies and taxation, mobility constraints, exposure to activism, etc. These could impact business growth. The Company's global operations are also impacted by manmade and natural calamities (e.g., epidemics and pandemics, earthquakes, floods, etc.).	The Company aims to proactively avoid situations with overt political risk. The Company, through its parent resources, carefully assesses the local situation to minimize the impact of such risks on its assets, safety of its personnel, and business. The Company also reviews the specific SOS situation in a country / region in which it has business activities and takes appropriate actions to safeguard the interest of its employees. The Company has engaged global organizations that specialize in providing SOS assistance to its personnel globally. The Company also proactively tracks calamities and various Government & WHO advisories and takes appropriate actions for its employees who could potentially be impacted.

Consolidated financials

Financial statements for the year ended March 31, 2025 prepared in accordance with Ind AS.

Independent Auditor's Report

To the Members of Oracle Financial Services Software Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Oracle Financial Services Software Limited (hereinafter referred to as "the Holding Company"), its subsidiaries and controlled trust (the Holding Company, its subsidiaries and controlled trust together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and controlled trust, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2025, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the consolidated financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition	
The Group's revenue streams consist of license fees, maintenance fees and consulting fees - fixed price and time & material contracts. Revenue from contracts with customers is recognized by the Group in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers ("Ind AS 115") (as described in note 2.3(d) of the financial statements). The application of Ind AS 115 and the OFSS Group Accounting Policy involves certain key judgements relating to identification of distinct performance obligations, determination of the transaction price, allocation of transaction price to the identified performance obligations specially to license fees, the appropriateness of the basis used to measure revenue recognised over time or at a point in time, including relevant cut-off at period end dates.	Our audit procedures included and were not limited to the following: a) We evaluated whether the revenue recognition of the Group is in accordance with the accounting policies and principles as per Ind AS 115. b) We obtained an understanding of management's internal controls over the revenue process and evaluated whether these were designed in line with the Ind AS 115. We tested relevant internal controls, including information technology (IT) controls, over revenue process including the following: i. Read and identified the distinct performance obligations in these contracts and compared these performance obligations with those identified and recorded by the Group.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition	
Accordingly, we identified revenue recognition as a key audit matter. Refer note 2.3(d), 17, 24, and 25(vii) of the consolidated Ind AS financial statements.	ii. Read the terms of the contracts and checked determination of the transaction price including any variable consideration. Also, checked management's evaluation of the stand-alone selling price for each performance obligation. iii. Tested the basis used by the management to measure revenue recognised over time or at a point in time as per the requirements of Ind AS 115 and the OFSS Group Accounting Policies. c) We also performed substantive procedures on a sample of revenue contracts entered into by Group, selected on a test check basis as deemed appropriate. d) We performed cut-off testing procedures (by selecting a sample of contracts either side of year-end) to test that revenue has been recognised in the appropriate accounting period.
Income tax expense	
The Group has operations in multiple tax jurisdictions and are therefore subject to different tax regimes and rules and regulations. Management is required to ensure compliance with tax laws applicable in each jurisdiction every year and appropriately determine the tax expense and deferred tax balances. Further, management is also required to evaluate the transfer pricing mechanism as per applicable tax laws in different jurisdictions every year and its consequential impact on adequacy of provision for income tax and deferred tax of the Group. Additionally, the Group has uncertain income tax positions which includes matters under dispute involving significant judgment to determine the possible outcome of these disputes. The Group has during the year ended March 31, 2025, reviewed the uncertain tax positions in respect of all matters and wherever considered appropriate recognised income tax provisions relating to uncertain income tax treatments and the related interest expense thereon. Accordingly, we identified income tax provision as a key audit matter. Refer note 2.3(e), 16, 25(iv) and 37 of the consolidated Ind AS financial statements.	Our audit procedures included and were not limited to the following: a) We evaluated the design and tested the operating effectiveness of the relevant controls, through combination of procedures involving inquiry and observation, reperformance and inspection of evidence in respect of operation of these controls to assess how the Group monitors income tax and related developments and their assessment of the potential impact on the Group. b) We tested current income tax and deferred tax computation provided by the management and checked the arithmetical accuracy of the amounts reported for current and deferred tax. We read assessment orders from tax authorities, tax returns wherever appropriate to assess impact on provision for income tax, if any. c) For uncertain tax positions, we obtained details of income tax assessments, appeal orders and income tax demands from management. We evaluated the management's underlying assumptions of the validity and adequacy of provisions for uncertain income tax positions and evaluated the basis of determination of the possible outcome of the disputes. Also considered legal precedence and other rulings and read, where applicable, external advice sought by the Company for these uncertain income tax positions and reviewed related correspondence in evaluating management's position on these uncertain income tax matters. d) For key tax jurisdictions, we engaged our tax specialists to assess: i. the current income tax computation provided by the management. ii. the transfer pricing mechanism including the basis of recording provisions for uncertain income tax treatment and interest thereon, as per applicable tax laws. We obtained and assessed effective tax rate reconciliation to evaluate the Group's total income tax expense for the year.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under applicable laws and regulations.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are incorporated in India, has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

- (a) We did not audit the financial statements and other financial information, in respect of 2 subsidiaries and 1 controlled trust, whose financial statements include total assets of ₹ 856.07 million as at March 31, 2025, and total revenues ₹ Nil and net cash outflow of ₹ 116.45 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and controlled trust, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and controlled trust, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company and its subsidiaries, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to

the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 37 to the consolidated financial statements;
- ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2025. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiaries incorporated in India during the year ended March 31, 2025;
- iv.
 - a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

- v) The interim dividend declared and paid by the Holding Company during the year is in accordance with section 123 of the Act.

Interim dividend declared by the Holding Company for financial year 2024-25 on April 25, 2025 (date of approval of the accompanying financial statements) is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. However, the said dividend was not paid on the date of this audit report.

No dividend has been declared or paid during the year by subsidiaries companies, incorporated in India.

- vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and subsidiaries have used accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and the respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Holding Company and the above referred subsidiaries as per the statutory requirements for record retention.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner

Membership Number: 048966

UDIN: 25048966BMNXHB3150

Place of Signature: Mumbai

Date: April 25, 2025

Annexure 1 referred to in clause 1 of paragraph on the Report on ‘Other Legal and Regulatory Requirements’ of our report of even date on the Consolidated Financial Statements

Re: Oracle Financial Services Software Limited (the “Holding Company”)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- There are no qualifications or adverse remarks in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner

Membership Number: 048966

UDIN: 25048966BMNXHB3150

Place of Signature: Mumbai

Date: April 25, 2025

Annexure 2 to the Independent Auditor's Report of even date on the consolidated financial statements of Oracle Financial Services Software Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Oracle Financial Services Software Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these 2 subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner

Membership Number: 048966

UDIN: 25048966BMNXHB3150

Place of Signature: Mumbai

Date: April 25, 2025

Consolidated balance sheet as at March 31, 2025

(Amounts in ₹ million)

	Notes	March 31, 2025	March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,319	1,484
Capital work-in-progress	3	91	27
Right-of-use assets	4	451	378
Investment property	5	102	102
Goodwill	6	6,087	6,087
Financial assets	7	65	639
Deferred tax assets (net)	16	1,827	1,863
Income tax assets (net)		10,537	10,905
Other non-current assets	10	1,413	1,358
		21,892	22,843
Current assets			
Financial assets			
Trade receivables	8	11,837	13,193
Cash and cash equivalents	9 (a)	12,142	34,833
Other bank balances	9 (b)	47,372	20,549
Other financial assets	7	3,599	4,323
Income tax assets (net)		619	280
Other current assets	10	3,889	3,336
		79,458	76,514
TOTAL		101,350	99,357
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	434	433
Other Equity	12	83,190	78,155
Total equity		83,624	78,588
Non-current liabilities			
Financial liabilities			
Lease liabilities	27	275	185
Other financial liabilities	13	22	21
Other non-current liabilities	14	10	189
Employee benefit obligations	15	2,210	1,853
Deferred tax liability (net)	16	677	2,385
Income tax liabilities (net)		3,023	3,338
		6,217	7,971
Current liabilities			
Financial liabilities			
Lease liabilities	27	181	245
Trade payables			
Payable to micro and small enterprises	13	3	5
Payable to other than micro and small enterprises	13	697	1,015
Other financial liabilities	13	2,491	2,479
Other current liabilities	14	5,903	6,397
Employee benefit obligations	15	2,052	1,758
Income tax liabilities (net)		182	899
		11,509	12,798
TOTAL		101,350	99,357
Summary of material accounting policies			
	2		
The accompanying notes form an integral part of the consolidated financial statements.			

As per our report of even date

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 101049W/E300004

Jane Murphy
Chairperson
DIN: 08336710

Makarand Padalkar
Managing Director
& Chief Executive Officer
DIN: 02115514

Mrugank Paranjape
Director
DIN: 02162026

per Govind Ahuja
Partner
Membership No. 048966

Avadhut Ketkar
Chief Financial Officer

Onkarnath Banerjee
Company Secretary
& Compliance Officer
ACS: 8547

Mumbai, India
April 25, 2025

Mumbai, India
April 25, 2025

Consolidated statement of profit and loss for the year ended March 31, 2025

(Amounts in ₹ million, except share data)

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operations	17	68,468	63,730
Other income	18	3,042	3,422
Total income		71,510	67,152
Expenses			
Employee benefit expenses	19	32,047	29,829
Travel related expenses		1,439	1,228
Professional fees		2,721	2,625
Finance cost	20	5	281
Other operating expenses	21	1,498	2,223
Depreciation and amortization	3 & 4	691	743
Total expenses		38,401	36,929
Profit before tax		33,109	30,223
Tax expenses	16		
Current tax		10,952	8,143
Deferred tax		(1,639)	(114)
Total tax expenses		9,313	8,029
Profit for the year		23,796	22,194
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Remeasurement (losses) / gains of defined benefit plan		(59)	84
Income tax effect	16	15	(21)
<i>Items that will be reclassified subsequently to profit and loss</i>			
Exchange differences on translation of financial statements of foreign operations		723	45
Total other comprehensive income for the year, net of tax		679	108
Total comprehensive income for the year, net of tax		24,475	22,302
Profit attributable to:			
Equity holders of the Company		23,796	22,194
Non-controlling interests		—	—
		23,796	22,194
Total comprehensive income attributable to:			
Equity holders of the Company		24,475	22,302
Non-controlling interests		—	—
		24,475	22,302
Earnings per equity share of par value of ₹ 5 each (March 31, 2024 - ₹ 5) (in ₹)	23		
Basic		274.27	256.39
Diluted		272.52	254.76
Summary of material accounting policies	2		
The accompanying notes form an integral part of the consolidated financial statements.			

As per our report of even date

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No. 101049W/E300004

per Govind Ahuja

Partner

Membership No. 048966

Mumbai, India

April 25, 2025

For and on behalf of the Board of Directors of

Oracle Financial Services Software Limited

Jane Murphy

Chairperson

DIN: 08336710

Avadhut Ketkar

Chief Financial Officer

Mumbai, India

April 25, 2025

Makarand Padalkar

Managing Director

& Chief Executive Officer

DIN: 02115514

Onkarnath Banerjee

Company Secretary

& Compliance Officer

ACS: 8547

Mrugank Paranjape

Director

DIN: 02162026

Consolidated statement of changes in equity for the year ended March 31, 2025

Year ended March 31, 2025

(Amounts in ₹ million, except share data)

Particulars	Equity share capital		Share application money pending allotment	Securities premium	General reserve	Other equity			Retained earnings	Other comprehensive income		Total equity attributable to equity holders of the Company
	No. of shares	Share capital				Reserves and surplus	Employee stock options outstanding	Contribution from Ultimate Holding Company		Gain on Treasury shares	Foreign currency translation reserve	
Balance as of April 1, 2024	86,671,656	433	3	18,374	10,145	1,326	1,013	608	43,316	3,370	–	78,588
<i>Changes in equity for the year ended March 31, 2025</i>												
Application money received for exercised options	–	–	127	–	–	–	–	–	–	–	–	127
Shares issued for exercised options	191,445	1	(128)	127	–	–	–	–	–	–	–	–
Stock compensation charge	–	–	–	–	–	865	379	–	–	–	–	1,244
Forfeiture of options	–	–	–	–	–	(9)	–	–	9	–	–	–
Stock compensation related to options exercised	–	–	–	591	–	(591)	–	–	–	–	–	–
Profit for the year	–	–	–	–	–	–	–	–	23,796	–	–	23,796
Interim equity dividend	–	–	–	–	–	–	–	–	(20,810)	–	–	(20,810)
Remeasurement losses of defined benefit plan including income tax effect thereon	–	–	–	–	–	–	–	–	–	–	(44)	(44)
Exchange differences on translation of financial statements of foreign operations	–	–	–	–	–	–	–	–	14	709	–	723
Remeasurement losses of defined benefit plan including income tax effect thereon transferred to retained earnings	–	–	–	–	–	–	–	–	(44)	–	44	–
Balance as of March 31, 2025	86,863,101	434	2	19,092	10,145	1,591	1,392	608	46,281	4,079	–	83,624

Year ended March 31, 2024

(Amounts in ₹ million, except share data)

Particulars	Equity share capital No. of shares	Share capital	Share application money pending allotment	Securities premium	General reserve	Employee stock options outstanding	Reserves and surplus	Other equity	Retained earnings	Other comprehensive income	Total equity
											attributable to equity holders of the Company
Balance as of April 1, 2023	86,397,179	432	*₹	17,365	10,145	1,532	719	608	40,463	3,325	74,589
<i>Changes in equity for the year ended March 31, 2024</i>											
Application money received for exercised options	-	-	207	-	-	-	-	-	-	-	207
Shares issued for exercised options	274,477	1	(204)	203	-	-	-	-	-	-	-
Stock compensation charge	-	-	-	-	-	656	294	-	-	-	950
Forfeiture of options	-	-	-	-	-	(56)	-	-	56	-	-
Stock compensation related to options exercised	-	-	-	806	-	(806)	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	-	-	22,194	-	22,194
Interim equity dividend	-	-	-	-	-	-	-	-	(19,460)	-	(19,460)
Remeasurement gains of defined benefit plan including income tax effect thereon	-	-	-	-	-	-	-	-	-	63	63
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	-	-	-	-	45	45
Remeasurement gains of defined benefit plan including income tax effect thereon transferred to retained earnings	-	-	-	-	-	-	-	-	63	(63)	-
Balance as of March 31, 2024	86,671,656	433	3	18,374	10,145	1,326	1,013	608	43,316	3,370	78,588
* Represents amount less than ₹ 0.50 million.											
Summary of material accounting policies [Refer note 2]											
The accompanying notes form an integral part of the consolidated financial statements.											

As per our report of even date

For and on behalf of the Board of Directors of Oracle Financial Services Software Limited

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No. 101049W/E3000004

per Govind Ahuja

Partner

Membership No. 048966

Jane Murphy

Chairperson

DIN: 08336710

Makarand Padalkar

Managing Director

& Chief Executive Officer

DIN: 02115514

Mrugank Paranjape

Director

DIN: 02162026

Avadhut Ketkar

Chief Financial Officer

Onkarnath Banerjee

Company Secretary

& Compliance Officer

ACS: 8547

Mumbai, India

April 25, 2025

Mumbai, India

April 25, 2025

Notes annexed to and forming part of consolidated financial statements for the year ended March 31, 2025

Note 1: Corporate information

Oracle Financial Services Software Limited (the "Company") was incorporated in India with limited liability on September 27, 1989. The Company is domiciled in India and has its registered office at Oracle Park, Off Western Express Highway, Goregaon (East), Mumbai 400063, Maharashtra, India. The Company is a subsidiary of Oracle Global (Mauritius) Limited holding 72.59% (March 31, 2024 - 72.75%) ownership interest in the Company as at March 31, 2025.

The Company along with its subsidiaries is principally engaged in the business of providing information technology solutions to the financial services industry worldwide. The Company has a suite of banking products, which caters to the transaction processing and compliance needs of corporate, retail, investment banking, treasury operations and data warehousing.

The consolidated financial statements for the year ended March 31, 2025 were approved by the Company's Board of Directors for issue on April 25, 2025.

The Company has following subsidiaries and controlled entity (hereinafter collectively referred as the "OFSS group"):

Companies	Country of Incorporation	Holding %	Relationship
Direct holding			
Oracle Financial Services Software B.V.	The Netherlands	100%	Subsidiary
Oracle Financial Services Software Pte. Ltd.	Singapore	100%	Subsidiary
Oracle Financial Services Software America, Inc.	United States of America	100%	Subsidiary
ISP Internet Mauritius Company	Republic of Mauritius	100%	Subsidiary
Oracle (OFSS) Processing Services Limited	India	100%	Subsidiary
Oracle (OFSS) ASP Private Limited	India	100%	Subsidiary
Oracle Financial Services Software Chile Limitada	Chile	100%	Subsidiary
Oracle Financial Services Software (Shanghai) Limited	People's Republic of China	100%	Subsidiary
Mantas India Private Limited	India	100%	Subsidiary
Oracle (OFSS) BPO Services Limited	India	100%	Subsidiary
i-flex Employee Stock Option Trust	India	–	Controlled trust
Subsidiaries of Oracle Financial Services Software America, Inc.			
Oracle Financial Services Software, Inc.	United States of America	100%	Subsidiary
Mantas Inc.	United States of America	100%	Subsidiary
Subsidiary of Mantas Inc.			
Sotas Inc.	United States of America	100%	Subsidiary
Subsidiary of Oracle Financial Services Software B.V.			
Oracle Financial Services Software S.A.	Greece	100%	Subsidiary
Subsidiary of Oracle Financial Services Software Pte. Ltd.			
Oracle Financial Services Consulting Pte. Ltd.	Singapore	100%	Subsidiary
Subsidiaries of ISP Internet Mauritius Company			
Oracle (OFSS) BPO Services Inc.	United States of America	100%	Subsidiary

Note 2: Material accounting policies

2.1 Basis of preparation

These consolidated financial statements comprising of balance sheet as at March 31, 2025, statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with relevant rules of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS Compliant Schedule III), as applicable.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- certain financial assets and liabilities, including derivative instruments, that are measured at fair value
- defined benefit plan
- share-based payments

2.2 Basis of consolidation

OFSS consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the company, its subsidiaries and controlled trust as listed out in Note 1. Control is achieved when the OFSS group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the OFSS group controls an investee if and only if the OFSS group has:

- i) Power over investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- iii) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the OFSS group has less than a majority of the voting or similar rights of an investee, the OFSS group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- a) The contractual arrangement with the other vote holders of the investee
- b) Rights arising from other contractual arrangements
- c) The OFSS group's voting rights and potential voting rights
- d) The size of the OFSS group's holding of voting rights relative to the size and dispersion of the holdings of the other voting right holders

The OFSS group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the OFSS group obtains control over the subsidiary and ceases when the OFSS group loses control over the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of all entities used for the consolidation are drawn up to same reporting date as that of parent company i.e. as at March 31, 2025.

The financial statements of the companies under OFSS group are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation.

2.3 Summary of material accounting policies

The material accounting policies adopted by the OFSS group, in respect of the consolidated financial statements are set out as below:

(a) Property, plant and equipment including intangibles and capital work-in-progress, depreciation and amortization

Property, plant and equipment including intangibles and capital work-in-progress

Freehold land and capital work in progress are stated at cost. All other items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the OFSS group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. All additions during the reported year are considered at cost. An item of property, plant and equipment is derecognized at its carrying value on disposal; and any gain or loss arising from such derecognition is included in the statement of profit or loss when the item is derecognized.

The OFSS group purchases certain specific-use application software, which is in ready to use condition, for internal use. It is estimated that such software has a relatively short useful life, usually less than one year. The OFSS group, therefore, charges to the consolidated statement of profit and loss the cost of acquiring such software.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination becomes their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level.

Depreciation and amortization

Depreciation and amortization are computed as per the straight-line method using the rates arrived at based on the useful lives estimated by the management. The estimated useful life considered for depreciation of property, plant and equipment is as follows:

Asset description	Asset life (in years)
Improvement to leasehold premises	Lesser of 7 years or lease term
Buildings	20
Computer equipments	3
Office equipments	2-5
Electricals and other installations	2-7
Furniture and fixtures	2-7

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The management has estimated, supported by an independent assessment by professionals, the useful lives of buildings as 20 years. These lives are lower than those indicated in schedule II to the Act.

The management has estimated, based on an internal assessment, the useful lives of the following classes of assets.

- The useful lives of servers and networking equipment's forming part of computer equipment's are estimated as 3 years. These lives are lower than those indicated in schedule II to the Act.
- The useful lives of furniture and fixtures and electrical and other installations are estimated at 2-7 years. These lives are lower than those indicated in schedule II to the Act.

(b) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's or cash generating unit's (CGU) fair value less cost of disposal, and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to assets.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are validated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The OFSS group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the OFSS group's CGUs to which the individual assets are allocated.

Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

(c) Foreign currencies

The OFSS group's consolidated financial statements are presented in Indian Rupees ("INR"), which is also the parent company's functional currency. For each entity the OFSS group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency balances

Transactions in foreign currencies are initially recorded by the OFSS group's entities at their respective functional currency using spot rates on the dates of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the relevant functional currency at exchange rates at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

OFSS group companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the date of the transactions. For practical reasons, the OFSS group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the date of the transactions. The exchange differences arising on translation for consolidation are recognized in Other Comprehensive income ("OCI").

In accordance with Appendix B to Ind AS 21 “Foreign Currency Transactions and Advance Considerations”, the date of the transaction for the purpose of determining the exchange rate to be used on initial recognition of the related asset or liability, expense or income, is when the OFSS group has received or paid advance consideration in foreign currency.

(d) Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration that the OFSS group expects to receive in exchange for those products or services.

In arrangements for software development and related services along with maintenance services, the OFSS group has applied the guidance as per Ind AS 115, Revenue from contracts with customers, by applying revenue recognition criteria for each distinct performance obligations. For allocating the transaction price, the OFSS group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. For Software licenses, the OFSS group is using a residual approach for estimating the standalone selling price of software license as the pricing is highly variable. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

The OFSS group accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The OFSS group presents revenues net of indirect taxes in its consolidated statement of profit and loss.

Performance obligation

Revenue from licenses where the customer obtains a “right to use” the licenses is recognized at the time the license is made available to the customer. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed.

Product maintenance revenue is recognized rateably over the period of the contract.

Revenue from fixed price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized by reference to the stage of completion. Stage of completion is measured by reference to hours incurred to date as a percentage of total estimated labor hours for each contract. When the contract outcome cannot be measured reliably, revenue is recognized only to the extent that the expenses incurred are eligible to be recovered.

Revenue from contracts on time and material basis is recognized as services are performed.

Contract balances

Revenue in excess of billing is classified as contract asset i.e. unbilled revenue while billing in excess of revenue is classified as contract liability i.e. deferred revenue. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unbilled Revenue are classified as non-financial asset if the contractual right to consideration is dependent on completion of contractual milestones.

Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the benefit period.

(e) Income tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the OFSS group operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity. Current tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate, including provision required for uncertain tax treatment.

Current tax assets and current tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Income tax consequence of dividends are linked more directly to past transactions or events that generates distributable profit. Therefore, the OFSS group recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the OFSS group originally recognizes those past transactions or events.

Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, and associates, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatments:

The interpretation in Appendix C to Ind AS 12 Uncertainty over Income Tax Treatments addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The OFSS group determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments based on the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the OFSS group has considered, (a) how it prepares its income tax filings and supports tax treatments; or (b) how the OFSS group expects the taxation authority to make its examination and resolve issues that might arise from that examination.

(f) Investment properties

Investment properties are measured initially and subsequently at cost. Though the OFSS group measures investment property using cost based measurement, the fair value of investment property is disclosed annually in the notes which form an integral part of the financial statements. Fair values are determined based on an evaluation performed by an accredited external independent valuer applying a valuation technique as per the international norms and standards. Investment properties are derecognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from such disposal. The difference between the net sale proceeds and the carrying amount of asset is recognized in statement of profit and loss in the period of derecognition.

(g) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the OFSS group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The OFSS group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, so as to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the OFSS group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At the reporting date, the OFSS group analyzes the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the OFSS group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The OFSS group also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the OFSS group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(h) Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The OFSS group recognizes a financial asset or a liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss as appropriate. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets of OFSS group are classified in three categories:

- Debt instruments measured at amortized cost
- Debt instruments at fair value through other comprehensive income (OCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss

Debt instruments measured at amortized cost

This category is the most relevant to the OFSS group. Debt instruments are measured at amortized cost if the asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statement of profit and loss. The losses arising from impairment are recognized in the consolidated statement of profit and loss.

Debt instruments at fair value through OCI

Debt instruments are measured at fair value through other comprehensive income if the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The OFSS group has not designated any financial assets at fair value through OCI.

Debt instruments at fair value through profit or loss

Debt instruments at fair value through profit or loss include assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by Ind AS 109 Financial Instruments. Debt instruments at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of profit and loss.

Derecognition

A financial asset is derecognized i.e. removed from the OFSS group's consolidated statement of financial position when:

- The contractual rights to the cash flows from the financial asset expire or
- The OFSS group has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the OFSS group has transferred substantially all the risks and rewards of the asset, or (b) the OFSS group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the OFSS group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the OFSS group continues to recognize the transferred asset to the extent of the OFSS group's continuing involvement. In that case, the OFSS group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the OFSS group has retained.

Impairment of financial assets

The OFSS group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. For trade receivables the OFSS group follows 'simplified approach' for recognition of impairment loss allowance. The application of simplified approach does not require the OFSS group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the OFSS group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The OFSS group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. Further, the trade receivables have customer concentration across the globe and therefore the OFSS group also considers the socio-economic conditions of the regions where the customers are located.

At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Interest income

Interest income is recognized using the effective interest method.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The OFSS group's financial liabilities include trade payables, accrued expenses, accrued compensation to employees, advance from customers, dividend and dividend tax payable along with unpaid dividends.

Subsequent measurement

The OFSS group measures all financial liabilities at amortized cost except for financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Financial liabilities held for trading are measured at fair value through profit or loss. The OFSS group has not designated any financial liability as at fair value through profit or loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract - with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a nonfinancial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the OFSS group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss, unless designated as effective hedging instruments.

(i) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The OFSS group uses forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

The OFSS group enters into foreign currency forward contracts that is used to hedge risk of exposure of changes in the fair value of trade receivables on account of foreign currency rate movement. These derivative contracts are not designated as hedges and accounted for at fair value through profit or loss and are included in other income, net.

(i) Leases

OFSS group as a Lessee

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The OFSS group recognizes right-of-use asset and a corresponding lease liability for all lease arrangements in which the OFSS group is a lessee, except for a short term lease of 12 months or less and leases of low-value assets. For short term lease and low-value asset arrangements, the OFSS group recognizes the lease payments as an operating expense on straight-line basis over the lease term.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease arrangement. Right-of-use assets and lease liabilities are measured according to such options when it is reasonably certain that the OFSS group will exercise these options.

The right-of-use assets are recognized at the inception of the lease arrangement at the amount of the initial measurement of lease liability adjusted for any lease payments made at or before the commencement date of lease arrangement reduced by any lease incentives received, added by initial direct costs incurred and an estimate of costs to be incurred by the OFSS group in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets. Estimated useful life of right-of-use assets is determined on the basis of useful life of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is an indication that their carrying value may not be recoverable. Impairment loss, if any is recognized in the statement of profit and loss account.

The lease liability is measured at amortized cost, at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease arrangement or, if not readily determinable, at the incremental borrowing rate in the country of domicile of such leases. Lease liabilities are remeasured with corresponding adjustments to right-of-use assets to reflect any reassessment or lease modifications.

OFSS group as a Lessor

Leases for which the OFSS group is a lessor is classified as finance or operating lease. If the terms of the lease arrangement transfers substantially all the risks and rewards of ownership to the lessee, such lease arrangement is classified as finance lease. All other leases are classified as operating leases.

In case of sub-lease, the OFSS group recognizes investment in sub-lease separately in the financial statements. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from such lease arrangement. For operating leases, rental income is recognized on a straight-line basis over the term of the lease arrangement.

The weighted average incremental borrowing rate applied to lease liabilities recognized in the balance sheet at the date of initial application was 7.29%.

(k) Share based payments

Selected employees of the OFSS group also receive remuneration in the form of share-based payments under stock option program of the Company.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognized in employee benefits expense, together with a corresponding increase in 'employee stock options outstanding' in equity, over the period in which the performance and / or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the OFSS group's best estimate of the number of equity instruments that will ultimately vest.

The consolidated statement of profit and loss expense or credit recognized in employee benefit expense represents the movement in cumulative expense recognized as at the beginning and end of the year.

Oracle Corporation, the ultimate holding company of Oracle Financial Services Software Limited has extended its Stock Option program (ESOP) to selected employees of OFSS's subsidiaries and branches, who are working outside India. The cost of equity-settled transactions is also determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognized in employee benefit expenses over the period in which the performance and / or service conditions are fulfilled with a corresponding impact under statement of changes in equity as Contribution from Ultimate Holding Company.

Oracle Corporation has also extended its Employee Stock Purchase Plan (ESPP) to employees of OFSS group. Under the plan, the employees are eligible to purchase the shares of Oracle Corporation at discounted price. The discount amount on the shares purchased during the year by employees is treated as Contribution from ultimate holding company.

(l) Provisions

Provisions are recognized when the OFSS group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(m) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The OFSS group has no obligation, other than the contribution payable to the provident fund. The OFSS group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Certain eligible employees of the OFSS group on Indian payroll are entitled to superannuation, a defined contribution plan. The OFSS group makes monthly contributions until retirement or resignation of the employee which are recognized as an expense when incurred. The OFSS group has no further obligations beyond its monthly contributions, the corpus of which is invested with the Life Insurance Corporation of India.

Compensated absences which are expected to occur within twelve months after the end of the period in which employee renders the related services are recognized as undiscounted liability at the balance sheet date. The expected cost of compensated absences which are not expected to occur within twelve months after the end of the period in which employee renders related services are recognized at the present value based on actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

The OFSS group operates a defined benefit gratuity plan in India, which requires contributions to be made to a fund administered and managed by the LIC to fund the gratuity liability. Under this scheme, the obligation to pay gratuity remains with the OFSS group, although LIC administers the scheme.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the OFSS group recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The OFSS group recognizes the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

(n) Cash dividend to equity shareholders of the Company

The Company recognizes a liability to make cash or noncash distributions to equity shareholders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the Act, a distribution of interim dividend is authorized when it is approved by the Board of Directors and final dividend is authorized when it is approved by the shareholders of the Company. A corresponding amount is recognized directly in other equity.

(o) Cash and cash equivalents

Cash and cash equivalents comprises of cash at bank and short term investments with an original maturity of three months or less that are subject to insignificant risk of change in value. Cash and cash equivalent consist of balances with bank and money market funds which are unrestricted for withdrawal and usage.

2.4 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA amended the Companies (Indian Accounting Standards) Rules, 2024, as below:

Ind AS 116 – Leases

The amendment is related to sale and leaseback transactions and it is effective April 1, 2024. The amendment requires the seller-lessee not to recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee while determining lease payments or revised lease payments. The amendment must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116. The Company has evaluated the amendment and there is no impact on its financial statements.

Note 3: Property, plant and equipment

(a) Year ended March 31, 2025

(a) Year ended March 31, 2025											
Particulars	Gross carrying value					Depreciation				Net carrying value	
	As at April 01, 2024	Additions	Sale/ deletions	Translation gain (loss)	As at March 31, 2025	As at April 01, 2024	Additions	Sale/ deletions	Translation (gain) loss	As at March 31, 2025	As at March 31, 2025
Freehold Land	436	-	-	-	436	-	-	-	-	-	436
Improvement to leasehold premises	263	-	-	-	263	262	-	-	-	262	1
Buildings	2,090	-	-	-	2,090	1,582	93	-	-	1,675	415
Computer equipments	3,419	274	262	4	3,435	3,045	310	262	3	3,096	339
Office equipments	189	2	31	-	160	183	3	31	-	155	5
Electricals and other installations	950	-	54	-	896	920	4	54	-	870	26
Furniture and fixtures	1,076	12	7	-	1,081	947	44	7	-	984	97
Total	8,423	288	354	4	8,361	6,939	454	354	3	7,042	1,319
									Capital work-in-progress		91
											1,410

(b) Year ended March 31, 2024

(Amounts in ₹ million)											
Particulars	Gross carrying value					Depreciation				Net carrying value	
	As at April 01, 2023	Additions	Sale/ deletions	Translation gain (loss)	As at March 31, 2024	As at April 01, 2023	Additions	Sale/ deletions	Translation (gain) loss		As at March 31, 2024
Freehold Land	436	-	-	-	436	-	-	-	-	-	436
Improvement to leasehold premises	315	-	52	-	263	314	-	52	-	262	1
Buildings	2,090	-	-	-	2,090	1,480	102	-	-	1,582	508
Computer equipments	3,465	234	279	(1)	3,419	3,020	304	278	(1)	3,045	374
Office equipments	257	4	72	*-	189	248	5	70	*-	183	6
Electricals and other installations	950	1	1	-	950	916	5	1	-	920	30
Furniture and fixtures	1,045	51	20	*-	1,076	921	46	20	*-	947	129
Total	8,558	290	424	(1)	8,423	6,899	462	421	(1)	6,939	1,484
									Capital work-in-progress		27
											1,511

* Represents amount less than ₹ 0.50 million.

(c) Capital work-in-progress ("CWIP") ageing schedule

Particulars	As at March 31, 2025					As at March 31, 2024				
	Amount in CWIP for a period of					Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	65	26	-	-	91	27	-	-	-	27
Total	65	26	-	-	91	27	-	-	-	27

There are no projects as of March 31, 2025 and March 31, 2024; whose completion is overdue or has exceeded its cost compared to its original plan. Further, there are no projects where activity has been suspended during the year ended March 31, 2025 and March 31, 2024.

Note 4: Right-of-use assets

Year ended March 31, 2025

Particulars	Gross carrying value					Depreciation			Net carrying value
	As at April 01, 2024	Additions	Sale / deletions	Translation gain (loss)	As at March 31, 2025	As at April 01, 2024	Additions	Sale / deletions	As at March 31, 2025
Office premises	1,044	302	165	17	1,198	666	237	165	747
Total	1,044	302	165	17	1,198	666	237	165	747

Year ended March 31, 2024

Particulars	Gross carrying value					Depreciation			Net carrying value
	As at April 01, 2023	Additions	Sale / deletions	Translation gain (loss)	As at March 31, 2024	As at April 01, 2023	Additions	Sale / deletions	As at March 31, 2024
Office premises	1,340	65	360	(1)	1,044	719	281	335	666
Total	1,340	65	360	(1)	1,044	719	281	335	666

Note 5: Investment property

Year ended March 31, 2025

Particulars	(Amounts in ₹ million)					
	As at April 01, 2024	Additions	Sale/ deletions	Translation gain (loss)	As at March 31, 2025	Net carrying value As at March 31, 2025
Freehold land	102	–	–	–	102	102
Total	102	–	–	–	102	102

Year ended March 31, 2024

Particulars	(Amounts in ₹ million)					
	As at April 01, 2023	Additions	Sale/ deletions	Translation gain (loss)	As at March 31, 2024	Net carrying value As at March 31, 2024
Freehold land	102	–	–	–	102	102
Total	102	–	–	–	102	102

The OFSS group's investment property consists of a portion of land at Pune, India.

The fair value of the investment property as at March 31, 2025 and March 31, 2024 is based on valuations performed by a registered IBBI valuer firm ANVI Technical Advisors India Pvt Ltd which is associated with Colliers International India Property Services Private Limited. The fair value of the above investment property as at March 31, 2025 and March 31, 2024 is ₹ 260 million and ₹ 250 million respectively.

The direct operating expenses incurred in relation to investment property are ₹ 5 million and ₹ 4 million for the financial year ended March 31, 2025 and March 31, 2024 respectively. These expenses are included in repairs and maintenance under Note 21: other operating expenses.

The OFSS group has no restrictions on the realizability of its investment properties and has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements. Fair value hierarchy disclosures for investment properties have been provided in note 38 on fair value measurement.

Reconciliation of fair value:		(Amounts in ₹ million)	
		March 31, 2025	March 31, 2024
Fair value of investment property at beginning of the year		250	247
Adjustment towards fair values for the year		10	3
Fair value of investment property at end of the year		260	250

Description of valuation techniques used and key inputs to valuation on investment properties		(Amounts in ₹, except percentages)	
Details		March 31, 2025	March 31, 2024
Valuation technique	Discounted Cash Flow (DCF) Method	Discounted Cash Flow (DCF) Method	
Significant unobservable inputs	Quoted rental per sq. ft. per month ₹ 68 to ₹ 80 Negotiation, discount, location and physical adjustments -15% to 0% Final adjusted rental per sq. ft. per month ₹ 52 to ₹ 56	Quoted rental per sq. ft. per month ₹ 63 to ₹ 65 Negotiation, discount, location and physical adjustments -15% to 2.5% Final adjusted rental per sq. ft. per month ₹ 49 to ₹ 55	
Description of valuation technique	Financial modelling technique is used, based on explicit assumptions regarding the prospective income arising out of the development to be carried out on the property. The entire development cash flows are drawn up and assumptions are made about the market performance over the entire project frame. Other contributors such as demand / supply dynamics, construction costs, quality and infrastructure requirements, time frame of project and profits / returns is compiled to create a financial model that captures all market drivers and value impacting parameters.		

Note 6: Goodwill

Year ended March 31, 2025

(Amounts in ₹ million)

Particulars	Gross carrying value				Amortization and impairment losses				Net carrying value	
	As at April 01, 2024	Additions	Sale/ deletions	Translation gain (loss)	As at March 31, 2025	As at April 01, 2024	Additions	Sale/ deletions	Translation (gain) loss	As at March 31, 2025
Goodwill on consolidation [Refer note 30]	6,087	–	–	–	6,087	–	–	–	–	6,087
Total	6,087	–	–	–	6,087	–	–	–	–	6,087

Year ended March 31, 2024

(Amounts in ₹ million)

Particulars	Gross carrying value				Amortization and impairment losses				Net carrying value	
	As at April 01, 2023	Additions	Sale/ deletions	Translation gain (loss)	As at March 31, 2023	As at April 01, 2023	Additions	Sale/ deletions	Translation (gain) loss	As at March 31, 2024
Goodwill on consolidation [Refer note 30]	6,087	-	-	-	6,087	-	-	-	-	6,087
Total	6,087	-	-	-	6,087	-	-	-	-	6,087

Note 7: Financial assets

(Amounts in ₹ million, except share data)

	March 31, 2025	March 31, 2024
Non-current		
Other financial assets at fair value through profit or loss		
Investment in Sarvatra Technologies Private Limited (Unquoted)		
242,240 (March 31, 2024 - 242,240) equity shares of ₹ 10 each, fully paid-up	45	45
Less: Impairment on investment	(45)	(45)
	—	—
Other financial assets measured at amortized cost		
Deposits for premises and others	65	639
	65	639
	65	639
Current		
Derivative instruments at fair value through profit or loss		
Derivatives not designated as hedges		
Foreign exchange forward contract, net ¹	15	—
	15	—
Other financial assets measured at amortized cost		
Unbilled receivable	2,683	4,031
Deposits for premises and others	691	82
Other receivables and advances	210	210
	3,584	4,323
	3,599	4,323

¹The OFSS group entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of Trade receivable. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Breakup of financial assets carried at amortized cost

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Trade receivables [Refer note 8]	11,837	13,193
Cash and bank balances [Refer note 9]	59,514	55,382
Deposits for premises and others	756	721
Unbilled receivable	2,683	4,031
Other receivables and advances	210	210
	75,000	73,537

Note 8: Trade receivables

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Secured, considered good	—	—
Unsecured, considered good	12,080	13,797
Credit impaired	247	272
	12,327	14,069
Impairment Allowance		
Unsecured, considered good	(243)	(604)
Credit impaired	(247)	(272)
	(490)	(876)
	11,837	13,193

No trade receivables are due from directors or other key managerial personnel of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Trade receivables ageing

(Amounts in ₹ million)

As at March 31, 2025	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables							
Considered good	6,183	5,470	326	101	–	–	12,080
Credit impaired	–	–	–	–	–	–	–
Disputed trade receivables							
Considered good	–	–	–	–	–	–	–
Credit impaired	–	–	8	89	150	–	247
	6,183	5,470	334	190	150	–	12,327
Less: Impairment allowance							(490)
							11,837
Add: Unbilled receivables							2,683
							14,520

(Amounts in ₹ million)

As at March 31, 2024	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables							
Considered good	6,830	5,876	499	588	1	3	13,797
Credit impaired	–	–	–	–	–	–	–
Disputed trade receivables							
Considered good	–	–	–	–	–	–	–
Credit impaired	–	11	88	145	23	5	272
	6,830	5,887	587	733	24	8	14,069
Less: Impairment allowance							(876)
							13,193
Add: Unbilled receivables							4,031
							17,224

Note 9: Cash and bank balances

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
(a) Cash and cash equivalents		
Balances with banks:		
In current accounts ²	8,295	10,936
In deposit accounts with original maturity of less than 3 months	501	12,190
Money market funds	3,304	11,669
In unclaimed dividend accounts	42	38
	12,142	34,833
(b) Other bank balances		
Balances with banks:		
In deposit accounts with original maturity of more than 3 months but less than 12 months ³	47,372	20,549
	47,372	20,549
	59,514	55,382

² Current account includes ₹ 1 million (March 31, 2024 - ₹ 1 million) on account of restricted cash and bank balances.

³ Deposit accounts with original maturity of more than 3 months but less than 12 months includes ₹ 774 million (March 31, 2024 - ₹ 893 million) on account of restricted cash and bank balances.

Cash at banks earns interest at floating rates based on the daily bank deposit rates and the daily balances. Time deposits are placed for varying periods ranging from 7 days to 364 days, depending on the immediate cash requirements of the OFSS group. The time deposits earn interest at the respective deposit rates.

Note 10: Other assets

	(Amounts in ₹ million)	
	March 31, 2025	March 31, 2024
Non-current		
GST, VAT, service tax and other indirect taxes	296	296
Tax deducted at source paid under protest	965	937
Prepaid expenses	5	6
Deferred contract cost	147	119
	1,413	1,358
Current		
Unbilled revenue	3,242	2,833
GST, VAT, service tax and other indirect taxes	337	225
Prepaid expenses	211	195
Deferred contract cost	99	83
	3,889	3,336

Note 11: Equity share capital

	(Amounts in ₹ million)	
	March 31, 2025	March 31, 2024
Authorized:		
100,000,000 (March 31, 2024 - 100,000,000) equity shares of ₹ 5 each	500	500
Issued, subscribed and fully paid-up:		
86,863,101 (March 31, 2024 - 86,671,656) equity shares of ₹ 5 each	434	433

- (a) The Company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (b) Details of shareholders holding more than 5% equity shares in the Company:

Name and relationship of shareholder:	March 31, 2025	March 31, 2024
Oracle Global (Mauritius) Limited, holding company		
Number of equity shares	63,051,197	63,051,197
% of equity shares	72.59%	72.75%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of equity shares.

- (c) Reconciliation of equity shares outstanding at the beginning and at the end of the year:

	No. of equity shares	Amounts in ₹ million
Outstanding as at April 1, 2023	86,397,179	432
Issued during the year ended March 31, 2024 under the employee stock option plan (ESOP)	274,477	1
Outstanding as at March 31, 2024	86,671,656	433
Issued during the year ended March 31, 2025 under the employee stock option plan (ESOP)	191,445	1
Outstanding as at March 31, 2025	86,863,101	434

- (d) Refer note 28(b) for details of shares reserved for issue under the employee stock option plan (ESOP) of the Company.

Note 12: Other Equity

	(Amounts in ₹ million)	
	March 31, 2025	March 31, 2024
Share application money pending allotment	2	3
Securities premium	19,092	18,374
General reserve	10,145	10,145
Employee stock options outstanding	1,591	1,326
Contribution from Ultimate Holding Company	1,392	1,013
Gain on Treasury shares	608	608
Retained earnings	46,281	43,316
Other comprehensive income	4,079	3,370
	83,190	78,155

Share application money pending allotment

Share application money pending allotment represents the amount received on exercise of stock options by the eligible employees under the prevailing ESOP schemes of the Company, on which allotment is yet to be made.

Share application money pending allotment as at March 31, 2025 represents the money received from employees of the Company towards exercise of 2,737 (March 31, 2024 - 803) OFSS Stock Units ("OSUs") at the exercise price of ₹ 5, towards exercise of 475 (March 31, 2024 - 800) and 50 (March 31, 2024 - Nil) OFSS Stock Options at the exercise price of ₹ 3,393 and ₹ 3,241 respectively, under Oracle Financial Services Software Limited Stock Plan 2014 ("OFSS Stock Plan 2014"). Each OSUs will entitle one equity share of ₹ 5 each of the Company.

Securities premium

Securities premium represents amount received in excess of face value on issue of shares by the Company. It also includes transfer of stock compensation related to options exercised from employee stock options outstanding (other equity). The securities premium will be utilized in accordance with the provisions of the Act.

General reserve

General reserve represents the amount of profits appropriated by the Company in earlier years, before declaring dividends, pursuant to the provisions of the erstwhile Companies Act, 1956.

Employee stock options outstanding

Selected employees of the OFSS group also receive remuneration in the form of share-based payments under stock option program of the Company. Employee stock options outstanding represents the fair value of equity-settled transactions, calculated at the date when the grant is made using an appropriate valuation model and recognized over the period in which the performance and/or service conditions are fulfilled.

Contribution from Ultimate Holding Company

Oracle Corporation, the Ultimate Holding Company of Oracle Financial Services Software Limited has extended its stock option program to selected employees of OFSS's overseas subsidiaries and branches. Contribution from Ultimate Holding Company represents the fair value of equity-settled transactions; calculated at the date when the grant is made using an appropriate valuation model and recognized over the period in which the performance and/or service conditions are fulfilled.

Oracle Corporation has also extended its Employee Stock Purchase Plan (ESPP) to employees of OFSS group. Under the plan, the employees are eligible to purchase the shares of Oracle Corporation at discounted price. The discount amount on the shares purchased during the year by employees is treated as Contribution from Ultimate Holding Company.

Gain on Treasury shares

Gain on Treasury shares represents gain on the sale of the Company's own equity instruments in earlier years.

Retained earnings

Retained earnings represents the undistributed earnings, net of amounts transferred to general reserve; if any.

Subsequent to year ended March 31, 2025, the Board of Directors of the company at its meeting held on April 25, 2025, declared an interim dividend of ₹ 265 per equity share of ₹ 5 each for the financial year 2024-25. This dividend will be paid as per the provisions of section 123 the Companies Act, 2013.

The Board of Directors have declared an interim dividend on April 24, 2024 of ₹ 240 per equity share for the financial year 2023-24. This had resulted in cash outflow of ₹ 20,810 million.

Other comprehensive income

Other comprehensive income represents the exchange differences arising on translation of foreign subsidiaries and branches for consolidation and the remeasurements of the defined benefit gratuity plan; comprising of actuarial gains and losses on its net liabilities / assets.

Note 13: Financial liabilities

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
(a) Trade payable measured at amortized cost		
Current		
- Payable to micro and small enterprises ⁴	3	5
- Payable to other than micro and small enterprises	697	1,015
	700	1,020
(b) Other financial liabilities		
Non-current		
Financial liabilities measured at amortized cost		
Accrued compensation to employees	22	21
	22	21
Current		
Derivative instruments at fair value through profit or loss		
Derivatives not designated as hedges		
Foreign exchange forward contract, net ⁵	–	9
	–	9
Other financial liabilities measured at amortized cost		
Accrued compensation to employees	1,361	1,113
Accrued Expenses	1,006	1,219
Capital creditors	60	59
Advance from customers	22	41
Unpaid dividends ⁶	42	38
	2,491	2,470
	2,491	2,479

⁴ The identification of Micro and Small Enterprises is based on Management's knowledge of their status.

⁵ The OFSS group entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of Trade receivable. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

⁶ There is no amount due and outstanding as at balance sheet date to be credited to the Investor Education and Protection Fund.

Dues to micro and small enterprises - As per Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED" Act)

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
- Principal amount remaining unpaid to any supplier as at the end of the year	3	5
- Amount of interest due remaining unpaid to any supplier as at the end of the year	–	–
- Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	–	–
- Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	–	–
- Amount of interest accrued and remaining unpaid at the end of year	–	–
- Amount of further interest remaining due and payable even in the succeeding year	–	–

Terms and conditions of financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 30-day terms
- Other financial liabilities are normally settled as and when due

Ageing of trade payables

(Amounts in ₹ million)

As at March 31, 2025	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed						
- To micro and small enterprises	3	–	–	–	–	3
- To other than micro and small enterprises	186	486	15	–	10	697
	189	486	15	–	10	700
Disputed						
- To micro and small enterprises	–	–	–	–	–	–
- To other than micro and small enterprises	–	–	–	–	–	–
	–	–	–	–	–	–
	189	486	15	–	10	700

(Amounts in ₹ million)

As at March 31, 2024	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed						
- To micro and small enterprises	5	–	–	–	–	5
- To other than micro and small enterprises	56	944	4	7	4	1,015
	61	944	4	7	4	1,020
Disputed						
- To micro and small enterprises	–	–	–	–	–	–
- To other than micro and small enterprises	–	–	–	–	–	–
	–	–	–	–	–	–
	61	944	4	7	4	1,020

Note 14: Other liabilities

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Non-current		
Deferred Revenue	10	189
	10	189
Current		
Deferred Revenue	4,722	5,299
Withholding and other taxes	483	455
Other statutory dues	663	643
Deferred rent	35	–
	5,903	6,397

Note 15: Employee benefit obligations

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Non-current		
For gratuity [Refer note 29]	2,210	1,853
	2,210	1,853
Current		
For gratuity [Refer note 29]	190	154
For compensated absence	1,862	1,604
	2,052	1,758

Note 16: Income taxes

- (a) The major components of income tax expense for the year ended March 31, 2025 and March 31, 2024 are:

(Amounts in ₹ million)		
	Year ended March 31, 2025	Year ended March 31, 2024
(i) Profit or loss section		
Current taxes	10,952	8,143
Deferred taxes	(1,639)	(114)
Income tax expense reported in the statement of profit and loss	9,313	8,029
(ii) Other Comprehensive Income (OCI) section		
Deferred tax on actuarial gain on gratuity fund	(15)	21
Income tax expense charge reported in Other Comprehensive Income	(15)	21

- (b) Reconciliation of tax expense and accounting profit for the year ended March 31, 2025 and March 31, 2024:

(Amounts in ₹ million)		
	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax	33,109	30,223
Enacted tax rates in India	25.17%	25.17%
Computed expected tax expenses	8,333	7,607
Tax effect		
of earlier years	(60)	(57)
on income at different rates	(122)	(126)
on undistributed profits	(1,708)	221
on non-deductible expenses for tax purpose	17	255
Withholding tax on exempt income	2,280	–
Overseas tax charge net of credit	685	605
Others	(112)	(476)
Income tax expense reported in consolidated statement of profit and loss	9,313	8,029
Effective tax rate	28.13%	26.57%

- (c) The tax effect of significant temporary differences that resulted in net deferred tax asset are as follows:

(Amounts in ₹ million)					
	As at April 01, 2024	Recognized in profit or loss	Recognized in OCI	Translation differences	As at March 31, 2025
Deferred tax asset					
Difference between book and tax depreciation	176	(51)	–	(1)	124
Provision for compensated absence	393	62	–	1	456
Provision for gratuity	528	63	15	–	606
Impairment loss on financial assets	257	(134)	–	2	125
Net operating loss	38	(8)	–	2	32
Other timing differences	471	(1)	–	14	484
	1,863	(69)	15	18	1,827
Deferred tax liability					
Tax on undistributed profits	(2,385)	1,708	–	–	(677)
	(2,385)	1,708	–	–	(677)
Net deferred tax (liability)	(522)	1,639	15	18	1,150

(Amounts in ₹ million)

	As at April 01, 2023	Recognized in profit or loss	Recognized in OCI	Translation differences	As at March 31, 2024
Deferred tax asset					
Difference between book and tax depreciation	172	4	–	*–	176
Provision for compensated absence	368	27	–	(2)	393
Provision for gratuity	447	102	(21)	*–	528
Impairment loss on financial assets	158	102	–	(3)	257
Net operating loss	77	(31)	–	(8)	38
Other timing differences	346	131	–	(6)	471
	1,568	335	(21)	(19)	1,863
Deferred tax liability					
Tax on undistributed profits	(2,164)	(221)	–	–	(2,385)
	(2,164)	(221)	–	–	(2,385)
Net deferred tax (liability)	(596)	114	(21)	(19)	(522)

* Represents amount less than ₹ 0.50 million.

Deferred tax asset and deferred tax liabilities have been offset wherever the OFSS group has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority. The unused tax losses having various expiry dates for which no deferred tax asset is recognized in the balance sheet amounts to ₹ 1,625 million (March 31, 2024 - ₹ 1,621 million).

Note 17: Revenue from operations

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Product licenses and related activities	62,144	57,862
IT solutions and consulting services	6,324	5,868
	68,468	63,730

Note 18: Other income

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Interest on financial assets measured at amortized cost:		
Balance with banks in current and deposit accounts	1,946	2,497
Money Market funds	712	12
Deposits for premises and others	53	53
Interest on income tax refund	446	755
Fair value (loss) gain on derivatives not designated as hedges	(167)	37
Foreign exchange (loss)	(34)	(141)
Profit (loss) on sale of property, plant and equivalent	4	(2)
Miscellaneous income	82	211
	3,042	3,422

Note 19: Employee benefit expenses

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Salaries and bonus	27,840	26,040
Contribution to provident and other funds	1,726	1,624
Stock compensation expense	1,244	950
Staff welfare expenses	1,237	1,215
	32,047	29,829

Note 20: Finance cost

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Interest on lease liability	20	33
Interest on income tax	(15)	248
	5	281

Note 21: Other operating expenses

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Application software	5	16
Communication expenses	79	90
Rent	68	96
Power	146	194
Insurance	26	24
Repairs and maintenance:		
Buildings and leasehold premises	132	51
Computer equipments	30	25
Others	87	105
Rates and taxes	107	171
Impairment loss (reversed) recognized on contract assets	(533)	616
Impairment loss recognized on other financial assets	11	6
Bad debts	535	85
Corporate Social Responsibility expenditure [Refer Note 35]	523	482
Miscellaneous expenses	282	262
	1,498	2,223

Note 22: Financial ratios

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	Variance
(a) Current ratio (in times)	Total current assets	Total current liabilities	6.90	5.98	15%
(b) Return on equity ratio (in %)	Profit for the year	Average total equity	29%	29%	–
(c) Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	5.47	5.30	3%
(d) Trade payables turnover ratio (in times)	Purchases of services and other expenses	Average trade payables	8.41	8.95	-6%
(e) Net capital turnover ratio (in times)	Revenue from operations	Total current assets less total current liabilities	1.01	1.00	1%
(f) Net profit ratio (in %)	Profit for the year	Revenue from operations	35%	35%	–
(g) Return on capital employed (in %)	Profit before tax and finance cost	Tangible networth + lease liabilities + deferred tax liabilities	42%	41%	2%
(h) Debt equity ratio (in times)	Total debts (lease liabilities)	Total equity	0.01	0.01	–
(i) Debt service coverage ratio (in times)	Profit for the year + non-cash operating expenses + interest on lease liability + Other non-cash adjustments	Lease payments (repayment of lease liability + interest on lease liability)	86.95	71.28	22%

Note 23: Reconciliation of basic and diluted shares used in computing earnings per share

(Number of equity shares)

	Year ended March 31, 2025	Year ended March 31, 2024
Weighted average shares outstanding for basic earnings per share	86,762,786	86,561,856
Add: Effect of dilutive stock options	555,722	553,866
Weighted average shares outstanding for diluted earnings per share	87,318,508	87,115,722
Profit attributable to equity shareholders (in ₹ million)	23,796	22,194
Earnings per equity share of par value of ₹ 5 each (March 31, 2024 - ₹ 5) (in ₹)		
Basic	274.27	256.39
Diluted	272.52	254.76

Note 24: Disclosure on revenue from operations**(a) Disaggregate revenue information**

The table below presents disaggregated revenues from contracts with customers by geography, streams and type of contract for each of our business segments.

Year ended March 31, 2025		(Amounts in ₹ million)		
Particulars	Products	Services	Total	
Revenue by Geography				
India	6,246	45	6,291	
Outside India				
Americas				
United States of America	14,052	4,228	18,280	
Rest of America	6,542	–	6,542	
Europe	8,970	1,075	10,045	
Asia Pacific	12,835	627	13,462	
Middle East and Africa	13,499	349	13,848	
	62,144	6,324	68,468	
Revenue by Streams and type of Contract				
License & Cloud Fees	9,630	–	9,630	
Maintenance Fees	20,760	–	20,760	
Consulting fees				
Fixed Price	22,222	5,086	27,308	
Time & Material Basis	9,532	1,238	10,770	
	62,144	6,324	68,468	

Year ended March 31, 2024		(Amounts in ₹ million)		
Particulars	Products	Services	Total	
Revenue by Geography				
India	6,091	44	6,135	
Outside India				
Americas				
United States of America	13,939	3,953	17,892	
Rest of America	5,159	–	5,159	
Europe	8,354	966	9,320	
Asia Pacific	12,853	574	13,427	
Middle East and Africa	11,466	331	11,797	
	57,862	5,868	63,730	
Revenue by Streams and type of Contract				
License & Cloud Fees	8,494	–	8,494	
Maintenance Fees	19,410	–	19,410	
Consulting fees				
Fixed Price	20,438	4,483	24,921	
Time & Material Basis	9,520	1,385	10,905	
	57,862	5,868	63,730	

- (b) During the year ended March 31, 2025, the OFSS group recognized revenue of ₹ 4,851 million from opening deferred revenue as of April 1, 2024. During the year ended March 31, 2024, the OFSS group recognized revenue of ₹ 4,835 million from opening deferred revenue as of April 1, 2023.
- (c) During the year ended March 31, 2025, the OFSS group has not recognized any revenue from performance obligations satisfied prior to April 1, 2024. During the year ended March 31, 2024, the OFSS group has not recognized any revenue from performance obligations satisfied prior to April 1, 2023.
- (d) Change in contract assets and contract liabilities are on account of transactions undertaken in the normal course of business. In accordance with Ind AS 115, unbilled revenue of ₹ 3,242 million as at March 31, 2025 (March 31, 2024 - ₹ 2,833 million) has been classified as other current asset.

(e) Reconciliation of revenue recognized with contract price

	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Revenue as per contracted price	68,512	63,768
Reduction towards discounts	(44)	(38)
Revenue from operations	68,468	63,730

(f) Remaining Performance obligation

The OFSS group has applied the practical expedient as provided in Ind AS 115 and excluded the disclosure relating to remaining performance obligation for

- contracts where the original expected duration is one year or less
- contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date. Typically this involves those contracts where invoicing is on time and material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors such as terminations, changes in the scope of contracts, periodic revalidations of estimates and other macro economic factors.

The aggregate amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as at March 31, 2025, after considering the practical expedient mentioned above is ₹ 41,539 million (March 31, 2024 - ₹ 35,176 million), out of which 45% (March 31, 2024 - 63%) is expected to be recognized as revenue within the next one year and the balance thereafter.

(g) Asset recognized from the costs to obtain a contract

The OFSS group recognizes incremental costs of obtaining a contract with customers as an asset and disclose them under "Other assets" as Deferred contract costs in the Consolidated financial statements. Incremental costs of obtaining contracts are those costs that the OFSS group incurs to obtain a contract with the customer that would not have been incurred if the contract had not been obtained. Such deferred contract costs assets are amortized over the benefit period.

The OFSS group has amortized deferred contract cost of ₹ 100 million for the year ended March 31, 2025 (March 31, 2024 - ₹ 85 million) and has closing balance of deferred contract cost asset of ₹ 246 million as at March 31, 2025 (March 31, 2024 - ₹ 202 million).

Note 25: Significant accounting judgements, estimates and assumptions

The preparation of the OFSS group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions and estimate at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are described below. These assumptions and estimates are based on available parameters as on the date of preparation of financial statements. These assumptions and estimates, however, may change due to market changes or circumstances arising that are beyond the control of the OFSS group.

(i) Leases

The OFSS group has entered into commercial property leases for its offices. The OFSS group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The OFSS group uses significant judgement in assessing the lease term and the applicable discount rate. The OFSS group has lease contracts which include extension and termination option and this requires exercise of judgement by The OFSS group in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. The discount rate is generally based on the incremental borrowing rate specific to the lease period.

(ii) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the projections for the next five years and do not include restructuring activities that the OFSS group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognized by the OFSS group. The key assumptions used to determine the recoverable amount for the different CGUs, are disclosed and further explained in Note 30.

(iii) Share based payments

The Company measures share-based payments and transactions at fair value and recognizes over the vesting period using Black Scholes valuation model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and model used for estimating fair value for share-based payment transactions are disclosed in note 28(b).

(iv) Taxes

Income tax expense comprises current tax expense and the net changes in the deferred tax asset or liability during the year. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions, including disclosures thereof. Also refer Note 2.3 (e), Note 16 and Note 37.

Deferred tax liability is recognized on the undistributed profits of subsidiaries where it is expected that the earnings of the subsidiary will be distributed in foreseeable future. Deferred tax asset is recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(v) Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment retirement benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date annually. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. For plans operated outside India, the management considers the interest rates of high quality corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation with at least an 'AA' rating or above, as set by an internationally acknowledged rating agency, and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases is based on expected future inflation rates for the respective countries. Further details about gratuity obligations are given in note 29.

(vi) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See note 38 for further disclosures.

(vii) Revenue Recognition

The OFSS group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables. The OFSS group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time.

In determining the transaction price for the contract, judgement is required to assess if the consideration is fixed or is considered variable and whether there is any constraint on such variable consideration such as volume discounts, service level credits and price concessions. The OFSS group uses judgement to determine an appropriate standalone selling price for each performance obligation and allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract except for sale of software licenses, where the OFSS group uses a residual approach for estimating the standalone selling price of software license as the pricing is highly variable.

Contract fulfilment costs are generally expensed as incurred except for certain contract costs which meet the criteria for capitalization. Such costs are amortized over the benefit period. The assessment of this criteria requires the application of judgement.

(viii) Employee Benefit Trust

The Company had formed a Trust with name i-flex Employee Stock Option Trust ("The Trust") in the year 1998. The main object was to provide benefit to the employees through stock purchase scheme. The Trust was holding equity shares of the Company which have been sold during the previous years. The Trust funds would now be utilized for the benefit of the employees. However, as per the Trust deed, the Company may use its controlling power on certain activities of the Trust. Accordingly, the financial of the Trust are consolidated with the financials of the OFSS group.

Note 26: Capital commitments

(Amounts in ₹ million)		
Particulars	March 31, 2025	March 31, 2024
Capital Commitments towards Property, Plant and Equipment		
Contracts remaining to be executed on capital account not provided for (net of advances)	261	265

Note 27: Leases

Where OFSS group is lessee

Finance lease

The changes in the carrying values of right-of-use assets for the year ended March 31, 2025 and March 31, 2024 are given in note 4. Set out below are the carrying amounts of lease liabilities and the movement during the year ended March 31, 2025 and March 31, 2024:

(Amounts in ₹ million)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Balance at the beginning of the year	430	694	
Modifications / additions	279	35	
(Gain) on lease modification	—	*—	
Interest on lease liabilities	20	33	
Repayments	(282)	(332)	
Exchange impact	9	*—	
At the end of the year	456	430	
Current	181	245	
Non-Current	275	185	
Total	456	430	

* Represents amount less than ₹ 0.50 million.

The maturity analysis of undiscounted lease liabilities as at March 31, 2025 and March 31, 2024 are as follows:

(Amounts in ₹ million)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Less than one year	207	260	
1 to 5 years	315	188	
Total	522	448	

The following amounts are recognized in the statement of profit and loss for the year ended March 31, 2025 and March 31, 2024:

(Amounts in ₹ million)		
Particulars	March 31, 2025	March 31, 2024
Depreciation expenses on right-of-use assets	237	281
Interest expense on lease liabilities	20	33
Expense relating to short-term leases and other service charges (included in other operating expenses as rent)	68	96
Total	325	410
(Gain) on lease modification	—	*—
Total	325	410

* Represents amount less than ₹ 0.50 million.

The OFSS group had total cash outflows for leases of ₹ 262 million (excluding interest) for the year ended March 31, 2025 (March 31, 2024 - ₹ 299 million). The OFSS group does not have any non-cash additions to right-of-use assets and lease liabilities for the year ended March 31, 2025. Further, there are no future cash outflows relating to leases that have not yet commenced.

The minimum rental payments to be made in future in respect of short term leases to which the OFSS group has chosen to apply the practical expedient as per the standard as of March 31, 2025 and March 31, 2024 is as follows:

(Amounts in ₹ million)		
Particulars	March 31, 2025	March 31, 2024
Less than 1 year	162	23
1 to 5 years	—	—
More than 5 years	—	—
Total	162	23

Note 28: Share based compensation / payments

(a) Employee Stock Purchase Scheme (“ESPS”)

The Company had adopted the EPSPS administered through a Trust with the name i-flex Employee Stock Option Trust (“the Trust”) to provide equity-based incentives to key employees of the Company. i-flex Solutions Trustee Company Ltd. is the Trustee of this Trust.

No allocation of shares to the employees have been made through the Trust since 2005 and all selected employees under the Trust have exercised their right of purchase of shares prior to March 31, 2014. In this regard, the Trustee Company had filed a petition in the Honorable Bombay High Court to seek directions for utilization of the remaining unallocated shares along with the other assets held by the Trust for the benefit of the employees of the Company. As per the order of the Honorable Bombay High Court dated August 1, 2016, the Trust funds would be utilized for the benefit of the employees. Accordingly, during the financial year, the Trust has incurred an expenditure of ₹ 153 million (March 31, 2024 - ₹ 146 million) towards welfare of employees of the Company.

As at March 31, 2025, the Trust is not holding any equity shares (March 31, 2024 - Nil equity shares) of the Company.

(b) Employee Stock Option Plan (“ESOP”)

The Members of the Company at their Annual General Meeting held on August 14, 2001 had approved grant of ESOPs to the employees / directors of the Company and its subsidiaries up to 7.5% of the issued and paid-up capital of the Company from time to time. This said limit was enhanced and approved up to 12.5% of the issued and paid-up capital of the Company from time to time, by the Members at their Annual General Meeting held on August 18, 2011. This extended limit is an all-inclusive limit applicable for stock options (“options”) granted in the past and in force and those that will be granted by the Company in future.

Employees Stock Option Plan 2011 Scheme (“Scheme 2011”)

Pursuant to ESOP scheme approved by the shareholders of the Company in their meeting held on August 18, 2011, the Board of Directors approved the Scheme 2011. Accordingly, the Company has granted 1,950,500 options under the Scheme 2011. As per the Scheme 2011, each of 20% of the total options granted vest on completion of 12, 24, 36, 48 and 60 months from the date of grant.

A summary of the activity in the Company's ESOP (Scheme 2011) is as follows:

	Year ended March 31, 2025		Year ended March 31, 2024	
	Shares arising from options	Weighted average exercise price (₹)	Shares arising from options	Weighted average exercise price (₹)
Outstanding at beginning of year	–	–	92,373	3,077
Granted	–	–	–	–
Exercised	–	–	(48,073)	3,077
Forfeited/Lapsed	–	–	(44,300)	3,077
Outstanding at end of the year	–	–	–	–
Vested options	–	–	–	–
Unvested options	–	–	–	–
Options vested during the year	–	–	–	–

Oracle Financial Services Software Limited Stock Plan 2014 (“OFSS Stock Plan 2014”)

Nomination and Remuneration Committee in their meeting held on August 7, 2014, approved OFSS Stock Plan 2014. Accordingly, the Company has granted 178,245 Stock Options and 1,820,597 OFSS Stock Units (“OSUs”) under OFSS Stock Plan 2014. The issuance terms of OSUs are the same as for options. Till March 2019, employees could elect to receive 1 OSU in lieu of 4 awarded options at their respective exercise price. In respect of the OFSS Stock Plan 2014, each of 25% of the total options / OSUs granted will vest on completion of 12, 24, 36 and 48 months from the date of grant.

A summary of the activity in the Company's ESOP (OFSS Stock Plan 2014) is as follows:

	Year ended March 31, 2025		Year ended March 31, 2024	
	Shares arising from options and OSUs	Weighted average exercise price (₹)	Shares arising from options and OSUs	Weighted average exercise price (₹)
Outstanding at beginning of year	708,840	396	746,021	462
Granted	100,786	5	254,781	5
Exercised	(191,445)	(669)	(226,404)	251
Forfeited	(42,490)	(477)	(65,558)	131
Outstanding at end of the year	575,691	231	708,840	396
Vested options and OSUs	169,943		193,549	
Unvested options and OSUs	402,486		513,688	
Vested options and OSUs (pending allotment)	3,262		1,603	
Options vested during the year	177,723		172,962	

Any vesting is subject to continued employment of the employee with the Company or its subsidiaries. Options / OSUs have an exercise period of 10 years from the date of grant. The employee pays the exercise price and applicable taxes upon exercise of options / OSUs.

During the year ended March 31, 2025, the Company has granted 100,786 OSUs at an exercise price of ₹ 5 (March 31, 2024 - 254,781 OSUs at an exercise price of ₹ 5) under OFSS Stock Plan 2014. The weighted average share price for the year over which options / OSUs were exercised was ₹ 10,036 (March 31, 2024 - ₹ 5,801).

The details of total options / OSUs unvested and total options / OSUs vested and exercisable for OFSS Stock Plan 2014 as on March 31, 2025 are as follows:

	Exercise prices (₹)	Number of Options	Weighted average exercise price (₹)	Weighted average remaining contractual life (Years)
Options / OSUs unvested	5	402,486	5	8.3
Options / OSUs vested and exercisable	5	134,525	5	6.2
	3,393	20,250	3,393	1.2
	3,579	3,468	3,579	2.2
	3,987	8,200	3,987	0.6
	4,158	3,500	4,158	3.2
		572,429	229	7.4
Options / OSUs Exercised (pending allotment)	5	2,737	5	NA
	3,241	50	3,241	NA
	3,393	475	3,393	NA
		3,262		

The details of total options / OSUs unvested and total options / OSUs vested and exercisable for both Scheme 2011 and OFSS Stock Plan 2014 as on March 31, 2024 are as follows:

	Exercise prices (₹)	Number of Options	Weighted average exercise price (₹)	Weighted average remaining contractual life (Years)
Options / OSUs unvested	5	513,688	5	8.7
Options / OSUs vested and exercisable	5	116,150	5	6.0
	3,241	19,748	3,241	1.0
	3,393	31,475	3,393	2.2
	3,579	4,038	3,579	3.2
	3,987	14,963	3,987	1.6
	4,158	7,175	4,158	4.2
		707,237	396	7.5
Options / OSUs Exercised (pending allotment)	5	803	5	NA
	3,393	800	3,393	NA
		1,603		

Options / OSUs granted during the financial year ended March 31, 2025:

The weighted average fair value of an option / OSU granted during the year was ₹ 11,145 (March 31, 2024 - ₹ 4,217).

The Black Scholes valuation model has been used for computing the above weighted average fair value of options / OSUs granted considering the following inputs:

	Year Ended March 31, 2025 OFSS Stock Plan 2014 (OSU)						
	April, 2024	July, 2024	August, 2024	September, 2024	September, 2024	December, 2024	February, 2025
Weighted average share price (in ₹)	8,204	10,425	10,390	10,922	11,372	12,580	9,453
Exercise Price (in ₹)	5	5	5	5	5	5	5
Expected Volatility	33%	34%	34%	34%	33%	34%	36%
Weighted average life (in years)	3.32	3.32	3.32	3.32	4.06	3.32	3.32
Expected dividend rate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Average risk-free interest rate %	7.03%	6.85%	6.70%	6.66%	6.63%	6.53%	6.52%

	Year Ended March 31, 2024 OFSS Stock Plan 2014 (OSU)				
	May, 2023	August, 2023	September, 2023	October, 2023	February, 2024
Weighted average share price (in ₹)	3,708	3,958	4,299	4,093	6,617
Exercise Price (in ₹)	5	5	5	5	5
Expected Volatility	25%	27%	28%	26%	32%
Weighted average life (in years)	2.92	3.16	3.26	3.16	3.16
Expected dividend rate	Nil	Nil	Nil	Nil	Nil
Average risk-free interest rate %	6.82%	7.02%	7.04%	7.19%	6.94%

The expected volatility was determined based on historical volatility data; historical volatility includes early years of the Company's life; the Company expects the volatility of its share price to reduce as it matures.

Note 29: Defined benefits obligations

Defined contribution plans

During the year ended March 31, 2025 and March 31, 2024, the OFSS group contributed following amounts to defined contributions plans:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Provident fund	833	768
Superannuation fund	124	136
	957	904

Defined benefit plan – gratuity

The amounts recognized in the statement of profit and loss are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	290	270
Interest cost, net	132	121
Total included in employee benefit expenses	422	391

Remeasurements recognized in other comprehensive income (OCI) are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Due to change in demographic assumptions	(72)	–
Due to change in financial assumptions	85	53
Due to change in experience adjustments	46	(137)
Return on plan assets (excl. Interest income)	–	*_
Total re-measurements in OCI	59	(84)

* Represents amount less than ₹ 0.50 million.

The amounts recognized in the balance sheet are as follows:

Particulars	(Amounts in ₹ million)	
	As at March 31, 2025	As at March 31, 2024
Present value of unfunded obligations	2,410	2,012
Fair value of plan assets	(10)	(5)
Net liability	2,400	2,007
Current	190	154
Non-Current	2,210	1,853
Total	2,400	2,007

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Defined benefit obligation at beginning of the year	2,012	1,778
Current service cost	290	270
Interest cost	132	121
Effect of exchange rate changes	11	4
Benefits paid	(94)	(77)
Re-measurement		
Due to change in demographic assumptions	(72)	–
Due to change in financial assumptions	85	53
Due to change in experience adjustments	46	(137)
Defined benefit obligation at end of the year	2,410	2,012

Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Fair value of plan assets at beginning of the year	5	8
Interest income	–	*_
(Return) on plan assets (excl. Interest income)	–	*_
Contributions by employer	74	60
Benefits paid	(69)	(63)
Fair value of plan assets at end of the year	10	5

* Represents amount less than ₹ 0.50 million.

Plan assets are administered by LIC and HDFC Life.

The assumptions used in accounting for the gratuity plan are set out as below:

Particulars	March 31, 2025	March 31, 2024
Discount rate	5.20% - 6.70%	4.90% - 7.20%
Expected returns on plan assets	7.20%	7.20%
Salary escalation rate	2.00% - 8.00%	2.00% - 8.00%
Weighted average duration (years)	6 - 10	6 - 10

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

The OFSS group evaluates these assumptions annually based on its long-term plans of growth and industry standards. The discount rates are based on current market yields on government bonds consistent with the currency and estimated term of the post employment benefits obligations. Plan assets are administered by LIC and HDFC Life. The expected rate of return on plan assets is based on the expected average long term rate of return on investments of the fund during the terms of the obligation.

The maturity profile of defined benefit obligation is as follows:

Particulars	(Amounts in ₹ million)
Within 1 year	200
1 - 2 years	171
2 - 3 years	178
3 - 4 years	187
4 - 5 years	186
Above 5 years	1,204

A quantitative sensitivity analysis for significant assumptions on defined benefit obligation as at March 31, 2025 is as shown below:

(Amounts in ₹ million)			
Particulars	Sensitivity level	Year ended March 31, 2025	Year ended March 31, 2024
Financial assumptions			
Discount rate	- 0.5%	2,519	2,103
	+ 0.5%	2,309	1,928
Salary escalation rate	- 0.5%	2,336	1,949
	+ 0.5%	2,484	2,077
Demographic assumptions			
Withdrawal rate	- 1%	2,409	2,012
	+ 1%	2,411	2,012

Note 30: Impairment testing of goodwill

Goodwill having indefinite lives and acquired through business combinations has been allocated to the two cash generating units (CGUs) below, which are also operating and reportable segments, for impairment testing:

1. Product licenses and related activities ("Products")
2. IT solutions and consulting services ("Services")

Carrying amount of goodwill allocated to each of the CGUs:

(Amounts in ₹ million)		
	March 31, 2025	March 31, 2024
Products	5,862	5,862
Services	225	225
Total carrying value of goodwill	6,087	6,087

The OFSS group performed its annual impairment test for years ended March 31, 2025 and March 31, 2024 on respective balance sheet date. The recoverable amount of above CGUs exceeded their carrying amounts.

Products CGU

The recoverable amount of the Products CGU as at March 31, 2025 is determined based on a value in use calculation using projections covering a five-year period. The growth rate used to extrapolate the cash flows of the unit beyond the five-year period is 1% (March 31, 2024 - 1%). This growth rate is in line with the industry average growth rate. The pre-tax discount rate applied to the cash flow projections for impairment testing during the current year is 22.26% (March 31, 2024 - 21.62%).

Key assumptions used for value in use calculations

The calculation of value in use for Products CGU is most sensitive to the following assumptions:

- Operating margins
- Discount rates
- Growth rates used to extrapolate cash flows beyond the forecast period

Operating margins - Operating margins are based on average values achieved in the current financial year.

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Growth rate estimates - Rates are in line with the industry average growth rate.

Note 31: Financial risk management objectives and policies

The OFSS group activities expose it to market risks, liquidity risk and credit risks. The management oversees these risks and is aided by the Risk Management Committee whose scope is to formulate the risk management policy, which will identify elements of risk, if any which may affect the OFSS group.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises of foreign currency risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of monetary items will fluctuate because of changes in foreign exchange rates. This may have potential impact on the statement of profit and loss and other components of equity, where monetary items are denominated in a foreign currency which are different from functional currency in which they are measured. As of balance sheet date, the OFSS group's net foreign currency exposure expressed in INR that is not hedged is ₹ 1,314 million (March 31, 2024 - ₹ 2,630 million).

Following are the carrying amounts of foreign currency denominated monetary items (net) of OFSS group where it has significant exposure as at the balance sheet date:

(Amounts in ₹ million)		
Currency	March 31, 2025	March 31, 2024
USD	(222)	461
SGD	(342)	(377)
GBP	(290)	(281)
EUR	(14)	1,013
AUD	(290)	(339)

The OFSS group manages its foreign currency risk by hedging the receivables in the major currencies (USD, EUR, AUD, GBP and JPY) using forward contracts. The period of the forward contracts is determined by the expected collection period for invoices which currently ranges between 30 to 120 days.

Foreign currency sensitivity

The table below demonstrates sensitivity impact on OFSS group's profit after tax and total equity due to change in foreign exchange rates of currencies where it has significant exposure:

(Amounts in ₹ million)				
Currency	March 31, 2025		March 31, 2024	
	+1%	-1%	+1%	-1%
USD	64	(64)	73	(73)
SGD	(3)	3	1	(1)
GBP	2	(2)	4	(4)
EUR	8	(8)	19	(19)
AUD	(1)	1	5	(5)

The above sensitivity impact gain (loss) is due to every percentage point appreciation or depreciation in the exchange rate of respective currencies, with all other variables held constant. Sensitivity impact is computed based on change in value of monetary assets and liabilities denominated in above respective currency, where the functional currency of the entity is a currency other than above respective currency and entities with functional currency as above respective currency where transactions are in foreign currencies. The OFSS group's exposure to foreign currency changes for all other currencies is not material.

(b) Liquidity risk

Liquidity risk management implies maintaining sufficient availability of funds to meet obligations when due and to close out market positions. The OFSS group monitors rolling forecast of the cash and cash equivalent on the basis of expected cash flows.

The table below summarizes the maturity profile of the OFSS group's financial liabilities:

(Amounts in ₹ million)			
Particulars	Less than One year	More than One year	Total
As at March 31, 2025			
Lease liability	207	315	522
Trade payable	700	–	700
Accrued compensation to employees	1,361	22	1,383
Accrued Expenses	1,006	–	1,006
Capital creditors	60	–	60
Advance from customers	22	–	22
Unpaid dividends	42	–	42
	3,398	337	3,735

(Amounts in ₹ million)			
Particulars	Less than One year	More than One year	Total
As at March 31, 2024			
Lease liability	260	188	448
Trade payable	1,020	–	1,020
Accrued compensation to employees	1,113	21	1,134
Accrued Expenses	1,219	–	1,219
Capital creditors	59	–	59
Advance from customers	41	–	41
Unpaid dividends	38	–	38
Foreign exchange forward contract, net	9	–	9
	3,759	209	3,968

The OFSS group has sufficient funds in cash and cash equivalent and other bank balances to meet obligations towards financial liabilities.

(c) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The OFSS group is exposed to credit risk from its operating activities (primarily trade receivables, including receivables from related parties) and from its finance activities, including time deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade and unbilled receivables

Customer credit risk is managed in line with the established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. The OFSS group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on regional historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 7. As at March 31, 2025, the single customer group contributes 61% of trade receivables.

(ii) Cash and bank balances

Credit risk from balances with banks is managed by the OFSS group's treasury department in accordance with the OFSS group's policy. Investments of surplus funds are made only with existing Bankers and within credit limits assigned to each banker.

OFSS group follows a conservative philosophy and aims to invest surplus funds mainly in India and only in time deposits with well-known and highly rated banks. The duration of such time deposits will not exceed 364 days. The OFSS group, on quarterly basis, monitors the credit ratings and total deposit balances of each of its bankers. The OFSS group's investment in Money market funds are in accordance with OFSS group investment policy. Further limits are set to minimize the concentration of risks and therefore mitigate financial loss of any potential failure to repay deposits and money market funds.

Note 32: Capital management

For the purpose of the OFSS group's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the OFSS group's capital management is to maximize the equity shareholder value.

The OFSS group manages its capital structure and makes adjustments in light of changes in economic conditions and other financial requirements.

Note 33: Derivative instruments

The Company enters into forward foreign exchange contracts where the counter party is a bank. The Company purchases forward foreign exchange contracts to mitigate the risks of change in foreign exchange rate on receivables denominated in certain foreign currencies. The Company considers the risk of non-performance by the counter party as non-material.

As at March 31, 2025 the Company has following outstanding derivative instrument:

Particulars	(Amounts in million)			
	March 31, 2025		March 31, 2024	
Forward contracts - Sell in USD	USD	85	USD	89
Forward contracts - Sell in AUD	AUD	5	AUD	11
Forward contracts - Sell in EUR	EUR	17	EUR	15
Forward contracts - Sell in JPY	JPY	420	JPY	505
Forward contracts - Sell in GBP	GBP	6	GBP	3

Note 34: Code on Social Security

The Code on Social Security, 2020 ("Code") relating to employee benefits during the employment and post-employment benefits has been published in the Gazette of India on September 29, 2020. The Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. The effective date from which these changes are applicable is yet to be notified. The Company will assess and record the impact, if any, when the rules are notified, and the code becomes effective.

Note 35: Corporate Social Responsibility ("CSR") expenditure

As per the requirements of Section 135 of the Companies Act, 2013 the OFSS group is required to spend at least 2% of its average net profit for the immediately preceding three financial years on CSR activities.

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Amount required to be spent by the OFSS group during the year	523	482
Excess amount paid in the previous financial year adjusted in current financial year	31	26
Net amount required to be spent during the year	492	456
Amount spent by the OFSS group during the year	522	487
Excess amount carried forward for set off against CSR spends in the next financial year	30	31
Nature of CSR activities	Promoting education and strengthening water, sanitation and hygiene (WASH) infrastructure.	

Note 36: Net equity dividend remitted in foreign exchange

Year of remittance (ending on)	March 31, 2025	March 31, 2024
Period to which it relates	March 31, 2024	March 31, 2023
Number of non-resident shareholders	4	1
Number of equity shares on which dividend was due	63,052,565	63,051,197
Amount remitted (in USD million)	172	164
Amount remitted (in SGD million) [#]	0	—
Amount remitted (in ₹ million)	14,376	13,477
(net of TDS ₹ 757 million; March 31, 2024 - ₹ 709 million)		

[#] Represents amount less than SGD 0.5 million.

Note 37: Tax litigations

As at March 31, 2025, the OFSS group has certain litigations with respect to tax matters for various assessment years amounting to ₹ 29,061 million (March 31, 2024 - ₹ 28,497 million), which are pending before various appellate / tax authorities. The management expects that its position will be upheld on ultimate resolution and the possibility of any outflow of resources is remote. Demand of tax payable after adjusting taxes paid under protest and refunds amounts to ₹ 20,190 million (March 31, 2024 - ₹ 21,119 million) as at March 31, 2025. Further for certain litigations the OFSS group has aggregate provisions of ₹ 377 million (March 31, 2024 - ₹ 279 million) as at March 31, 2025.

Note 38: Fair values

The management has assessed that fair value of financial instruments approximates their carrying amounts largely due to the short term maturities of these instruments.

The carrying value and fair value of financial instruments by categories as at March 31, 2025 and March 31, 2024 are as follows:

(Amounts in ₹ million)								
	As at March 31, 2025				As at March 31, 2024			
	Amortized cost	Fair value through profit or loss	Carrying value	Fair value	Amortized cost	Fair value through profit or loss	Carrying value	Fair value
Assets								
Trade receivables	11,837	–	11,837	11,837	13,193	–	13,193	13,193
Cash and cash equivalents	12,142	–	12,142	12,142	34,833	–	34,833	34,833
Other bank balances	47,372	–	47,372	47,372	20,549	–	20,549	20,549
Derivatives not designated as hedges	–	15	15	15	–	–	–	–
Other financial assets	3,649	–	3,649	3,649	4,962	–	4,962	4,962
	75,000	15	75,015	75,015	73,537	–	73,537	73,537
Liabilities								
Lease liabilities	456	–	456	456	430	–	430	430
Trade payables	700	–	700	700	1,020	–	1,020	1,020
Derivatives not designated as hedges	–	–	–	–	–	9	9	9
Other financial liabilities	2,513	–	2,513	2,513	2,491	–	2,491	2,491
	3,669	–	3,669	3,669	3,941	9	3,950	3,950

Fair value hierarchy:

The following table provides the fair value measurement hierarchy of the OFSS group's assets and liabilities.

Fair value measurement hierarchy for assets and liabilities as at March 31, 2025:

(Amounts in ₹ million)					
	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets for which fair values are disclosed:					
Investment property [Refer note 5]	March 31, 2025	260	–	260	–
Assets measured at fair value:					
Foreign exchange forward contract, net [Refer note 7]	March 31, 2025	15	–	15	–

Fair value measurement hierarchy for assets and liabilities as at March 31, 2024:

(Amounts in ₹ million)					
	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets for which fair values are disclosed:					
Investment property [Refer note 5]	March 31, 2024	250	–	250	–
Liabilities measured at fair value:					
Foreign exchange forward contract, net [Refer note 13]	March 31, 2024	9	–	9	–

The following methods and assumptions are used to estimate the fair values:

The OFSS group enters into derivative financial instruments with various banks. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies.

There have been no transfers between Level 1 and Level 2 during the periods March 31, 2025 and March 31, 2024.

Note 39: Summary of net assets and share in profit or loss of the group

March 31, 2025

Name of the Entity	(Amounts in ₹ million)					
	Net Assets	%	Share in Profit or (loss)	%	Share in other comprehensive income	%
Parent						
Oracle Financial Services Software Limited	75,620	90%	33,507	141%	(32)	(5%)
Subsidiaries						
Indian						
Oracle (OFSS) Processing Services Limited	480	1%	217	1%	–	0%
Oracle (OFSS) BPO Services Limited	668	1%	221	1%	(2)	0%
Oracle (OFSS) ASP Private Limited	46	0%	1	0%	–	0%
Mantas India Private Limited	25	0%	1	0%	–	0%
Foreign						
Oracle Financial Services Software B.V.	2,036	2%	160	1%	136	20%
Oracle Financial Services Software S.A.	252	0%	33	0%	7	1%
Oracle Financial Services Software Pte. Ltd.	525	1%	90	0%	(19)	(3%)
Oracle Financial Services Consulting Pte. Ltd.	(258)	0%	–	0%	–	0%
Oracle Financial Services Software America, Inc.	11,841	14%	15,200	64%	319	47%
Oracle Financial Services Software, Inc.	4,981	6%	3,154	14%	(1,895)	(279%)
Mantas Inc.	240	0%	–	0%	7	1%
Sotas Inc.	–	0%	–	0%	–	0%
ISP Internet Mauritius Company	442	1%	10	0%	–	0%
Oracle (OFSS) BPO Services Inc.	(789)	(1%)	(2)	0%	(21)	(3%)
Oracle Financial Services Software Chile Limitada	667	1%	22	0%	52	8%
Oracle Financial Services Software (Shanghai) Limited	185	0%	(4)	0%	4	0%
Controlled trust						
Indian						
i-flex Employee Stock Option Trust	783	1%	(122)	(1%)	–	0%
	97,744	117%	52,488	221%	(1,444)	(213%)
Adjustments arising out of consolidation	(14,120)	(17%)	(28,692)	(121%)	2,123	313%
Total	83,624	100%	23,796	100%	679	100%
					(26,569)	(109%)
					24,475	100%

March 31, 2024

Name of the Entity	(Amounts in ₹ million)					
	Net Assets	%	Share in Profit or (loss)	%	Share in other comprehensive income	%
Parent						
Oracle Financial Services Software Limited	61,844	79%	20,279	91%	69	64%
Subsidiaries						
Indian						
Oracle (QFSS) Processing Services Limited	263	0%	124	1%	–	0%
Oracle (QFSS) BPO Services Limited	445	1%	159	1%	1	0%
Oracle (QFSS) ASP Private Limited	45	0%	1	0%	–	0%
Mantas India Private Limited	24	0%	1	0%	–	0%
Foreign						
Oracle Financial Services Software BV.	1,694	2%	(21)	0%	26	24%
Oracle Financial Services Software S.A.	217	0%	81	0%	5	5%
Oracle Financial Services Software Pte. Ltd.	359	0%	1	0%	(69)	(63%)
Oracle Financial Services Consulting Pte. Ltd.	(258)	0%	*–	0%	–	0%
Oracle Financial Services Software America, Inc.	11,521	15%	1	0%	165	154%
Oracle Financial Services Software, Inc.	16,361	21%	1,938	8%	220	204%
Mantas Inc.	233	0%	*–	0%	3	3%
Sotas Inc.	–	0%	*–	0%	–	0%
ISP Internet Mauritius Company	432	1%	5	0%	–	0%
Oracle (QFSS) BPO Services Inc.	(766)	(1%)	(26)	0%	(10)	(10%)
Oracle Financial Services Software Chile Limitada	591	1%	(10)	0%	(132)	(123%)
Oracle Financial Services Software (Shanghai) Limited	185	0%	(9)	0%	(8)	(7%)
Controlled trust						
Indian						
i-flex Employee Stock Option Trust	905	1%	(107)	(0%)	–	0%
	94,095	120%	22,417	101%	270	251%
Adjustments arising out of consolidation	(15,507)	(20%)	(223)	(1%)	(162)	(151%)
Total	78,588	100%	22,194	100%	108	100%

* Represents amount less than ₹ 0.50 million.

Note 40: Names of related parties and description of relationship:

Relationship	Names of related parties
(i) Related parties where control exists	
Ultimate Holding Company	Oracle Corporation
Holding Company	Oracle Global (Mauritius) Limited
(ii) Related parties with whom transactions have taken place during the year	
Fellow Subsidiaries	Oracle America, Inc. Oracle Austria GmbH Oracle Argentina S.R.L. Oracle Afrique du Nord Oracle Belgium B.V.B.A/SPRL Oracle Bilgisayar Sistemleri Limited Sirketi Oracle Canada ULC Oracle Caribbean, Inc. Oracle (China) Software Systems Company Limited Oracle Colombia Limitada Oracle Consulting Kazakhstan LLP Oracle Corporation (Thailand) Company Limited Oracle Corporation Australia Pty Limited Oracle Corporation Japan Oracle Corporation Malaysia Sdn. Bhd. Oracle Corporation Singapore Pte Ltd Oracle Corporation (South Africa) (Proprietary) Limited Oracle Corporation UK Limited Oracle Czech s.r.o. Oracle de Centroamerica, S.A. Oracle de Mexico, S.A. de C.V. Oracle Deutschland BV & Co. KG Oracle Do Brasil Sistemas Limitada Oracle East Central Europe Limited Oracle East Central Europe Services B.V. Oracle Egypt Ltd. Oracle EMEA Limited Oracle France Oracle Global Services Limited Oracle Global Services Australia Pty Ltd Oracle Global Services Canada ULC Oracle Global Services France SARL Oracle Global Services Singapore Pte. Ltd. Oracle Global Services Netherlands B.V. Oracle Global Services Japan G.K. Oracle Hardware JSC Oracle Hrvatska d.o.o. Oracle Hellas Distribution of Software and Information Systems SMLLC Oracle Information Technology Service (Shenzhen) Co., Ltd. Oracle Iberica, S.R.L. Oracle Hungary Kft. Oracle Italia S.r.l. Oracle India Private Limited Oracle Korea Ltd. Oracle Luxembourg S.a.r.l. Oracle Nederland B.V. Oracle New Zealand Oracle Norge AS Oracle (Philippines) Corporation Oracle Polska, Sp.z.o.o. Oracle Portugal - Sistemas de Informacao Lda. Oracle Research and Development Centre, Beijing, Ltd.

Relationship	Names of related parties
	Oracle Romania S.R.L.
	Oracle Slovensko spol. s.r.o.
	Oracle Software (Schweiz) GmbH
	Oracle Software d.o.o. Ljubljana
	Oracle Solution Services (India) Private Ltd.
	Oracle Srbija & Crna Gora d.o.o.
	Oracle Svenska AB
	Oracle Systems Hong Kong Limited
	Oracle Systems Limited
	Oracle Systems Pakistan (Private) Limited
	Oracle Technology Systems (Ghana) Limited Company
	Oracle Taiwan LLC
	Oracle Technology Systems (Kenya) Limited
	Oracle Vietnam Pte., Ltd.
	Oracle (QFC) Systems LLC
	Oracle SPC
	NetSuite Ireland Limited
	PT Oracle Indonesia
	Sistemas Oracle de Chile Limitada
	Sistemas Oracle del Peru S.R.L.
(iii) Key Managerial Personnel ("KMP")	Makarand Padalkar - Managing Director and Chief Executive Officer Avadhut Ketkar - Chief Financial Officer Onkarnath Banerjee - Company Secretary & Compliance Officer
(iv) Independent Directors	Mrugank Paranjape Jane Murphy Kavita Venugopal (from March 3, 2025) Sridhar Srinivasan (till March 31, 2025)

Transactions and balances outstanding with these parties are described below:

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Revenue				
Fellow subsidiaries				
Oracle America, Inc.	6,671	7,055	1,257	1,066
Oracle Austria GmbH	3	12	–	3
Oracle Argentina S.R.L.	*–	1	*–	2
Oracle Belgium B.V.B.A/SPRL.	26	32	5	5
Oracle Bilgisayar Sistemleri Limited Sirketi	6	22	1	8
Oracle Canada ULC	3,359	2,678	472	440
Oracle Caribbean, Inc.	314	303	25	40
Oracle (China) Software Systems Company Limited	48	57	4	4
Oracle Colombia Limitada	326	148	51	14
Oracle Corporation Japan	2,273	1,836	308	159
Oracle Corporation (South Africa) (Proprietary) Limited	668	543	210	76
Oracle Corporation (Thailand) Company Limited	633	696	83	160
Oracle Corporation Australia Pty Limited	2,208	2,933	316	410
Oracle Corporation Malaysia Sdn. Bhd.	575	498	150	32
Oracle Corporation Singapore Pte Ltd	1,798	1,390	302	263
Oracle Corporation UK Limited	1,907	1,658	566	216
Oracle Czech s.r.o.	78	143	10	14
Oracle de Centroamerica, S.A.	90	137	12	15

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Oracle de Mexico, S.A. de C.V.	365	35	7	8
Oracle Deutschland BV & Co. KG	26	25	5	5
Oracle Do Brasil Sistemas Limitada	163	186	33	27
Oracle East Central Europe Limited	545	427	138	41
Oracle East Central Europe Services B.V.	–	–	36	1
Oracle EMEA Limited	22	13	2	2
Oracle Egypt Ltd.	653	588	163	792
Oracle France	269	108	86	24
Oracle Hellas Distribution of Software and Information Systems SMLLC	246	207	52	42
Oracle Hrvatska d.o.o.	3	1	2	*_
Oracle Hungary Kft.	406	153	(16)	10
Oracle Iberica, S.R.L.	158	217	19	26
Oracle India Private Limited	883	822	229	149
Oracle Italia S.r.l.	852	560	142	123
Oracle Korea Ltd.	61	29	14	2
Oracle Luxembourg S.a.r.l.	32	29	5	5
Oracle (QFC) Systems LLC	86	146	11	20
Oracle Nederland B.V.	177	249	37	53
Oracle New Zealand	318	380	27	22
Oracle Norge AS	24	60	3	7
Oracle (Philippines) Corporation	199	231	21	24
Oracle Polska, Sp.z.o.o.	–	8	–	2
Oracle Portugal - Sistemas de Informacao Lda.	71	89	6	29
Oracle Slovensko spol. s.r.o.	89	81	52	25
Oracle Srbija & Crna Gora d.o.o.	357	482	128	92
Oracle Systems Hong Kong Limited	436	377	83	25
Oracle Systems Limited	2,895	2,038	752	773
Oracle Systems Pakistan (Private) Limited	614	404	303	493
Oracle Svenska AB	25	23	4	4
Oracle Software (Schweiz) GmbH	35	104	1	5
Oracle SPC	7	–	*_	–
Oracle Taiwan LLC	946	925	782	678
Oracle Technology Systems (Kenya) Limited	351	287	69	56
Oracle Vietnam Pte., Ltd.	587	496	235	320
PT Oracle Indonesia	295	471	41	67
Oracle Romania S.R.L.	686	557	154	96
Sistemas Oracle de Chile Limitada	253	315	21	68
Oracle Software d.o.o. Ljubljana	3	–	4	–
Sistemas Oracle del Peru S.R.L.	60	41	(17)	7
Impairment allowance				
Fellow subsidiaries				
Oracle America, Inc.	(8)	15	(8)	(16)
Oracle (Philippines) Corporation	*_	*_	*_	*_
Oracle Austria GmbH	(1)	*_	*_	(1)
Oracle Belgium B.V.B.A/SPRL	*_	*_	*_	–
Oracle (China) Software Systems Company Limited	*_	*_	*_	–
Oracle Canada ULC	1	(1)	(1)	–
Oracle Caribbean, Inc.	(2)	3	(1)	(3)

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Oracle Colombia Limitada	(3)	2	(1)	(4)
Oracle Corporation (South Africa) (Proprietary) Limited	5	1	(7)	(2)
Oracle Corporation (Thailand) Company Limited	(1)	*_	*_	(1)
Oracle Corporation Australia Pty Limited	—	*_	(2)	(2)
Oracle Corporation Japan	—	(1)	(1)	(1)
Oracle Corporation Malaysia Sdn. Bhd.	*_	(1)	*_	—
Oracle Corporation Singapore Pte Ltd	(4)	3	(1)	(5)
Oracle Corporation UK Limited	2	1	(4)	(2)
Oracle Czech s.r.o.	(1)	*_	*_	(1)
Oracle de Centroamerica, S.A.	4	*_	(4)	*_
Oracle de Mexico, S.A. de C.V.	3	*_	(3)	*_
Oracle Deutschland BV & Co. KG	*_	*_	*_	*_
Oracle Do Brasil Sistemas Limitada	—	*_	—	*_
Oracle East Central Europe Limited	(1)	(1)	(1)	(2)
Oracle East Central Europe Services B.V.	—	*_	—	*_
Oracle Egypt Ltd.	(466)	336	(6)	(472)
Oracle France	1	*_	(1)	*_
Oracle Hellas Distribution of Software and Information Systems SMLLC	*_	(2)	*_	*_
Oracle Hrvatska d.o.o.	*_	*_	*_	*_
Oracle Hungary Kft.	2	*_	(2)	*_
Oracle Iberica, S.R.L.	(1)	(1)	*_	(1)
Oracle India Private Limited	(1)	1	(1)	(2)
Oracle Italia S.r.l.	(1)	3	(2)	(3)
Oracle Korea Ltd.	*_	*_	*_	*_
Oracle Luxembourg S.a.r.l.	*_	*_	*_	*_
Oracle Nederland B.V.	(1)	2	(1)	(2)
Oracle New Zealand	*_	*_	*_	*_
Oracle (QFC) Systems LLC	*_	*_	*_	*_
Oracle Portugal - Sistemas de Informacao Lda.	*_	*_	*_	*_
Oracle Romania S.R.L.	(1)	2	(1)	(2)
Oracle Polska, Sp.z.o.o.	—	(1)	—	—
Oracle Norge AS	*_	*_	*_	*_
Oracle Srbija & Crna Gora d.o.o.	(6)	6	(1)	(7)
Oracle Slovensko spol. s.r.o.	—	*_	(1)	(1)
Oracle Software (Schweiz) GmbH	—	*_	—	*_
Oracle Svenska AB	*_	*_	*_	*_
Oracle Systems Hong Kong Limited	(1)	*_	*_	(1)
Oracle Systems Limited	4	2	(10)	(6)
Oracle Systems Pakistan (Private) Limited	(74)	36	(4)	(78)
Oracle Taiwan LLC	19	15	(36)	(17)
Oracle Technology Systems (Kenya) Limited	3	1	(3)	—
Oracle Vietnam Pte., Ltd.	21	5	(27)	(6)
PT Oracle Indonesia	(1)	1	*_	(1)
Oracle EMEA Limited	*_	*_	*_	*_
Oracle Bilgisayar Sistemleri Limited Sirketi	*_	*_	*_	*_
Oracle Argentina S.R.L.	*_	*_	*_	*_
Sistemas Oracle del Peru S.R.L.	(1)	2	—	(1)
Oracle Software d.o.o. Ljubljana	1	—	(1)	—
Sistemas Oracle de Chile Limitada	(5)	15	(11)	(16)

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Bad debts				
Fellow subsidiaries				
Oracle Systems Pakistan (Private) Limited	37	35	—	—
Oracle Hellas Distribution of Software and Information Systems SMLLC	—	3	—	—
Oracle Egypt Ltd.	410	34	—	—
Advance received from Customers				
Fellow subsidiaries				
Oracle America, Inc.	—	*_	(1)	(1)
Deferred Revenue				
Fellow subsidiaries				
Oracle America, Inc.	—	—	(68)	(119)
Oracle Bilgisayar Sistemleri Limited Sirketi	—	—	*_	—
Oracle Caribbean, Inc.	—	—	(3)	(4)
Oracle Colombia Limitada	—	—	(4)	(14)
Oracle France	—	—	—	(4)
Oracle (Philippines) Corporation	—	—	(4)	(7)
Oracle Portugal - Sistemas de Informacao Lda.	—	—	(5)	—
Oracle Systems Limited	—	—	—	(13)
Oracle Software (Schweiz) GmbH	—	—	—	*_
Oracle Slovensko spol. s.r.o.	—	—	—	(6)
Oracle Corporation Japan	—	—	(2)	*_
Oracle Corporation Malaysia Sdn. Bhd.	—	—	(6)	—
Oracle Hungary Kft.	—	—	*_	(12)
Oracle Hellas Distribution of Software and Information Systems SMLLC	—	—	*_	—
Oracle Korea Ltd.	—	—	—	(3)
Oracle New Zealand	—	—	—	(14)
Oracle Systems Hong Kong Limited	—	—	—	(2)
Oracle Svenska AB	—	—	*_	—
Oracle Iberica, S.R.L.	—	—	*_	—
Oracle Austria GmbH	—	—	*_	*_
Oracle Hrvatska d.o.o.	—	—	*_	*_
Oracle Corporation Singapore Pte Ltd	—	—	—	(3)
Oracle de Mexico, S.A. de C.V.	—	—	*_	(1)
Sistemas Oracle del Peru S.R.L.	—	—	—	(3)
Oracle Do Brasil Sistemas Limitada	—	—	(3)	—
Oracle de Centroamerica, S.A.	—	—	(2)	—
Oracle Egypt Ltd.	—	—	(7)	(5)
Oracle (QFC) Systems LLC	—	—	(10)	(8)
Unbilled revenue				
Fellow subsidiaries				
Oracle America, Inc.	—	—	418	468
Oracle Austria GmbH	—	—	—	1
Oracle Argentina S.R.L.	—	—	*_	*_
Oracle Belgium B.V.B.A/SPRL.	—	—	1	2
Oracle Bilgisayar Sistemleri Limited Sirketi	—	—	—	*_

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Oracle (China) Software Systems Company Limited	—	—	4	4
Oracle Canada ULC	—	—	328	402
Oracle Caribbean, Inc.	—	—	23	52
Oracle Colombia Limitada	—	—	18	10
Oracle Software d.o.o. Ljubljana	—	—	*—	—
Oracle Corporation (South Africa) (Proprietary) Limited	—	—	112	127
Oracle Corporation (Thailand) Company Limited	—	—	49	60
Oracle Corporation Australia Pty Limited	—	—	109	250
Oracle Corporation Japan	—	—	74	180
Oracle Corporation Malaysia Sdn. Bhd.	—	—	36	92
Oracle Corporation Singapore Pte Ltd	—	—	165	88
Oracle Corporation UK Limited	—	—	193	665
Oracle Czech s.r.o.	—	—	10	8
Oracle de Centroamerica, S.A.	—	—	10	33
Oracle Deutschland BV & Co. KG	—	—	2	2
Oracle East Central Europe Limited	—	—	81	92
Oracle de Mexico, S.A. de C.V.	—	—	15	3
Oracle do Brasil Sistemas Limitada	—	—	5	28
Oracle France	—	—	21	9
Oracle Egypt Ltd.	—	—	55	283
Oracle Hellas Distribution of Software and Information Systems SMLLC	—	—	22	20
Oracle Hungary Kft.	—	—	15	5
Oracle Iberica, S.R.L.	—	—	18	35
Oracle India Private Limited	—	—	77	131
Oracle Italia S.r.l.	—	—	142	38
Oracle Korea Ltd.	—	—	5	7
Oracle Luxembourg S.a.r.l.	—	—	3	3
Oracle Nederland B.V.	—	—	23	44
Oracle New Zealand	—	—	36	156
Oracle Norge AS	—	—	1	4
Oracle (Philippines) Corporation	—	—	62	93
Oracle Portugal - Sistemas de Informacao Lda.	—	—	—	9
Oracle Srbija & Crna Gora d.o.o.	—	—	26	41
Oracle Romania S.R.L.	—	—	95	52
Oracle Slovensko spol. s.r.o.	—	—	9	6
Oracle Software (Schweiz) GmbH	—	—	6	4
Oracle Svenska AB	—	—	2	4
Oracle Systems Hong Kong Limited	—	—	49	61
Oracle Systems Limited	—	—	183	180
Oracle Systems Pakistan (Private) Limited	—	—	88	72
Oracle SPC	—	—	3	—
Oracle Taiwan LLC	—	—	52	86
Oracle Technology Systems (Kenya) Limited	—	—	21	50
Oracle Vietnam Pte., Ltd.	—	—	14	38
Oracle Polska, Sp.z.o.o.	—	—	—	8
Oracle EMEA Limited	—	—	1	1
Oracle (QFC) Systems LLC	—	—	6	53

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
PT Oracle Indonesia	—	—	28	37
Sistemas Oracle de Chile Limitada	—	—	46	57
Sistemas Oracle del Peru S.R.L.	—	—	4	*_
Rent expenses (including lease payments)				
Fellow subsidiaries				
Oracle India Private Limited	36	2	(1)	*_
Oracle (China) Software Systems Company Limited	—	*_	—	—
Oracle Corporation Australia Pty Limited	*_	1	—	*_
Oracle Solution Services (India) Private Ltd.	25	7	(4)	(2)
Oracle EMEA Limited	*_	1	*_	—
Oracle Hellas Distribution of Software and Information Systems SMLLC	12	18	1	(2)
Oracle America, Inc.	6	6	—	*_
Oracle Nederland B.V.	—	*_	—	—
Oracle France	—	—	(1)	(1)
Oracle Corporation Japan	6	6	1	—
Sistemas Oracle de Chile Limitada	6	5	—	(1)
Oracle Global Services Limited	36	34	3	—
Oracle Global Services France SARL	—	1	(2)	(1)
Oracle Global Services Singapore Pte. Ltd.	12	12	(2)	(2)
Oracle Systems Limited	42	40	—	—
Professional fee expenses				
Fellow subsidiaries				
Oracle America, Inc.	1,002	1,059	(341)	(889)
Oracle Corporation Australia Pty Limited	8	2	(1)	(2)
Oracle Corporation Japan	2	2	(1)	(1)
Oracle Corporation Singapore Pte Ltd	7	3	(1)	(5)
Oracle Corporation UK Limited	2	1	—	*_
Oracle Deutschland BV & Co. KG	*_	*_	*_	*_
Oracle France	*_	*_	*_	*_
Oracle Global Services Singapore Pte. Ltd.	*_	*_	*_	—
Oracle Global Services Limited	—	*_	—	*_
Oracle Global Services Canada ULC	107	35	(10)	(9)
Oracle Information Technology Service (Shenzhen) Co., Ltd.	—	21	—	(20)
Oracle India Private Limited	426	506	(122)	(125)
Oracle Systems Limited	5	3	(3)	(1)
Oracle de Mexico, S.A. de C.V.	—	*_	27	27
Oracle Canada ULC	1	14	—	(1)
Oracle Do Brasil Sistemas Limitada	12	5	(18)	(6)
Oracle Corporation (Thailand) Company Limited	8	11	(2)	(5)
Oracle Nederland B.V.	*_	*_	*_	*_
Oracle Solution Services (India) Private Ltd.	121	83	(12)	(24)
Oracle Taiwan LLC	—	—	*_	—
Oracle EMEA Limited	8	5	(6)	(7)
Oracle Portugal - Sistemas de Informacao Lda.	15	17	(1)	(3)
Oracle Romania S.R.L.	—	—	—	*_
Oracle Vietnam Pte., Ltd.	5	7	(1)	(6)

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Sistemas Oracle de Chile Limitada	*_	*_	—	*_
Oracle (Philippines) Corporation	2	2	(1)	(1)
Oracle Colombia Limitada	54	44	(3)	(12)
Oracle Korea Ltd.	2	—	(2)	—
Oracle Systems Pakistan (Private) Limited	6	6	(8)	(9)
Oracle (China) Software Systems Company Limited	*_	2	*_	*_
Oracle Afrique du Nord	6	—	—	—
Oracle Egypt Ltd.	—	4	—	—
Oracle Global Services Australia Pty Ltd	*_	—	*_	—
Oracle Global Services Japan G.K.	*_	—	*_	—
Reimbursement (recovery) of expenses				
Fellow Subsidiaries				
Professional fees				
Oracle America, Inc.	111	116	(86)	(115)
Oracle Corporation (South Africa) (Proprietary) Limited	—	(1)	—	(1)
Oracle East Central Europe Services B.V.	—	*_	(1)	(1)
Oracle Italia S.r.l.	—	*_	—	*_
Oracle Corporation (Thailand) Company Limited	—	*_	—	(1)
Oracle Corporation UK Limited	4	2	(6)	(2)
Oracle Technology Systems (Ghana) Limited Company	1	1	(1)	(1)
Oracle Taiwan LLC	*_	—	—	—
Sistemas Oracle de Chile Limitada	—	*_	—	*_
Other expenses				
Oracle (Philippines) Corporation	(2)	*_	—	(2)
Oracle America, Inc.	—	1	—	1
Oracle Canada ULC	—	1	*_	—
Oracle Corporation (South Africa) (Proprietary) Limited	6	2	(6)	(1)
Oracle Corporation (Thailand) Company Limited	2	1	(21)	*_
Oracle Corporation Australia Pty Limited	—	1	—	—
Oracle Corporation Malaysia Sdn. Bhd.	6	11	(3)	(1)
Oracle Corporation Singapore Pte Ltd	7	—	(1)	—
Oracle Do Brasil Sistemas Limitada	—	*_	(1)	(3)
Oracle East Central Europe Limited	—	—	(1)	(1)
Oracle East Central Europe Services B.V.	—	*_	—	*_
Oracle Egypt Ltd.	16	2	(16)	(2)
Oracle Czech s.r.o.	1	6	(1)	(1)
Oracle Korea Ltd.	*_	*_	*_	*_
Oracle New Zealand	1	1	(1)	(1)
Oracle Polska, Sp.z.o.o.	*_	—	*_	*_
Oracle Hellas Distribution of Software and Information Systems SMLLC	*_	—	*_	*_
Oracle Srbija & Crna Gora d.o.o.	8	12	(9)	(5)
Oracle Systems Limited	(1)	—	1	—
Oracle Systems Hong Kong Limited	*_	*_	*_	*_
Oracle Taiwan LLC	3	2	(1)	(2)
Oracle Vietnam Pte., Ltd.	14	13	—	(6)

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
PT Oracle Indonesia	9	7	(6)	(5)
Oracle Information Technology Service (Shenzhen) Co., Ltd.	2	32	(27)	(25)
Oracle Technology Systems (Kenya) Limited	—	*_	—	—
Sistemas Oracle de Chile Limitada	—	*_	(1)	(1)
Procurement of fixed assets				
Fellow subsidiaries				
Oracle Systems Limited	1	1	—	*_
Oracle India Private Limited	3	—	—	—
Oracle (China) Software Systems Company Limited	—	*_	—	*_
Oracle Corporation (South Africa) (Proprietary) Limited	—	*_	—	—
Oracle Corporation Australia Pty Limited	1	*_	—	(1)
Oracle Corporation Japan	*_	*_	*_	*_
Oracle Global Services Singapore Pte. Ltd.	1	—	—	—
Oracle Corporation Singapore Pte Ltd	1	1	*_	(1)
Oracle EMEA Limited	1	2	—	—
Oracle Global Services Japan G.K.	1	—	(1)	—
Oracle Global Services Australia Pty Ltd	*_	—	*_	—
Sistemas Oracle de Chile Limitada	—	1	(1)	(1)
Staff Welfare Expenses				
Fellow subsidiaries				
Oracle America, Inc.	—	—	1	1
Oracle Corporation Singapore Pte Ltd	—	—	*_	*_
Oracle Corporation UK Limited	3	—	(3)	*_
Other expenses				
Fellow subsidiaries				
Oracle Corporation Singapore Pte Ltd	—	*_	—	*_
Oracle Corporation Japan	—	*_	—	*_
Oracle Corporation Australia Pty Limited	—	*_	—	*_
Oracle India Private Limited	3	2	(4)	*_
Oracle Solution Services (India) Private Ltd.	—	*_	—	*_
Oracle Global Services Singapore Pte. Ltd.	*_	—	*_	—
Oracle Global Services Australia Pty Ltd	*_	—	*_	—
Miscellaneous income (including sublease receipts)				
Fellow subsidiaries				
Oracle Solution Services (India) Private Ltd.	8	6	1	—
Oracle Systems Limited	(1)	6	—	5
Oracle East Central Europe Services B.V.	—	6	—	—
Oracle Corporation Singapore Pte Ltd	(1)	4	—	4
Oracle (Philippines) Corporation	—	1	—	1
Oracle America, Inc.	(1)	5	—	5
Oracle Canada ULC	(1)	1	—	1
Oracle Caribbean, Inc.	(1)	1	—	1
Oracle Colombia Limitada	—	2	—	2
Oracle Corporation (South Africa) (Proprietary) Limited	—	4	—	4

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Oracle Corporation (Thailand) Company Limited	—	4	—	4
Oracle Corporation Japan	(1)	2	—	2
Oracle Corporation Malaysia Sdn. Bhd.	—	3	—	3
Oracle New Zealand	—	2	—	2
Oracle Systems Hong Kong Limited	—	1	—	1
Oracle Taiwan LLC	17	18	18	18
Oracle Vietnam Pte., Ltd.	8	6	8	6
PT Oracle Indonesia	—	2	—	2
Sistemas Oracle de Chile Limitada	1	2	1	2
Oracle Italia S.r.l.	—	2	—	2
Oracle Nederland B.V.	—	1	—	1
Oracle Romania S.R.L.	—	2	—	2
Oracle Srbija & Crna Gora d.o.o.	—	3	—	3
Oracle Technology Systems (Kenya) Limited	—	4	—	4
Oracle India Private Limited	22	21	8	6
Security Deposit				
Fellow subsidiaries				
Oracle Global Services France SARL	—	—	*_	*_
Other advances				
Fellow subsidiaries				
Oracle America, Inc.	—	—	10	6
Oracle Corporation Singapore Pte Ltd	—	—	—	*_
Oracle Global Services Limited	—	—	—	*_
Oracle Corporation UK Limited	—	—	—	1
Oracle EMEA Limited	*_	—	*_	*_
Oracle Global Services Japan G.K.	—	—	—	*_
Oracle France	—	—	—	*_
Other payables				
Fellow subsidiaries				
Oracle Technology Systems (Kenya) Limited	—	—	*_	—
Oracle Corporation UK Limited	—	—	*_	—
Oracle East Central Europe Limited	—	—	*_	*_
Oracle Polska, Sp.z.o.o.	—	—	—	(5)
NetSuite Ireland Limited	—	—	*_	*_
Stock compensation expense				
Ultimate Holding Company				
Oracle Corporation	378	293	(7)	1
Oracle Employee Stock Purchase Plan				
Ultimate Holding Company				
Oracle Corporation	1	1	(42)	(9)
Payment of equity dividend				
Holding Company				
Oracle Global (Mauritius) Limited	15,132	14,187	—	—
Key Managerial personnel	32	50	—	—
Independent Directors	—	1	—	—

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Key Managerial personnel [Refer note (i) below]				
Short-term employment benefits	38	64	–	–
Post-employment retrial benefits	1	(2)	–	–
Share based payments	92	56	–	–
Commission				
Independent Directors	13	16	–	–
Reimbursement of expenses				
Directors	2	3	–	–

Note (i): Remuneration includes salary, bonus and perquisites. During the year, 6,301 OSUs under OFSS Stock Plan 2014 (March 31, 2024 – 29,478 OSUs under OFSS Stock Plan 2014) were granted to KMP.

Note (ii): Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at year end are unsecured and interest free and settlement occurs in cash.

* Represents amount less than ₹ 0.50 million.

Note 41: Segment information

Business segments are defined as a distinguishable component of an enterprise that is engaged in providing a group of related products or services and that is subject to differing risks and returns and about which separate financial information is available. This information is reviewed and evaluated regularly by the management in deciding how to allocate resources and in assessing the performance.

The OFSS group is organized by business segment and geographically. For management purposes the OFSS group is primarily organized on a worldwide basis into two business segments:

- Product licenses and related activities ("Products") and
- IT solutions and consulting services ("Services")

The business segments are the basis on which the OFSS group reports its primary operational information to management.

Product licenses and related activities segment deals with various banking software products. The related activities include enhancements, implementation and maintenance activities.

IT solutions and consulting services segment offers services spanning the entire lifecycle of applications used by financial service institutions. The division's portfolio includes Consulting, Application, Support and Technology Services that help institutions improve efficiency, optimize costs, meet risk and compliance mandates and implement IT solutions finely attuned to their business needs.

Segment revenue and expense:

Products revenue includes licensing of software products, cloud fees, maintenance fees and related services. Services revenue includes fees for providing software solutions to the customers and consulting services. The income and expenses which are not directly attributable to a business segment are shown as unallocable income and expenses.

Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of trade receivables (net of allowances), unbilled receivable (net of allowances), unbilled revenue, deposits for premises, property, plant and equipment, right-of-use asset and other assets. Segment liabilities primarily includes trade payables, deferred revenues, advance from customers, employee benefit obligations, lease liabilities and other liabilities. While most of such assets and liabilities can be directly attributed to individual segments, the carrying amount of certain assets and liabilities used jointly by both the segments is allocated to each of the segment on a reasonable basis. Assets and liabilities that cannot be allocated between the segments are shown as part of unallocable assets and liabilities.

Year ended March 31, 2025

(Amounts in ₹ million)

Particulars	Products	Services	Total
Revenue	62,144	6,324	68,468
Segment result	30,253	1,760	32,013
Unallocable expenses			(1,946)
Other income			3,042
Profit before tax			33,109
Tax expenses			(9,313)
Profit for the year			23,796

Year ended March 31, 2024

(Amounts in ₹ million)

Particulars	Products	Services	Total
Revenue	57,862	5,868	63,730
Segment result	27,474	1,612	29,086
Unallocable expenses			(2,285)
Other income			3,422
Profit before tax			30,223
Tax expenses			(8,029)
Profit for the year			22,194

Revenue of ₹ 34,181 million (March 31, 2024 - ₹ 31,308 million) is derived from a single customer group in 'Products' and 'Services' segment.

Other information

Year ended March 31, 2025

(Amounts in ₹ million)

Particulars	Products	Services	Unallocable	Total
Employee benefit expenses	27,682	3,820	545	32,047
Depreciation and amortization	473	55	163	691
Other non cash expenses	6	2	5	13
Capital expenditure by segment				
Property, Plant and Equipment	246	38	4	288
Segment assets	25,216	1,653	74,481	101,350
Segment liabilities	11,922	1,363	4,441	17,726
Equity	–	–	83,624	83,624

Year ended March 31, 2024

(Amounts in ₹ million)

Particulars	Products	Services	Unallocable	Total
Employee benefit expenses	25,419	3,744	666	29,829
Depreciation and amortization	508	96	139	743
Other non cash expenses	715	(10)	2	707
Capital expenditure by segment				
Property, Plant and Equipment	234	34	22	290
Segment assets	27,422	1,606	70,329	99,357
Segment liabilities	11,264	1,183	8,322	20,769
Equity	–	–	78,588	78,588

Geographical segments

The following table shows the distribution of the OFSS group's consolidated sales by geographical market:

Regions	Year ended March 31, 2025		Year ended March 31, 2024	
	Amounts in ₹ million	%	Amounts in ₹ million	%
India	6,291	9%	6,136	10%
Outside India				
Americas				
United States of America	18,280	27%	17,892	28%
Rest of America	6,542	9%	5,159	8%
Europe	10,045	15%	9,320	15%
Asia Pacific	13,462	20%	13,426	21%
Middle East and Africa	13,848	20%	11,797	18%
	68,468	100%	63,730	100%

The following table shows the OFSS group's consolidated non current assets by geographical market:

Regions	As at March 31, 2025		As at March 31, 2024	
	Amounts in ₹ million	%	Amounts in ₹ million	%
India	12,164	61%	11,402	56%
Outside India				
Americas				
United States of America	5,135	26%	5,138	25%
Rest of America	7	*0%	12	*0%
Europe	2,200	11%	3,229	16%
Asia Pacific	402	2%	453	2%
Middle East and Africa	92	*0%	107	1%
	20,000	100%	20,341	100%

* Represents less than 0.5%.

Non current assets for this purpose consist of property, plant and equipment, capital work-in-progress, right-of-use assets, investment property, intangible assets, non-current income tax asset and other non-current assets.

As per our report of even date	For and on behalf of the Board of Directors of Oracle Financial Services Software Limited		
For S. R. Batliboi & Associates LLP Chartered Accountants ICAI Firm Registration No. 101049W/E300004	Jane Murphy Chairperson DIN: 08336710	Makarand Padalkar Managing Director & Chief Executive Officer DIN: 02115514	Mrugank Paranjape Director DIN: 02162026
per Govind Ahuja Partner Membership No. 048966	Avadhut Ketkar Chief Financial Officer	Onkarnath Banerjee Company Secretary & Compliance Officer ACS: 8547	
Mumbai, India April 25, 2025	Mumbai, India April 25, 2025		

Consolidated statement of cash flow for the year ended March 31, 2025

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from operating activities		
Profit before tax	33,109	30,223
Adjustments to reconcile profit before tax to cash (used in) provided by operating activities:		
Depreciation and amortization	691	743
(Profit) loss on sale of fixed assets	(4)	2
Impairment loss (reversed) recognized on contract assets	(533)	616
Impairment loss recognized on other financial assets	11	6
Bad debts	535	85
Finance income	(3,157)	(3,317)
Employee stock compensation expense	1,244	950
(Gain) on lease modification	–	*–
Effect of exchange rate changes in cash and cash equivalents	(807)	(130)
Effect of exchange rate changes in assets and liabilities	603	43
Finance cost	5	281
Deferred rent	35	–
	31,732	29,502
Movements in operating assets and liabilities		
(Increase) in other non-current assets	(51)	(38)
Decrease (increase) in trade receivables	1,603	(3,031)
Decrease (increase) in other current financial assets	1,401	(1,207)
(Increase) in other current assets	(492)	(795)
Increase in non-current financial liabilities	1	2
(Decrease) increase in other non-current liabilities	(181)	107
Increase in non-current provisions	298	311
(Decrease) increase in trade payables	(338)	625
(Decrease) increase in other current financial liabilities	(37)	230
(Decrease) increase in other current liabilities	(665)	144
Increase in current provisions	276	114
Cash from operating activities	33,547	25,964
Payment of domestic and foreign taxes, net of refunds	(11,558)	(8,057)
Net cash provided by operating activities	21,989	17,907
Cash flows from investing activities		
Purchase of property, plant and equipment	(352)	(301)
Proceeds from sale of property, plant and equipment	6	*–
(Placement) refund of deposits for premises and others	(15)	36
Bank fixed deposits having maturity of more than three months matured	21,700	35,220
Bank fixed deposits having maturity of more than three months booked	(48,064)	(21,466)
Interest received	2,199	2,491
Net cash (used in) provided by investing activities	(24,526)	15,980

Consolidated statement of cash flow for the year ended March 31, 2025 (continued)

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from financing activities		
Proceeds from issue of shares under employee stock option plan	127	207
Equity dividend paid	(20,806)	(19,460)
Repayment of lease liabilities	(262)	(299)
Interest paid on lease liabilities	(20)	(33)
Net cash (used in) financing activities	(20,961)	(19,585)
Net (decrease) increase in cash and cash equivalents	(23,498)	14,302
Cash and cash equivalents at beginning of the year	34,833	20,401
Effect of exchange rate changes in cash and cash equivalents	807	130
Cash and cash equivalents at end of the year	12,142	34,833
Component of cash and cash equivalents		
Balances with banks:		
In current accounts [#]	8,295	10,936
In deposit accounts with original maturity of less than 3 months	501	12,190
Money market funds	3,304	11,669
In unclaimed dividend account	42	38
Total cash and cash equivalents at the end of the year [Refer note 9 (a)]	12,142	34,833
<i>* Represents amount less than ₹ 0.50 million.</i>		
<i>[#] Current account includes ₹ 1 million (March 31, 2024 - ₹ 1 million) on account of restricted cash and bank balances.</i>		

As per our report of even date

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No. 101049W/E3000004

per Govind Ahuja

Partner

Membership No. 048966

Mumbai, India

April 25, 2025

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

Jane Murphy

Chairperson

DIN: 08336710

Avadhut Ketkar

Chief Financial Officer

Mumbai, India

April 25, 2025

Makarand Padalkar

Managing Director

& Chief Executive Officer

DIN: 02115514

Onkarnath Banerjee

Company Secretary

& Compliance Officer

ACS: 8547

Mrugank Paranjape

Director

DIN: 02162026

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies

Sr. No.	Name of the Subsidiary	Reporting period	Reporting Currency	Exchange rate	Share capital	Reserves and Surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
Subsidiaries															
1	Oracle Financial Services Software BV.	31-Mar-25	EUR	92.43	776	1,260	7,879	6,363	520	20,203	718	558	160	-	100%
2	Oracle Financial Services Software S.A.	31-Mar-25	EUR	92.43	274	(22)	1,122	870	-	717	37	4	33	-	100%
3	Oracle Financial Services Software Pte. Ltd.	31-Mar-25	USD	85.63	7	518	3,306	2,781	-	8,300	322	232	90	-	100%
4	Oracle Financial Services Consulting Pte. Ltd.	31-Mar-25	SGD	63.85	-	(258)	7	265	-	-	-	-	-	-	100%
5	Oracle Financial Services Software America, Inc.	31-Mar-25	USD	85.63	-	11,841	53	7	11,795	-	15,200	-	15,200	-	100%
6	Oracle Financial Services Software, Inc.	31-Mar-25	USD	85.63	-	4,981	10,072	5,091	-	17,762	3,578	424	3,154	-	100%
7	Mantas Inc.	31-Mar-25	USD	85.63	-	240	245	5	-	-	-	-	-	-	100%
8	Sotas Inc.	31-Mar-25	USD	85.63	-	-	-	-	-	-	-	-	-	-	100%
9	Mantas India Private Limited	31-Mar-25	INR	1.00	15	10	25	-	-	-	2	1	1	-	100%
10	ISP Internet Mauritius Company	31-Mar-25	USD	85.63	197	245	405	-	37	-	10	-	10	-	100%
11	Oracle (OFSS) BPO Services Inc.	31-Mar-25	USD	85.63	-	(789)	149	938	-	206	-	2	(2)	-	100%
12	Oracle (OFSS) BPO Services Limited	31-Mar-25	INR	1.00	58	610	727	59	-	494	312	91	221	-	100%
13	Oracle (OFSS) Processing Services Limited	31-Mar-25	INR	1.00	13	467	623	143	-	768	314	97	217	-	100%
14	Oracle (OFSS) ASP Private Limited	31-Mar-25	INR	1.00	52	(6)	46	-	-	-	1	-	1	-	100%
15	Oracle Financial Services Software Chile Limitada	31-Dec-24	CLP	0.09	81	586	1,092	425	-	653	19	(3)	22	-	100%
16	Oracle Financial Services Software (Shanghai) Limited	31-Dec-24	CNY	11.79	46	139	222	37	-	110	(4)	-	(4)	-	100%
Controlled Trust															
17	i-flex Employee Stock Option Trust	31-Mar-25	INR	1.00	-	783	785	2	-	-	(102)	20	(122)	-	-
Total					1,519	20,605	26,758	16,986	12,352	49,213	20,407	1,426	18,981	-	-

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

Jane Murphy
Chairperson
DIN: 08336710

Mumbai, India
June 11, 2025

Standalone financials

Financial statements for the year ended March 31, 2025 prepared in accordance with Ind AS.

Independent Auditor’s Report

To the Members of Oracle Financial Services Software Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Oracle Financial Services Software Limited (“the Company”), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profits including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Standalone Financial Statements’ section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition	
The Company's revenue streams consist of license fees, maintenance fees and consulting fees - fixed price and time & material contracts. Revenue from contracts with customers is recognized by the Company in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers (“Ind AS 115”) (as described in note 2.2 (d) of the financial statements). The application of Ind AS 115 and the Accounting Policy of the Company involves certain key judgements relating to identification of distinct performance obligations, determination of the transaction price, allocation of transaction price to the identified performance obligations especially to license fees, the appropriateness of the basis used to measure revenue recognised over time or at a point in time, including relevant cut-off at period end dates. Accordingly, we identified revenue recognition as a key audit matter.	Our audit procedures included and were not limited to the following: a) We evaluated whether the revenue recognition of the Company is in accordance with the accounting policies and principles as per Ind AS 115. b) We obtained an understanding of management’s internal controls over the revenue process and evaluated whether these were designed in line with the Ind AS 115. We tested relevant internal controls, including information technology (IT) controls, over revenue process including the following: i. Read and identified the distinct performance obligations in these contracts and compared these performance obligations with those identified and recorded by the Company. ii. Read the terms of the contracts and checked determination of the transaction price including any variable consideration. Also, checked management’s evaluation of the stand-alone selling price for each performance obligation. iii. Tested the basis used by the management to measure revenue recognised over time or at a point in time as per the requirements of Ind AS 115 and the Accounting Policies of the Company.

Key audit matters	How our audit addressed the key audit matter
Refer note 2.2(d), 17, and 25 (vii) of the standalone Ind AS financial statements.	c) We also performed substantive procedures on a sample of revenue contracts entered into by Company, selected on a test check basis as deemed appropriate. d) We performed cut-off testing procedures (by selecting a sample of contracts either side of year-end) to test that revenue has been recognised in the appropriate accounting period.
Income tax expense Management is required to ensure compliance with tax laws every year and appropriately determine the tax expense and deferred tax balances. Further, management is also required to evaluate the transfer pricing mechanism every year and its consequential impact on adequacy of provision for income tax and deferred tax of the Company. Additionally, the Company has uncertain income tax positions which includes matters under dispute involving significant judgment to determine the possible outcome of these disputes. The Company has during the year ended March 31, 2025, reviewed the uncertain tax positions in respect of all matters and wherever considered appropriate recognised income tax provisions relating to uncertain income tax treatments and the related interest expense thereon. Accordingly, we identified income tax provision as a key audit matter. Refer note 2.2(e), 16, 25(iv) and 40 of the standalone Ind AS financial statements.	Our audit procedures included and were not limited to the following: a) We evaluated the design and tested the operating effectiveness of the relevant controls, through combination of procedures involving inquiry and observation, reperformance and inspection of evidence in respect of operation of these controls to assess how the Company monitors income tax and related developments and their assessment of the potential impact on the Company. b) We tested current income tax and deferred tax computation provided by the management and checked the arithmetical accuracy of the amounts reported for current and deferred tax. We read assessment orders from tax authorities, tax returns wherever appropriate to assess impact on provision for income tax, if any. c) For uncertain tax positions, we obtained details of income tax assessments, appeal orders and income tax demands from management. We evaluated the management's underlying assumptions of the validity and adequacy of provisions for uncertain income tax positions and evaluated the basis of determination of the possible outcome of the disputes. Also considered legal precedence and other rulings and read, where applicable, external advice sought by the Company for these uncertain income tax positions and reviewed related correspondence in evaluating management's position on these uncertain income tax matters. d) We engaged our tax specialist to assess: - the current income tax computation provided by the management. - the transfer pricing mechanism including the basis of recording provisions for uncertain income tax treatment and interest thereon, as per tax laws. e) We obtained and assessed effective tax rate reconciliation to evaluate the Company's total income tax expense for the year.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under applicable laws and regulations.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments

and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 40 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The interim dividend declared and paid by the Company during the year is in accordance with section 123 of the Act.

Interim dividend declared by the Company for financial year 2024-25 on April 25, 2025 (date of approval of the accompanying financial statements) is in accordance with section 123 of the Act to the extent it applies to declaration of dividend. However, the said dividend was not paid on the date of this audit report.
 - vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention.

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner

Membership Number: 048966

UDIN: 25048966BMNXHC9091

Place of Signature: Mumbai

Date: April 25, 2025

Annexure 1 referred to in paragraph 1 under the heading Report on ‘Other Legal and Regulatory Requirements of our Report of even date

Re: Oracle Financial Services Software Limited (“the Company”)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Investment Property and Right of use assets.
B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) during the year ended March 31, 2025.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments made have been complied with by the Company. In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which provisions of section 185 and section 186 of the Act are applicable and hence not commented upon.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, the dues of goods and services tax, provident fund, income-tax, sales-tax, service tax, duty of customs, value added tax, cess and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961 ¹	Income Tax	153,837,147	April 2002 to March 2003	High Court
	Income Tax	17,372,231,634	April 2013 to March 2021	Commissioner of Income Tax - Appeals
	Tax Deducted at source	2,506,375,965	April 2011 to March 2018	Commissioner of Income Tax - Appeals
Maharashtra Value Added Tax ²	Sales Tax (MVAT)	150,432,583	April 2012 to June 2017	Joint Commissioner of Sales Tax
Goods & Service Tax ³	Goods & Service Tax	7,264,377	April 2019 to March 2020	Commissioner (Appeal) - Goods & Service Tax

¹ The demand of Income Tax as reported above is net of demand paid under protest and refunds adjusted against said demand of Rs. 1,09,25,92,800.

² The demand of Sales Tax as reported above is net of demand paid under protest and refunds adjusted against said demand of Rs. 1,21,69,781.

³ The demand of Goods and Service Tax as reported above is net of demand paid under protest and refunds adjusted against said demand of Rs. 3,52,972.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause (ix)(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) & (c) of the Order are not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 22 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 36 to the financial statements.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of the Act. This matter has been disclosed in note 36 to the financial statements.

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner

Membership Number: 048966

UDIN: 25048966BMNXHC9091

Place of Signature: Mumbai

Date: April 25, 2025

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Oracle Financial Services Software Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Oracle Financial Services Software Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the

Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Govind Ahuja

Partner

Membership Number: 048966

UDIN: 25048966BMNXHC9091

Place of Signature: Mumbai

Date: April 25, 2025

Standalone balance sheet as at March 31, 2025

(Amounts in ₹ million)

	Notes	March 31, 2025	March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,305	1,460
Capital work-in-progress	3	88	25
Right-of-use assets	4	334	201
Investment property	5	102	102
Financial assets			
Investments in subsidiaries	6	7,919	7,912
Other financial assets	7	64	638
Deferred tax assets (net)	16(c)	1,268	1,287
Income tax assets (net)		9,020	8,360
Other non-current assets	10	1,324	1,282
		21,424	21,267
Current assets			
Financial assets			
Trade receivables	8	8,596	8,198
Cash and cash equivalents	9(a)	2,204	13,665
Other bank balances	9(b)	45,884	19,211
Other financial assets	7	3,067	4,508
Other current assets	10	2,105	2,018
		61,856	47,600
TOTAL		83,280	68,867
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	434	433
Other equity	12	75,186	61,411
Total equity		75,620	61,844
Non-current liabilities			
Financial liabilities			
Lease liabilities	27	219	62
Other non-current liabilities	14	8	50
Employee benefit obligations	15	2,179	1,829
		2,406	1,941
Current liabilities			
Financial liabilities			
Lease liabilities	27	107	170
Trade payables			
Payable to micro and small enterprises	13(a)	3	5
Payable to other than micro and small enterprises	13(a)	220	199
Other financial liabilities	13(b)	1,545	1,519
Other current liabilities	14	1,622	1,743
Employee benefit obligations	15	1,747	1,446
Income tax liabilities (net)		10	–
		5,254	5,082
TOTAL		83,280	68,867
Summary of material accounting policies			
The accompanying notes form an integral part of the standalone financial statements.			

As per our report of even date

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No. 101049W / E300004

Jane Murphy

Chairperson

DIN: 08336710

Makarand Padalkar

Managing Director

& Chief Executive Officer
DIN: 02115514

Mrugank Paranjape

Director

DIN: 02162026

per Govind Ahuja

Partner

Membership No. 048966

Avadhut Ketkar

Chief Financial Officer

Onkarnath Banerjee

Company Secretary

& Compliance Officer
ACS: 8547

Mumbai, India

April 25, 2025

Mumbai, India

April 25, 2025

Standalone statement of profit and loss for the year ended March 31, 2025

(Amounts in ₹ million, except share data)

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operations	17	50,991	47,845
Other income	18	17,210	2,396
Total income		68,201	50,241
Expenses			
Employee benefit expenses	19	20,905	19,179
Travel related expenses		896	680
Professional fees		1,325	1,530
Finance cost	20	13	21
Other operating expenses	21	1,363	1,872
Depreciation and amortization	3 & 4	598	598
Total expenses		25,100	23,880
Profit before tax		43,101	26,361
Tax expenses	16		
Current tax		9,561	6,348
Deferred tax		33	(266)
Total tax expenses		9,594	6,082
Profit for the year		33,507	20,279
Other comprehensive (loss) / income			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Remeasurement (losses) / gains of defined benefit plan		(56)	84
Income tax effect	16	14	(21)
<i>Items that will be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of financial statements of foreign branches		10	6
Total other comprehensive (loss) / income for the year, net of tax		(32)	69
Total comprehensive income for the year, net of tax		33,475	20,348
Earnings per equity share of par value of ₹ 5 each (March 31, 2024 - ₹ 5 each) (in ₹)	24		
Basic		386.19	234.27
Diluted		383.73	232.78
Summary of material accounting policies	2		
The accompanying notes form an integral part of the standalone financial statements.			

As per our report of even date

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 101049W / E300004

per Govind Ahuja
Partner
Membership No. 048966

Mumbai, India
April 25, 2025

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

Jane Murphy
Chairperson
DIN: 08336710

Avadhut Ketkar
Chief Financial Officer

Mumbai, India
April 25, 2025

Makarand Padalkar
Managing Director
& Chief Executive Officer
DIN: 02115514

Onkarnath Banerjee
Company Secretary
& Compliance Officer
ACS: 8547

Mrugank Paranjape
Director
DIN: 02162026

Standalone statement of changes in equity for the year ended March 31, 2025

(a) Year ended March 31, 2025

(Amounts in ₹ million, except share data)

Particulars	Equity share capital		Other equity						Total equity attributable to equity shareholders of the Company		
	Number of shares	Share capital	Share application money pending allotment	Securities premium	General reserve	Reserves and surplus	Contribution from Ultimate Holding Company	Retained earnings		Foreign currency translation reserve	Remeasurement of defined benefit obligation
Balance as of April 1, 2024	86,671,656	433	3	18,374	10,145	1,326	163	31,326	74	–	61,844
<i>Changes in equity for the year ended March 31, 2025</i>											
Application money received for exercised options	–	–	127	–	–	–	–	–	–	–	127
Shares issued for exercised options	191,445	1	(128)	127	–	–	–	–	–	–	–
Stock compensation charge	–	–	–	–	–	865	119	–	–	–	984
Forfeiture of options	–	–	–	–	–	(9)	–	9	–	–	–
Stock compensation related to options exercised	–	–	–	591	–	(591)	–	–	–	–	–
Profit for the year	–	–	–	–	–	–	–	33,507	–	–	33,507
Interim equity dividend	–	–	–	–	–	–	–	(20,810)	–	–	(20,810)
Remeasurement (losses) of defined benefit plan including income tax effect	–	–	–	–	–	–	–	–	–	(42)	(42)
Exchange differences on translation of financial statements of foreign branches	–	–	–	–	–	–	–	14	(4)	–	10
Remeasurement (losses) of defined benefit plan including income tax effect transferred to retained earnings	–	–	–	–	–	–	–	(42)	–	42	–
Balance as of March 31, 2025	86,863,101	434	2	19,092	10,145	1,591	282	44,004	70	–	75,620

(b) Year ended March 31, 2024

(Amounts in ₹ million, except share data)

Particulars	Equity share capital Number of shares	Share capital	Share application money pending allotment	Securities premium	General reserve	Reserves and surplus Employee stock options outstanding	Other equity Contribution from Ultimate Holding Company	Retained earnings	Other comprehensive income Foreign currency translation reserve	Remeasurement of defined benefit obligation	Total equity attributable to equity shareholders of the Company
Balance as of April 1, 2023	86,397,179	432	*—	17,365	10,145	1,532	124	30,388	68	—	60,054
<i>Changes in equity for the year ended March 31, 2024</i>											
Application money received for exercised options	—	—	207	—	—	—	—	—	—	—	207
Shares issued for exercised options	274,477	1	(204)	203	—	—	—	—	—	—	—
Stock compensation charge	—	—	—	—	—	656	39	—	—	—	695
Forfeiture of options	—	—	—	—	—	(56)	—	56	—	—	—
Stock compensation related to options exercised	—	—	—	806	—	(806)	—	—	—	—	—
Profit for the year	—	—	—	—	—	—	—	20,279	—	—	20,279
Interim equity dividend	—	—	—	—	—	—	—	(19,460)	—	—	(19,460)
Remeasurement gains of defined benefit plan including income tax effect	—	—	—	—	—	—	—	—	—	63	63
Exchange differences on translation of financial statements of foreign branches	—	—	—	—	—	—	—	—	6	—	6
Remeasurement gains of defined benefit plan including income tax effect transferred to retained earnings	—	—	—	—	—	—	—	63	—	(63)	—
Balance as of March 31, 2024	86,671,656	433	3	18,374	10,145	1,326	163	31,326	74	—	61,844
* Represents amount less than ₹ 0.50 million.											
Summary of material accounting policies [refer note 2]											
The accompanying notes form an integral part of the financial statements.											

As per our report of even date

For and on behalf of the Board of Directors of Oracle Financial Services Software Limited

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No. 101049W/E3000004

per Govind Ahuja

Partner

Membership No. 048966

Mumbai, India**April 25, 2025****Jane Murphy**

Chairperson

DIN: 08336710

Mumbai, India**April 25, 2025****Makarand Padalkar**

Managing Director

& Chief Executive Officer

DIN: 02115514

Mrugank Paranjape

Director

DIN: 02162026

Avadhut Ketkar

Chief Financial Officer

Onkarnath Banerjee

Company Secretary

& Compliance Officer

ACS: 8547

Notes annexed to and forming part of standalone financial statements for the year ended March 31, 2025

Note 1: Corporate information

Oracle Financial Services Software Limited (the 'Company') was incorporated in India with limited liability on September 27, 1989. The Company is domiciled in India and has its registered office at Oracle Park, Off Western Express Highway, Goregaon (East), Mumbai 400063. The Company is a subsidiary of Oracle Global (Mauritius) Limited holding 72.59% (March 31, 2024 - 72.75 %) ownership interest in the Company as at March 31, 2025.

The Company is principally engaged in the business of providing information technology solutions to the financial services industry worldwide. The Company has a suite of banking products, which caters to the transaction processing and compliance needs of corporate, retail, investment banking, treasury operations and data warehousing.

The standalone financial statements for the year ended March 31, 2025, were approved by the Company's Board of Directors for issue on April 25, 2025.

Note 2: Material accounting policies

2.1 Basis of preparation

The standalone financial statements include the financial information of the branches located at Dubai and Abu Dhabi. The branch located at Russia was closed down and tax deregistered on February 21, 2024 and its financial information until such date is included in the standalone financial statements for the year ended March 31, 2024.

These standalone financial statements comprising of balance sheet as at March 31, 2025, statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with relevant rules of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS Compliant Schedule III), as applicable.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- certain financial assets and liabilities, including derivative instruments, that are measured at fair value
- defined benefit plan
- share-based payments

2.2 Summary of material accounting policies

The material accounting policies adopted by the Company, in respect of the financial statements are set out as below:

(a) Property, plant and equipment, capital work-in-progress and depreciation

Property, plant and equipment and capital work-in-progress

Freehold land and capital work in progress are stated at cost. All other items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. All additions during the reported year are considered at cost.

An item of property, plant and equipment is derecognized at its carrying value on disposal; and any gain or loss arising from such derecognition is included in the statement of profit or loss when the item is derecognized.

The Company purchases certain specific-use application software, which is in ready to use condition, for internal use. It is estimated that such software has a relatively short useful life, usually less than one year. The Company, therefore, charges to the statement of profit and loss the cost of acquiring such software.

Depreciation

Depreciation is computed as per the straight-line method using the rates arrived at based on the useful lives estimated by the management. The estimated useful life considered for depreciation of property, plant and equipment is as follows:

Asset description	Asset life (in years)
Improvement to leasehold premises	Lesser of 7 years or lease term
Buildings	20
Computer equipment	3
Office equipment	2-5
Electricals and other installations	2-7
Furniture and fixtures	2-7

The residual values, useful lives, and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The management has estimated, supported by an independent assessment by professionals, the useful lives of buildings as 20 years. These lives are lower than those indicated in schedule II to the Act.

The management has estimated, based on an internal assessment, the useful lives of the following classes of assets:

- The useful lives of servers and networking equipment's forming part of computer equipment's are estimated as 3 years. These lives are lower than those indicated in schedule II to the Act.
- The useful lives of furniture and fixtures and electrical and other installations are estimated at 2-7 years. These lives are lower than those indicated in schedule II to the Act.

(b) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets or cash generating units' ("CGU") fair value less cost of disposal, and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to assets.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are validated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

(c) Foreign currencies

The standalone financial statements are presented in Indian Rupees ("INR"), which is the functional currency of the Company. For each branch, the Company determines the functional currency and items included in the financial statements of each branch are measured using that functional currency.

Foreign currency balances

Transactions in foreign currencies are initially recorded by the Company's branches at their respective functional currency using spot rates on the date the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the relevant functional currency at exchange rates at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

The assets and liabilities of foreign branches are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the date of the transactions. For practical reasons, the Company uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the date of the transactions. The exchange differences arising on translation for branch consolidation are recognized in Other Comprehensive Income ("OCI").

In accordance with Appendix B to Ind AS 21 "Foreign Currency Transactions and Advance Considerations", the date of the transaction for the purpose of determining the exchange rate to be used on initial recognition of the related asset or liability, expense, or income, is when the Company has received or paid advance consideration in foreign currency.

(d) Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration that the Company expects to receive in exchange for those products or services.

In arrangements for software development and related services along with maintenance services, the Company has applied the guidance as per Ind AS 115, 'Revenue from Contracts with Customers', by applying revenue recognition criteria for each distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. For software licenses, the Company is using a residual approach for estimating the standalone selling price of software license as the pricing is highly variable.

For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its standalone statement of profit and loss.

Performance obligation

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed.

Product maintenance revenue is recognized rateably over the period of the contract.

Revenue from fixed price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized by reference to the stage of completion. Stage of completion is measured by reference to labour hours incurred to date as a percentage of total estimated labour hours for each contract. When the contract outcome cannot be measured reliably, revenue is recognized only to the extent that the expenses incurred are eligible to be recovered.

Revenue from contracts on time and material basis is recognized as services are performed.

Contract balances

Revenue in excess of billing is classified as contract asset i.e., unbilled revenue while billing in excess of revenue is classified as contract liability i.e., deferred revenue. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unbilled revenues are classified as non-financial asset if the contractual right to consideration is dependent on completion of contractual milestones.

Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the benefit period.

(e) Income tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company and its branches operate and generate taxable income.

Current income tax relating to items recognized outside statement of profit or loss is recognized either in other comprehensive income or in equity. Current tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate, including provision required for uncertain tax treatment.

Current tax assets and current tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Income tax consequence of dividends are linked more directly to past transactions or events that generates distributable profit. Therefore, the Company recognizes the income tax consequences of dividends in profit or loss, other comprehensive income, or equity according to where the Company originally recognizes those past transactions or events.

Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries and associates when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, and associates, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity as applicable. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatments:

The interpretation in Appendix C to Ind AS 12 Uncertainty over Income Tax Treatments addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments based on the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the Company has considered, (a) how it prepares its income tax filings and supports tax treatments; or (b) how the Company expects the taxation authority to make its examination and resolve issues that might arise from that examination.

(f) Investment properties

Investment properties are measured initially and subsequently at cost. Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed annually in the notes which form an integral part of the financial statements. Fair values are determined based on an evaluation performed by an accredited external independent valuer applying a valuation technique as per the international norms and standards. Investment properties are derecognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from such disposal. The difference between the net sale proceeds and the carrying amount of asset is recognized in statement of profit and loss in the period of derecognition.

(g) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value so as to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At the reporting date, the Company analyzes the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(h) Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or a liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets measured at amortized cost, fair value through other comprehensive income or fair value through statement of profit or loss as appropriate. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Investments in subsidiaries are carried at cost as per Ind AS 27 - Separate Financial Statements.

Subsequent measurement

For purposes of subsequent measurement, financial assets of the Company are classified in three categories:

- Debt instruments measured at amortized cost
- Debt instruments at fair value through other comprehensive income ("OCI")
- Debt instruments, derivatives, and equity instruments at fair value through statement of profit or loss

Debt instruments measured at amortized cost

This category is the most relevant to the Company. Debt instruments are measured at amortized cost if the asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost

is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

Debt instruments at fair value through OCI

Debt instruments are measured at fair value through other comprehensive income if the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has not designated any financial assets at fair value through OCI.

Debt instruments at fair value through profit or loss

Debt instruments at fair value through statement of profit or loss include assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by Ind AS 109 - Financial Instruments. Debt instruments at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit and loss.

Derecognition

A financial asset is derecognized i.e., removed from the Company's statement of financial position when:

- The contractual rights to the cash flows from the financial asset expire or
- The Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

The Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. For trade receivables the Company follows 'simplified approach' for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. Further, the trade receivables have customer concentration across the globe and therefore the Company also considers the socio-economic conditions of the regions where the customers are located.

At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Impairment of investments

The carrying amounts of investments are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an investment exceeds its recoverable amount.

Interest income

Interest income is recognized using the effective interest method.

Dividend income

Dividends are recognized in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, accrued expenses, accrued compensation to employees, advance from customers, amounts due to subsidiaries, dividend, and dividend tax payable along with unpaid dividends.

Subsequent measurement

The Company measures all financial liabilities at amortized cost except for financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Financial liabilities held for trading are measured at fair value through profit or loss. The Company has not designated any financial liability as at fair value through profit or loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract - with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a nonfinancial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109 - Financial Instruments, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss, unless designated as effective hedging instruments.

(i) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

The Company enters into foreign currency forward contracts that is used to hedge risk of exposure of changes in the fair value of trade receivables on account of foreign currency rate movement. These derivative contracts are not designated as hedges and accounted for at fair value through statement of profit or loss and are included in other income, net.

(j) Leases

Company as a Lessee

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company recognizes right-of-use asset and a corresponding lease liability for all lease arrangements in which the Company is a lessee, except for a short-term lease of 12 months or less and leases of low-value assets. For short term lease and low-value asset arrangements, the Company recognizes the lease payments as an operating expense on straight-line basis over the lease term.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease arrangement. Right-of-use assets and lease liabilities are measured according to such options when it is reasonably certain that the Company will exercise these options.

The right-of-use assets are recognized at the inception of the lease arrangement at the amount of the initial measurement of lease liability adjusted for any lease payments made at or before the commencement date of lease arrangement reduced by any lease incentives received, added by initial direct costs incurred and an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Estimated useful life of right-of-use assets is determined on the basis of useful life of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is an indication that their carrying value may not be recoverable. Impairment loss, if any is recognized in the statement of profit and loss account.

The lease liability is measured at amortized cost, at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease arrangement or, if not readily determinable, at the incremental borrowing rate in the country of domicile of such leases. Lease liabilities are remeasured with corresponding adjustments to right-of-use assets to reflect any reassessment or lease modifications.

Company as a Lessor

Leases for which the Company is a lessor is classified as finance or operating lease. If the terms of the lease arrangement transfers substantially all the risks and rewards of ownership to the lessee, such lease arrangement is classified as finance lease. All other leases are classified as operating leases.

In case of sub-lease, the Company recognizes investment in sub-lease separately in the financial statements. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from such lease arrangement. For operating leases, rental income is recognized on a straight-line basis over the term of the lease arrangement.

The weighted average incremental borrowing rate applied to lease liabilities recognized in the balance sheet at the date of initial application is 7 % with maturity [Para C12 of Ind AS 116].

(k) Share based payments

Selected employees of the Company also receive remuneration in the form of share-based payments under stock option program of the Company.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognized in employee benefit expenses, together with a corresponding increase in 'employee stock options outstanding' in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

The statement of profit and loss, expense or credit recognized in employee benefit expense represents the movement in cumulative expense recognized as at the beginning and end of the year.

Oracle Corporation, The Ultimate Holding Company of Oracle Financial Services Software Limited has extended its stock option program to selected employees of OFSS's overseas subsidiaries and branches. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognized in employee benefit expenses over the period in which the performance and/or service conditions are fulfilled with a corresponding impact under statement of changes in equity as Contribution from Ultimate Holding Company.

Oracle Corporation has also extended its Employee Stock Purchase Plan (ESPP) to employees of OFSS. Under the plan, the employees are eligible to purchase the shares of Oracle Corporation at discounted price. The discount amount on the shares purchased during the year by employees is treated as Contribution from Ultimate Holding Company.

(l) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(m) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Certain eligible employees of the Company on Indian payroll are entitled to Superannuation, a defined contribution plan. The Company makes monthly contributions until retirement or resignation of the employee which are recognized as an expense when incurred. The Company has no further obligations beyond its monthly contributions, the corpus of which is invested with the Life Insurance Corporation ("LIC") of India and HDFC Life.

Compensated absences which are expected to occur within twelve months after the end of the period in which employee renders the related services are recognized as undiscounted liability at the balance sheet date. The expected cost of compensated absences which are not expected to occur within twelve months after the end of the period in which employee renders related services are recognized at the present value based on actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

The Company operates a defined benefit gratuity plan in India, under which the Company makes contributions to a fund administered and managed by LIC and HDFC Life to fund the gratuity liability. Under this scheme, the obligation to pay gratuity remains with the Company, although LIC and HDFC Life administers the scheme.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

(n) Cash dividend to equity shareholders of the Company

The Company recognizes a liability to make cash or noncash distributions to equity shareholders when the distribution is authorized, and the distribution is no longer at the discretion of the Company. As per the Act, a distribution of interim dividend is authorized when it is approved by the Board of Directors and final dividend is authorized when it is approved by the shareholders of the Company. A corresponding amount is recognized directly in other equity.

(o) Cash and cash equivalents

Cash and cash equivalents comprise of cash at bank and short-term investments with an original maturity of three months or less that are subject to insignificant risk of change in value. Cash and cash equivalent consist of balances with bank which are unrestricted for withdrawal and usage.

2.3 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA amended the Companies (Indian Accounting Standards) Rules, 2024, as below:

Ind AS 116 – Leases

The amendment is related to sale and leaseback transactions, and it is effective April 1, 2024. The amendment requires the seller-lessee not to recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee while determining lease payments or revised lease payments. The amendment must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116. The Company has evaluated the amendment and there is no impact on its financial statements.

Note 3: Property, plant and equipment

(a) Year ended March 31, 2025

(a) Year ended March 31, 2025									
Particulars	Gross carrying value					Depreciation			Net carrying value
	As at April 01, 2024	Additions	Sale / deletions	Translation gain (loss)	As at March 31, 2025	As at April 01, 2024	Additions	Sale / deletions	
Freehold land	436	–	–	–	436	–	–	–	436
Improvement to leasehold premises	260	–	–	–	260	260	–	–	–
Buildings	2,090	–	–	–	2,090	1,582	93	–	415
Computer equipments	3,234	266	238	1	3,263	2,878	291	236	331
Office equipments	177	2	31	–	148	174	3	31	2
Electricals and other installations	950	–	54	–	896	921	4	54	25
Furniture and fixtures	1,074	12	7	(1)	1,078	946	44	7	96
Total	8,221	280	330	–	8,171	6,761	435	328	1,305
Capital work-in-progress									88
									1,393

(b) Year ended March 31, 2024

(b) Year ended March 31, 2024										
Particulars	Gross carrying value					Depreciation			Net carrying value	
	As at April 01, 2023	Additions	Sale / deletions	Translation gain (loss)	As at March 31, 2024	As at April 01, 2023	Additions	Sale / deletions		Translation (gain) loss
Freehold land	436	-	-	-	436	-	-	-	-	436
Improvement to leasehold premises	260	-	-	-	260	260	-	-	-	-
Buildings	2,090	-	-	-	2,090	1,480	102	-	-	508
Computer equipments	3,236	218	220	*-	3,234	2,819	280	221	*-	356
Office equipments	237	4	64	*-	177	234	4	64	*-	3
Electricals and other installations	950	1	1	*-	950	916	6	1	-	29
Furniture and fixtures	1,034	51	11	*-	1,074	911	46	11	*-	128
Total	8,243	274	296	*-	8,221	6,620	438	297	*-	1,460
									Capital work-in-progress	25
										1,485

* Represents amount less than ₹ 0.50 million.

(c) Capital work-in-progress (CWIP) ageing schedule					(Amounts in ₹ million)					
Particulars	As at March 31, 2025				Total	As at March 31, 2024				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	63	25	-	-	88	25	-	-	-	25
Total	63	25	-	-	88	25	-	-	-	25

There are no projects as of March 31, 2025 and March 31, 2024, whose completion is overdue or has exceeded its cost compared to its original plan. Further, there are no projects where activity has been suspended during the year ended March 31, 2025 and March 31, 2024.

Note 4: Right-of-use asset

(a) Year ended March 31, 2025				(Amounts in ₹ million)			
Particulars	Gross carrying value				Depreciation		Net carrying value
	As at April 01, 2024	Additions	Sale / deletions	Translation gain (loss)	As at April 01, 2024	As at March 31, 2025	As at March 31, 2025
Office premises	774	295	165	5	909	573	334
Total	774	295	165	5	909	573	334

(b) Year ended March 31, 2024				(Amounts in ₹ million)			
Particulars	Gross carrying value				Depreciation		Net carrying value
	As at April 01, 2023	Additions	Sale / deletions	Translation gain (loss)	As at April 01, 2023	As at March 31, 2024	As at March 31, 2024
Office premises	772	-	-	2	774	412	201
Total	772	-	-	2	774	412	201

Note 5: Investment property

(a) Year ended March 31, 2025

Particulars	(Amounts in ₹ million)					
	Gross carrying value			Depreciation		
	As at April 01, 2024	Additions	Sale / deletions	Translation gain (loss)	As at March 31, 2025	Net carrying value As at March 31, 2025
Freehold land	102	-	-	-	-	102
Total	102	-	-	-	-	102

(b) Year ended March 31, 2024

Particulars	(Amounts in ₹ million)					
	Gross carrying value			Depreciation		
	As at April 01, 2023	Additions	Sale / deletions	Translation gain (loss)	As at March 31, 2024	Net carrying value As at March 31, 2024
Freehold land	102	-	-	-	-	102
Total	102	-	-	-	-	102

The Company's investment property consists of a portion of land at Pune, India.

The fair value of the investment property as at March 31, 2025 and March 31, 2024 is based on valuations performed by a registered IBBI valuer firm ANVI Technical Advisors India Pvt Ltd which is associated with Colliers International India Property Services Private Limited. The fair value of the above investment property as at March 31, 2025 and March 31, 2024 is ₹ 260 million and ₹ 250 million respectively.

The direct operating expenses incurred in relation to investment property are ₹ 5 million and ₹ 4 million for the financial year ended March 31, 2025 and March 31, 2024 respectively. These expenses are included in repairs and maintenance under note 21 : other operating expenses.

The Company has no restrictions on the realizability of its investment properties and has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements. Fair value hierarchy disclosures for investment properties have been provided in note 23 on fair value measurement.

(Amounts in ₹ million)		
Reconciliation of fair value:	March 31, 2025	March 31, 2024
Fair value of investment property at beginning of the year	250	247
Adjustment towards fair values for the year	10	3
Fair value of investment property at end of the year	260	250

(Amounts in ₹, except percentages)		
Description of valuation techniques used and key inputs to valuation on investment properties:	March 31, 2025	March 31, 2024
Details		
Valuation technique	Discounted Cash Flow (DCF) Method	Discounted Cash Flow (DCF) Method
Significant unobservable inputs	Quoted rental per sq. ft. per month ₹ 68 to ₹ 80 Negotiation, discount, location and physical adjustments - 15% to 0% Final adjusted rental per sq. ft. per month ₹ 52 to ₹ 56	Quoted rental per sq. ft. per month ₹ 63 to ₹ 65 Negotiation, discount, location and physical adjustments - 15% to 3% Final adjusted rental per sq. ft. per month ₹ 49 to ₹ 55
Description of valuation technique	Financial modelling technique is used, based on explicit assumptions regarding the prospective income arising out of the development to be carried out on the property. The entire development cash flows are drawn up and assumptions are made about the market performance over the entire project frame. Other contributors such as demand / supply dynamics, construction costs, quality and infrastructure requirements, time frame of project and profits / returns is compiled to create a financial model that captures all market drivers and value impacting parameters.	

Note 6: Investments in subsidiaries (unquoted) (at cost, unless otherwise stated)

(Amounts in ₹ million, except share data)

	March 31, 2025	March 31, 2024
(i) In wholly owned subsidiaries		
Oracle (OFSS) ASP Private Limited		
5,170,000 (March 31, 2024 - 5,170,000) equity shares of ₹ 10 each, fully paid-up	46	46
Impairment on investment	(5)	(5)
	41	41
Oracle Financial Services Software B.V.		
140,000 (March 31, 2024 - 140,000) equity shares of EUR 100 each, fully paid-up	776	776
Equity contribution for stock options / OSUs	33	33
	809	809
Oracle Financial Services Software Pte. Ltd.		
250,000 (March 31, 2024 - 250,000) equity shares of SGD 1 each, fully paid-up	7	7
Equity contribution for stock options / OSUs	124	123
	131	130
Oracle Financial Services Software America, Inc.		
1 (March 31, 2024 - 1) equity share of USD 0.01 each, fully paid-up	3,452	3,452
100 (March 31, 2024 - 100) Series A Convertible Participating Preference Shares of USD 0.01 each, fully paid-up	2,839	2,839
Fair valuation of loan	53	53
Equity contribution for stock options / OSUs	76	74
	6,420	6,418
Oracle Financial Services Software (Shanghai) Limited		
100% (March 31, 2024 - 100%) subscription to the registered capital	46	46
Oracle Financial Services Software Chile Limitada		
100% (March 31, 2024 - 100%) subscription to the registered capital	70	70
Equity contribution for stock options / OSUs	11	11
	81	81
ISP Internet Mauritius Company		
30,000 (March 31, 2024 - 30,000) equity shares of no par value	192	192
Fair valuation of loan	114	114
Equity contribution for stock options / OSUs	34	34
Impairment on investment and fair valuation of loan	(167)	(167)
	173	173
Oracle (OFSS) Processing Services Limited		
1,300,000 (March 31, 2024 - 1,300,000) equity shares of ₹ 10 each, fully paid-up	13	13
Mantas India Private Limited		
1,499,940 (March 31, 2024 - 1,499,940) equity shares of ₹ 10 each, fully paid-up	20	20
Oracle (OFSS) BPO Services Limited		
5,808,660 (March 31, 2024 - 5,808,660) equity shares of ₹ 10/- each, fully paid-up	168	168
Equity contribution for stock options / OSUs	17	13
	185	181
Aggregate amount of unquoted investments	7,919	7,912
Aggregate amount of impairment of unquoted investments	172	172

Note 7: Financial assets

(Amounts in ₹ million, except share data)

	March 31, 2025	March 31, 2024
Non-current		
Other financial assets at fair value through profit or loss		
Investment in Sarvatra Technologies Private Limited (unquoted)		
242,240 (March 31, 2024 - 242,240) equity shares of ₹ 10 each, fully paid-up	45	45
Less: Impairment on investment	(45)	(45)
	–	–
Other financial assets measured at amortized cost		
Deposits for premises and others	64	638
	64	638
	64	638
Current		
Derivative instruments at fair value through profit or loss		
Derivatives not designated as hedges		
Foreign exchange forward contract, net ¹	15	–
	15	–
Other financial assets measured at amortized cost		
Unbilled receivable	1,878	3,080
Amount receivable from subsidiaries	344	1,209
Deposits for premises and others	689	77
Other receivables and advances	141	142
	3,052	4,508
	3,067	4,508

¹The Company entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of trade receivables. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Breakup of financial assets measured at amortized cost

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Deposits for premises and others	753	715
Unbilled receivable	1,878	3,080
Amount receivable from subsidiaries	344	1,209
Other receivables and advances	141	142
Trade receivables [note 8]	8,596	8,198
Cash and bank balances [note 9]	48,088	32,876
	59,800	46,220

Note 8: Trade receivables

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Unsecured, considered good	8,748	8,703
Credit impaired	142	164
	8,890	8,867
Impairment allowance		
Unsecured, considered good	(152)	(505)
Credit impaired	(142)	(164)
	(294)	(669)
	8,596	8,198

No trade receivables are due from directors or other key managerial personnel of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Trade receivables ageing schedule

(Amounts in ₹ million)

As at March 31, 2025	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables							
Considered good	6,497	2,010	239	1	1	–	8,748
Credit impaired	–	–	–	–	–	–	–
Disputed trade receivables							
Considered good	–	–	–	–	–	–	–
Credit impaired	–	–	7	83	52	–	142
	6,497	2,010	246	84	53	–	8,890
Less: Impairment allowance							(294)
							8,596
Add: Unbilled receivable							1,878
							10,474

(Amounts in ₹ million)

As at March 31, 2024	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables							
Considered good	5,124	2,963	283	329	3	1	8,703
Credit impaired	–	–	–	–	–	–	–
Disputed trade receivables							
Considered good	–	–	–	–	–	–	–
Credit impaired	–	10	80	50	20	4	164
	5,124	2,973	363	379	23	5	8,867
Less: Impairment allowance							(669)
							8,198
Add: Unbilled receivable							3,080
							11,278

Note 9: Cash and bank balances

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
(a) Cash and cash equivalents		
Balances with banks:		
In current accounts	1,661	1,487
In deposit accounts with original maturity of less than 3 months	501	12,140
In unclaimed dividend accounts	42	38
	2,204	13,665
(b) Other bank balances		
Balances with banks:		
In deposit accounts with original maturity of more than 3 months but less than 12 months	45,884	19,211
	45,884	19,211
	48,088	32,876

Cash at banks earns interest at floating rates based on the daily bank deposit rates and the daily balances. Time deposits are placed for varying periods ranging from 7 days to 364 days, depending on the immediate cash requirements of the Company. The time deposits earn interest at the respective deposit rates.

Note 10: Other assets

	(Amounts in ₹ million)	
	March 31, 2025	March 31, 2024
Non-current		
GST, VAT, service tax and other indirect taxes	296	296
Tax deducted at source paid under protest	965	937
Prepaid expenses	5	6
Deferred contract cost	58	43
	1,324	1,282
Current		
Unbilled revenue	1,717	1,682
GST, VAT, service tax and other indirect taxes	165	144
Prepaid expenses	187	163
Deferred contract cost	36	29
	2,105	2,018

Note 11: Equity share capital

	(Amounts in ₹ million)	
	March 31, 2025	March 31, 2024
Authorized:		
100,000,000 (March 31, 2024 - 100,000,000) equity shares of ₹ 5 each	500	500
Issued, subscribed and fully paid-up:		
86,863,101 (March 31, 2024 - 86,671,656) equity shares of ₹ 5 each	434	433

- (a) The Company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (b) Details of shareholders holding more than 5% equity shares in the Company:

Name and relationship of shareholder:	March 31, 2025	March 31, 2024
Oracle Global (Mauritius) Limited, holding company		
Number of equity shares	63,051,197	63,051,197
% of equity shares	72.59%	72.75%

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of equity shares.

- (c) Reconciliation of equity outstanding at the beginning and at the end of the year:

	No. of equity shares	Amounts in ₹ million
Outstanding as at April 1, 2023	86,397,179	432
Issued during the year ended March 31, 2024 under the employee stock option plan (ESOP)	274,477	1
Outstanding as at March 31, 2024	86,671,656	433
Issued during the year ended March 31, 2025 under the employee stock option plan (ESOP)	191,445	1
Outstanding as at March 31, 2025	86,863,101	434

- (d) Refer note 28 (b) for details of shares reserved for issue under the employee stock option plan (ESOP) of the Company.

Note 12: Other equity

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Share application money pending allotment	2	3
Securities premium	19,092	18,374
General reserve	10,145	10,145
Employee stock options outstanding	1,591	1,326
Contribution from Ultimate Holding Company	282	163
Retained earnings	44,004	31,326
Other comprehensive income	70	74
	75,186	61,411

Share application money pending allotment

Share application money pending allotment represents the amount received on exercise of stock options by the eligible employees under the prevailing ESOP schemes of the Company, on which allotment is yet to be made.

Share application money pending allotment as at March 31, 2025 represents the money received from employees of the Company towards exercise of 2,737 (March 31, 2024 - 803) OFSS Stock Units ("OSUs") at the exercise price of ₹ 5, towards exercise of 475 (March 31, 2024 - 800) and 50 (March 31, 2024 - Nil) OFSS Stock Options at the exercise price of ₹ 3,393 and ₹ 3,241 respectively, under Oracle Financial Services Software Limited Stock Plan 2014 ("OFSS Stock Plan 2014"). Each OSUs will entitle one equity share of ₹ 5 each of the Company.

Securities premium

Securities premium represents amount received in excess of face value on issue of shares by the Company. It also includes transfer of stock compensation related to options exercised from employee stock options outstanding (other equity). The securities premium will be utilized in accordance with the provisions of the Act.

General reserve

General reserve represents the amount of profits appropriated by the Company in earlier years, before declaring dividends, pursuant to the provisions of the erstwhile Companies Act, 1956.

Employee stock options outstanding

Selected employees of the Company also receive remuneration in the form of share-based payments under stock option program of the Company. Employee stock options outstanding represents the fair value of equity-settled transactions, calculated at the date when the grant is made using an appropriate valuation model and recognized over the period in which the performance and / or service conditions are fulfilled.

Contribution from Ultimate Holding Company

Oracle Corporation, the Ultimate Holding Company of Oracle Financial Services Software Limited has extended its stock option program to selected employees of the Company's overseas branches. Contribution from Ultimate Holding Company represents the fair value of equity-settled transactions; calculated at the date when the grant is made using an appropriate valuation model and recognized over the period in which the performance and / or service conditions are fulfilled.

Oracle Corporation has also extended its Employee Stock Purchase Plan (ESPP) to employees of the Company. Under the plan, the employees are eligible to purchase the shares of Oracle Corporation at discounted price. The discount amount on the shares purchased during the year by employees is treated as Contribution from Ultimate Holding Company.

Retained earnings

Retained earnings represents the undistributed earnings, net of amounts transferred to general reserve; if any.

Subsequent to year ended March 31, 2025, the Board of Directors of the Company at its meeting held on April 25, 2025, declared an interim dividend of ₹ 265 per equity share of ₹ 5 each for the financial year 2024-25. This dividend will be paid as per the provisions of section 123 the Companies Act, 2013.

The Board of Directors had declared an interim dividend on April 24, 2024 of ₹ 240 per equity share for the financial year 2023-24. This had resulted in an estimated cash outflow of ₹ 20,820 million.

Other comprehensive income

Other comprehensive income represents the exchange differences arising on translation of foreign branches and the remeasurements of the defined benefit gratuity plan; comprising of actuarial gains and losses on its net liabilities / assets.

Note 13: Financial liabilities

	(Amounts in ₹ million)	
	March 31, 2025	March 31, 2024
Current		
(a) Trade payables measured at amortized cost		
- Payable to micro and small enterprises ²	3	5
- Payable to other than micro and small enterprises	220	199
	223	204
(b) Other financial liabilities		
Derivative instruments at fair value through profit or loss		
Derivatives not designated as hedges		
Foreign exchange forward contract, net ³	-	9
	-	9
Other financial liabilities measured at amortized cost		
Amount due to subsidiaries	186	251
Accrued expenses	495	532
Accrued compensation to employees	765	630
Capital creditors	57	59
Unpaid dividends ⁴	42	38
	1,545	1,510
	1,545	1,519

² The identification of Micro and Small Enterprises is based on Management's knowledge of their status.

³ The Company entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of trade receivables. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

⁴ There is no amount due and outstanding as at balance sheet date to be credited to the Investor Education and Protection Fund.

Dues to micro and small enterprises - As per Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED" Act)

	(Amounts in ₹ million)	
- Principal amount remaining unpaid to any supplier as at the end of the year.	3	5
- Amount of interest due remaining unpaid to any supplier as at the end of the year.	-	-
- Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
- Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid).	-	-
- Amount of interest accrued and remaining unpaid at the end of year.	-	-
- Amount of further interest remaining due and payable even in the succeeding year.	-	-
	3	5

Terms and conditions of financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 30-day terms
- Other financial liabilities are normally settled as and when due

Ageing of trade payables

(Amounts in ₹ million)

As at March 31, 2025	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade payables						
- To micro and small enterprises	3	—	—	—	—	3
- To other than micro and small enterprises	116	100	4	*—	*—	220
Disputed trade payables						
- To micro and small enterprises	—	—	—	—	—	—
- To other than micro and small enterprises	—	—	—	—	—	—
	119	100	4	*—	*—	223

(Amounts in ₹ million)

As at March 31, 2024	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade payables						
- To micro and small enterprises	5	—	—	—	—	5
- To other than micro and small enterprises	26	172	1	—	—	199
Disputed trade payables						
- To micro and small enterprises	—	—	—	—	—	—
- To other than micro and small enterprises	—	—	—	—	—	—
	31	172	1	—	—	204

* Represents amount less than ₹ 0.50 million.

Note 14: Other liabilities

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Non-current		
Deferred revenues	8	50
	8	50
Current		
Deferred revenue	1,124	1,299
Withholding and other taxes	302	298
Other statutory dues	161	146
Deferred rent	35	—
	1,622	1,743

Note 15: Employee benefit obligations

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Non-current		
For gratuity [Refer note 29]	2,179	1,829
	2,179	1,829
Current		
For gratuity [Refer note 29]	188	149
For compensated absence	1,559	1,297
	1,747	1,446

Note 16: Income taxes

(a) The major components of income tax expense are:

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
(i) Profit or loss section		
Current taxes	9,561	6,348
Deferred tax	33	(266)
Income tax expense reported in the statement of profit and loss	9,594	6,082
(ii) Other Comprehensive Income section		
Income tax effect on remeasurement gains of defined benefit plan	14	(21)
Income tax expense charge reported in Other Comprehensive Income	14	(21)

(b) Reconciliation of tax expense and accounting profit:

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Profit before tax	43,101	26,361
Enacted tax rates in India	25.17%	25.17%
Computed expected tax expenses	10,848	6,635
Tax effect		
of earlier years	2	(10)
on non-deductible expenses for tax purpose	156	129
on exempt income	(3,825)	–
overseas taxes charge / (credit)	105	(553)
WHT on exempt income	2,280	–
correlative relief	14	(102)
others	14	(17)
Income tax expense reported in statement of profit and loss	9,594	6,082
Effective tax rate	22.26%	23.07%

(c) The tax effect of significant temporary differences that resulted in deferred tax asset are as follows:

(Amounts in ₹ million)

	As at April 1, 2024	Recognized in profit or loss	Recognized in OCI	As at March 31, 2025
Deferred tax assets				
Difference between book and tax depreciation	168	16	–	184
Provision for compensated absence	326	66	–	392
Provision for gratuity	519	63	14	596
Impairment loss on contract assets	204	(124)	–	80
Other timing differences	70	(54)	–	16
	1,287	(33)	14	1,268

(Amounts in ₹ million)

	As at April 1, 2023	Recognized in profit or loss	Recognized in OCI	As at March 31, 2024
Deferred tax assets				
Difference between book and tax depreciation	162	6	–	168
Provision for compensated absence	289	37	–	326
Provision for gratuity	438	102	(21)	519
Impairment loss on contract assets	88	116	–	204
Other timing differences	65	5	–	70
	1,042	266	(21)	1,287

Deferred tax asset and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities.

Note 17: Revenue from operations

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Product licenses and related activities	46,889	43,974
IT solutions and consulting services	4,102	3,871
	50,991	47,845

Note 18: Other income

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Finance income		
Interest on financial assets measured at amortized cost:		
Balance with banks in current and deposit accounts	1,583	1,616
Deposits for premises and others	53	50
Interest on income tax refund	433	742
	2,069	2,408
Fair value (loss) / gain on derivatives not designated as hedges	(167)	37
Foreign exchange gain / (loss)	49	(122)
Profit / (loss) on sale of property, plant and equipment	4	*_
Miscellaneous income	56	73
Dividend from subsidiary company	15,199	—
	15,141	(12)
	17,210	2,396

* Represents amount less than ₹ 0.50 million.

Note 19: Employee benefit expenses

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Salaries and bonus	18,139	16,771
Contribution to provident and other funds	1,369	1,284
Stock compensation expense	977	688
Staff welfare expenses	420	436
	20,905	19,179

Note 20: Finance cost

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Interest on lease liability	13	21
	13	21

Note 21: Other operating expenses

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Application software	5	16
Communication expenses	61	70
Rent	42	66
Power	146	193
Insurance	25	24
Repairs and maintenance:		
Buildings and leasehold premises	130	50
Computer equipments	27	21
Others	89	103
Rates and taxes	77	104
Impairment loss (reversed) recognized on contract assets	(517)	456
Impairment loss recognized on other financial assets	11	7
Bad debts	505	64
Corporate Social Responsibility	519	481
Auditors' remuneration	20	19
Miscellaneous expenses	223	198
	1,363	1,872

Note 22: Financial ratios

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	Variance
(a) Current ratio (in times)	Total current assets	Total current liabilities	12	9	33% ⁵
(b) Return on equity ratio (in %)	Profit for the year	Average total equity	49%	33%	47% ⁶
(c) Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	6	7	-14%
(d) Trade payables turnover ratio (in times)	Purchases of services and other expenses	Average trade payables	10	9	11%
(e) Net capital turnover ratio (in times)	Revenue from operations	Total current assets less total current liabilities	1	1	0%
(f) Net profit ratio (in %)	Profit for the year	Revenue from operations	66%	42%	55% ⁷
(g) Return on capital employed (in %)	Profit before tax and finance cost	Net worth + lease liabilities + deferred tax liabilities	57%	42%	34% ⁸
(h) Debt equity ratio (in times)	Total debts (lease liabilities)	Total equity	–	–	0% [*]
(i) Debt service coverage ratio (in times)	Profit for the year + non-cash operating expenses + finance cost + Other non-cash adjustments	Lease payments (repayment of lease liability + finance cost)	178	118	51% ⁹
(j) Return on investment (in %)	Dividend from subsidiary company	Average investments in subsidiaries	192%	0%	100% ¹⁰

* Represents ratio less than 0.50%.

⁵ Higher other bank balances have resulted in a higher current ratio.

⁶ Higher profit has resulted in a higher return on equity.

⁷ Higher profit has resulted in a higher net profit.

⁸ Higher profit along with a higher net worth has resulted in a higher return on capital employed.

⁹ Higher profit has resulted in a better debt service coverage ratio.

¹⁰ During the year ended March 31, 2025 the Company has received dividend from its wholly owned subsidiary company.

Note 23: Fair values

The management has assessed that fair value of financial instruments approximates their carrying amounts largely due to the short term maturities of these instruments.

The carrying value and fair value of financial instruments by categories as at March 31, 2025 and March 31, 2024 are as follows:

(Amounts in ₹ million)

		As at March 31, 2025				As at March 31, 2024		
Particulars	Amortized cost	Fair value through profit or loss	Carrying value	Fair value	Amortized cost	Fair value through profit or loss	Carrying value	Fair value
Assets								
Trade receivables	8,596	–	8,596	8,596	8,198	–	8,198	8,198
Cash and cash equivalents	2,204	–	2,204	2,204	13,665	–	13,665	13,665
Other bank balances	45,884	–	45,884	45,884	19,211	–	19,211	19,211
Derivatives not designated as hedges	–	15	15	15	–	–	–	–
Other financial assets	3,116	–	3,116	3,116	5,146	–	5,146	5,146
	59,800	15	59,815	59,815	46,220	–	46,220	46,220
Liabilities								
Lease liabilities	326	–	326	326	232	–	232	232
Trade payables	223	–	223	223	204	–	204	204
Derivatives not designated as hedges	–	–	–	–	–	9	9	9
Other financial liabilities	1,545	–	1,545	1,545	1,510	–	1,510	1,510
	2,094	–	2,094	2,094	1,946	9	1,955	1,955

Fair value hierarchy:

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Fair value measurement hierarchy for assets and liabilities as at March 31, 2025:

(Amounts in ₹ million)

(Amounts in ₹ million)					
Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets for which fair values are disclosed:					
Investment property [Refer note 5]	March 31, 2025	260	–	260	–
Assets measured at fair value:					
Foreign exchange forward contract, net [Refer note 7]	March 31, 2025	15	–	15	–

Fair value measurement hierarchy for assets and liabilities as at March 31, 2024:

(Amounts in ₹ million)

(Amounts in ₹ million)					
Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets for which fair values are disclosed:					
Investment property [Refer note 5]	March 31, 2024	250	–	250	–
Liabilities measured at fair value:					
Foreign exchange forward contract, net [Refer note 13]	March 31, 2024	9	–	9	–

The following methods and assumptions are used to estimate the fair values:

The Company enters into derivative financial instruments with various banks. Foreign exchange forward contracts are valued using valuation techniques, which employ the use market observable inputs. The most frequently applied valuation techniques include forward pricing using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies.

There have been no transfers between Level 1 and Level 2 during the periods March 31, 2025 and March 31, 2024.

Note 24: Reconciliation of basic and diluted equity shares used in computing earnings per share

(Number of equity shares)

	Year ended March 31, 2025	Year ended March 31, 2024
Weighted average shares outstanding for basic earnings per share	86,762,786	86,561,856
Add: Effect of dilutive component of stock options	555,722	553,866
Weighted average shares outstanding for diluted earnings per share	87,318,508	87,115,722
Profit attributable to equity shareholders (In ₹ million)	33,507	20,279
Earnings per equity share of par value of ₹ 5 (March 31, 2024 ₹ 5) each (in ₹)		
Basic	386.19	234.27
Diluted	383.73	232.78

Note 25: Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions and estimate at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are described below. These assumptions and estimates are based on available parameters as on the date of preparation of standalone financial statements. These assumptions and estimates, however, may change due to market changes or circumstances arising that are beyond the control of the Company.

(i) Leases

The Company has entered into commercial property leases for its offices.

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term and the applicable discount rate. The Company has lease contracts which include extension and termination option and this requires exercise of judgement by the Company in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. The discount rate is generally based on the incremental borrowing rate specific to the lease period.

(ii) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the projections for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

(iii) Share based payments

The Company measures share-based payments and transactions at fair value and recognizes over the vesting period using Black Scholes valuation model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and model used for estimating fair value for share-based payment transactions are disclosed in note 28 (b).

(iv) Taxes

Income tax expense comprises current tax expense and the net changes in the deferred tax asset or liability during the year. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions, including disclosures thereof. Also refer note 2.2 (e), note 16 and note 40.

(v) Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment retirement benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date annually. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. For plans operated outside India, the management considers the interest rates of high-quality corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation with at least

an 'AA' rating or above, as set by an internationally acknowledged rating agency, and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation rates for the respective countries. Further details about gratuity obligations are given in note 30.

(vi) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See note 23 for further disclosures.

(vii) Revenue recognition

The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables. The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time.

In determining the transaction price for the contract, judgement is required to assess if the consideration is fixed or is considered variable and whether there is any constraint on such variable consideration such as volume discounts, service level credits and price concessions. The Company uses judgement to determine an appropriate standalone selling price for each performance obligation and allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract except for sale of software licenses, where the Company uses a residual approach for estimating the standalone selling price of software license as the pricing is highly variable.

Contract fulfilment costs are generally expensed as incurred except for certain contract costs which meet the criteria for capitalization. Such costs are amortized over the benefit period. The assessment of this criteria requires the application of judgement.

Note 26: Capital commitments

(Amounts in ₹ million)

Particulars	March 31, 2025	March 31, 2024
Towards property, plant and equipment		
Contracts remaining to be executed on capital account not provided for (net of advances)	260	262

Note 27: Leases

Where Company is lessee

The changes in the carrying values of right-of-use asset for the year ended March 31, 2025 and March 31, 2024 are given in note 4.

Set out below are the carrying amounts of lease liabilities and the movement during the year ended March 31, 2025 and March 31, 2024:

(Amounts in ₹ million)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	232	392
Modifications / additions	272	—
Interest on lease liabilities	13	21
Repayments	(192)	(182)
Exchange impact	1	1
At the end of the year	326	232

(Amounts in ₹ million)

Particulars	As at March 31, 2025	As at March 31, 2024
Current	107	170
Non current	219	62
Total	326	232

The maturity analysis of undiscounted lease liabilities as at March 31, 2025 and March 31, 2024 are as follows:

Particulars	(Amounts in ₹ million)	
	As at March 31, 2025	As at March 31, 2024
Less than 1 year	129	179
1 to 5 years	260	62
More than 5 years	–	–
Total	389	241

The following amounts are recognized in the statement of profit and loss for the year ended March 31, 2025 and March 31, 2024:

Particulars	(Amounts in ₹ million)	
	As at March 31, 2025	As at March 31, 2024
Depreciation expenses on right-of-use asset	163	160
Interest expense on lease liability	13	21
Expense relating to short-term leases and other service charges (included in other operating expenses as rent)	42	66
Total	218	247

The Company had total cash outflows for leases of ₹ 179 million (excluding interest) for the year ended March 31, 2025 (March 31, 2024 ₹ 161 million). The Company did not have any non-cash additions to right-of-use assets and lease liabilities. Further, there are no future cash outflows relating to leases that have not yet commenced.

The minimum rental payments to be made in future in respect of short-term leases as at March 31, 2025 and March 31, 2024 are as follows:

Particulars	(Amounts in ₹ million)	
	As at March 31, 2025	As at March 31, 2024
Less than 1 year	152	1
1 to 5 years	–	–
More than 5 years	–	–
Total	152	1

Note 28: Share based compensation / payments

(a) Employee Stock Purchase Scheme (“ESPS”)

The Company had adopted the EPSPS administered through a Trust with the name i-flex Employee Stock Option Trust (“the Trust”) to provide equity-based incentives to key employees of the Company. i-flex Solutions Trustee Company Ltd. is the Trustee of this Trust.

No allocation of shares to the employees have been made through the Trust since 2005 and all selected employees under the Trust have exercised their right of purchase of shares prior to March 31, 2014. In this regard, the Trustee Company had filed a petition in the Honorable Bombay High Court to seek directions for utilization of the remaining unallocated shares along with the other assets held by the Trust for the benefit of the employees of the Company. As per the order of the Honorable Bombay High Court dated August 1, 2016, the Trust funds would be utilized for the benefit of the employees. Accordingly, during the financial year, the Trust has incurred an expenditure of ₹ 153 million (March 31, 2024 - ₹ 146 million) towards welfare of employees of the Company.

As at March 31, 2025, the Trust is not holding any equity shares (March 31, 2024 - Nil equity shares) of the Company.

(b) Employee Stock Option Plan (“ESOP”)

The Members of the Company at their Annual General Meeting held on August 14, 2001 had approved grant of ESOPs to the employees / directors of the Company and its subsidiaries up to 7.5% of the issued and paid-up capital of the Company from time to time. This said limit was enhanced and approved up to 12.5% of the issued and paid-up capital of the Company from time to time, by the Members at their Annual General Meeting held on August 18, 2011. This extended limit is an all-inclusive limit applicable for stock options (“options”) granted in the past and in force and those that will be granted by the Company in future.

Employees Stock Option Plan 2011 Scheme (“Scheme 2011”)

Pursuant to ESOP scheme approved by the shareholders of the Company in their meeting held on August 18, 2011, the Board of Directors approved the Scheme 2011. Accordingly, the Company has granted 1,950,500 options under the Scheme 2011. As per the Scheme 2011, each of 20% of the total options granted vest on completion of 12, 24, 36, 48 and 60 months from the date of grant.

A summary of the activity in the Company's ESOP (Scheme 2011) is as follows:

	Year ended March 31, 2025		Year ended March 31, 2024	
	Shares arising from options	Weighted average exercise price (₹)	Shares arising from options	Weighted average exercise price (₹)
Outstanding at beginning of year	–	–	92,373	3,077
Granted	–	–	–	–
Exercised	–	–	(48,073)	3,077
Forfeited / Lapsed	–	–	(44,300)	3,077
Outstanding at end of the year	–	–	–	–
Vested options	–	–	–	–
Unvested options	–	–	–	–
Options vested during the year	–	–	–	–

Oracle Financial Services Software Limited Stock Plan 2014 (“OFSS Stock Plan 2014”)

Nomination and Remuneration Committee in their meeting held on August 7, 2014, approved OFSS Stock Plan 2014. Accordingly, the Company has granted 178,245 Stock Options and 1,820,597 OFSS Stock Units (“OSUs”) under OFSS Stock Plan 2014. The issuance terms of OSUs are the same as for options. Till March 2019, employees could elect to receive 1 OSU in lieu of 4 awarded options at their respective exercise price. In respect of the OFSS Stock Plan 2014, each of 25% of the total options / OSUs granted will vest on completion of 12, 24, 36 and 48 months from the date of grant.

A summary of the activity in the Company's ESOP (OFSS Stock Plan 2014) is as follows:

	Year ended March 31, 2025		Year ended March 31, 2024	
	Shares arising from options and OSUs	Weighted average exercise price (₹)	Shares arising from options and OSUs	Weighted average exercise price (₹)
Outstanding at beginning of year	708,840	396	746,021	462
Granted	100,786	5	254,781	5
Exercised	(191,445)	(669)	(226,404)	251
Forfeited	(42,490)	(477)	(65,558)	131
Outstanding at end of the year	575,691	231	708,840	396
Vested options and OSUs	169,943		193,549	
Unvested options and OSUs	402,486		513,688	
Vested options and OSUs (pending allotment)	3,262		1,603	
Options vested during the year	177,723		172,962	

Any vesting is subject to continued employment of the employee with the Company or its subsidiaries. Options / OSUs have an exercise period of 10 years from the date of grant. The employee pays the exercise price and applicable taxes upon exercise of options / OSUs.

During the year ended March 31, 2025, the Company has granted 100,786 OSUs at an exercise price of ₹ 5 (March 31, 2024 - 254,781 OSUs at an exercise price of ₹ 5) under OFSS Stock Plan 2014. The weighted average share price for the year over which options / OSUs were exercised was ₹ 10,036 (March 31, 2024 - ₹ 5,801).

The details of total options / OSUs unvested and total options / OSUs vested and exercisable for OFSS Stock Plan 2014 as on March 31, 2025 are as follows:

	Exercise prices (₹)	Number of Options	Weighted average exercise price (₹)	Weighted average remaining contractual life (Years)
Options / OSUs unvested	5	402,486	5	8.3
Options / OSUs vested and exercisable	5	134,525	5	6.2
	3,393	20,250	3,393	1.2
	3,579	3,468	3,579	2.2
	3,987	8,200	3,987	0.6
	4,158	3,500	4,158	3.2
		572,429	229	7.4
Options /OSUs Exercised (pending allotment)	5	2,737	5	NA
	3,241	50	3,241	NA
	3,393	475	3,393	NA
		3,262		

The details of total options / OSUs unvested and total options / OSUs vested and exercisable for both Scheme 2011 and OFSS Stock Plan 2014 as on March 31, 2024 are as follows:

	Exercise prices (₹)	Number of Options	Weighted average exercise price (₹)	Weighted average remaining contractual life (Years)
Options / OSUs unvested	5	513,688	5	8.7
Options / OSUs vested and exercisable	5	116,150	5	6.0
	3,241	19,748	3,241	1.0
	3,393	31,475	3,393	2.2
	3,579	4,038	3,579	3.2
	3,987	14,963	3,987	1.6
	4,158	7,175	4,158	4.2
		707,237	396	7.5
Options / OSUs Exercised (pending allotment)	5	803	5	NA
	3,393	800	3,393	NA
		1,603		

Options / OSUs granted during the financial year ended March 31, 2025:

The weighted average fair value of an option / OSU granted during the year was ₹ 11,145 (March 31, 2024 - ₹ 4,217).

The Black Scholes valuation model has been used for computing the above weighted average fair value of options / OSUs granted considering the following inputs:

	Year Ended March 31, 2025 OFSS Stock Plan 2014 (OSU)						
	April, 2024	July, 2024	August, 2024	September, 2024	September, 2024	December, 2024	February, 2025
Weighted average share price (in ₹)	8,204	10,425	10,390	10,922	11,372	12,580	9,453
Exercise Price (in ₹)	5	5	5	5	5	5	5
Expected Volatility	33%	34%	34%	34%	33%	34%	36%
Weighted average life (in years)	3.32	3.32	3.32	3.32	4.06	3.32	3.32
Expected dividend rate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Average risk-free interest rate %	7.03%	6.85%	6.70%	6.66%	6.63%	6.53%	6.52%

	Year Ended March 31, 2024 OFSS Stock Plan 2014 (OSU)				
	May, 2023	August, 2023	September, 2023	October, 2023	February, 2024
Weighted average share price (in ₹)	3,708	3,958	4,299	4,093	6,617
Exercise Price (in ₹)	5	5	5	5	5
Expected Volatility	25%	27%	28%	26%	32%
Weighted average life (in years)	2.92	3.16	3.26	3.16	3.16
Expected dividend rate	Nil	Nil	Nil	Nil	Nil
Average risk-free interest rate %	6.82%	7.02%	7.04%	7.19%	6.94%

The expected volatility was determined based on historical volatility data; historical volatility includes early years of the Company's life; the Company expects the volatility of its share price to reduce as it matures.

Note 29: Defined benefit obligations

Defined contribution plans

During year ended March 31, 2025 and March 31, 2024, the Company contributed following amounts to defined contributions plans:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Provident fund	826	760
Superannuation fund	124	136
	950	896

Defined benefit plan – gratuity

The amounts recognized in the statement of profit and loss are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	289	269
Interest cost, net	130	119
Total included in employee benefit expenses	419	388

Remeasurements recognized in other comprehensive income are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Due to change in demographic assumptions	(72)	–
Due to change in financial assumptions	84	52
Due to change in experience adjustments	44	(136)
(Return) on plan assets (excl. interest income)	* –	* –
Total remeasurements in other comprehensive income	56	(84)

* Represents amount less than ₹ 0.50 million.

The amounts recognized in the balance sheet are as follows:

Particulars	(Amounts in ₹ million)	
	As at March 31, 2025	As at March 31, 2024
Present value of unfunded obligations	2,377	1,983
Fair value of plan assets	(10)	(5)
Net liability	2,367	1,978
Current	188	149
Non-current	2,179	1,829
Total	2,367	1,978

Changes in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Defined benefit obligation at beginning of the year	1,983	1,746
Current service cost	289	269
Past service cost	–	–
Interest cost	130	119
Effect of exchange rate changes	12	4
Benefits paid	(93)	(72)
Re-measurements		
Due to change in demographic assumptions	(72)	–
Due to changes in financial assumptions	84	52
Due to change in experience adjustments	44	(135)
Defined benefit obligation at end of the year	2,377	1,983

Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	(Amounts in ₹ million)	
	Year ended March 31, 2025	Year ended March 31, 2024
Fair value of plan assets at beginning of the year	5	7
Interest income	–	1
(Return) on plan assets (excl. interest income)	–	* –
Contribution by employer	74	60
Benefits paid	(69)	(63)
Fair value of plan assets at end of the year	10	5

* Represents amount less than ₹ 0.50 million.

Plan assets are administered by LIC and HDFC Life.

The assumptions used in accounting for the gratuity plan are set out as below:

Particulars	March 31, 2025	March 31, 2024
Discount rate	5.20% - 7.20%	4.90% - 7.20%
Expected return on plan assets	7.20%	7.20%
Salary escalation rate	2.00% to 8.00%	2.00% - 8.00%
Weighted average duration (years)	9 - 10	7 - 10

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions, and other relevant factors such as supply and demand in the employment market.

The Company evaluates these assumptions annually based on its long-term plans of growth and industry standards. The discount rates are based on current market yields on government bonds consistent with the currency and estimated term of the post-employment benefits obligations. Plan assets are administered by LIC and HDFC Life. The expected rate of return on plan assets is based on the expected average long-term rate of return on investments of the fund during the terms of the obligation.

The maturity profile of defined benefit obligation is as follows:

(Amounts in ₹ million)

Particulars	
Within 1 year	196
1 - 2 years	167
2 - 3 years	174
3 - 4 years	183
4 - 5 years	183
Above 5 years	1,190

A quantitative sensitivity analysis for significant assumptions on defined benefit obligation as at March 31, 2025 and March 31, 2024 is as shown below:

(Amounts in ₹ million)

Particulars	Sensitivity level	Year ended March 31, 2025	Year ended March 31, 2024
Financial assumptions			
Discount rate	- 0.5%	2,484	2,073
	+ 0.5%	2,276	1,899
Salary escalation rate	- 0.5%	2,303	1,920
	+ 0.5%	2,449	2,047
Demographic assumptions			
Withdrawal rate	- 1%	2,375	1,982
	+ 1%	2,377	1,982

Note 30: Financial risk management objectives and policies

The Company's activities expose it to market risks, Liquidity risk and credit risks. The management oversees these risks and is aided by the Risk Management Committee whose scope is to formulate the risk management policy, which will identify elements of risk, if any which may affect the Company.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises of foreign currency risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of monetary items will fluctuate because of changes in foreign exchange rates. This may have potential impact on the statement of profit and loss and other components of equity, where monetary items are denominated in a foreign currency, which are different from functional currency in which they are measured. As at the balance sheet date, the Company's net foreign currency exposure expressed in INR that is not hedged is ₹ 828 million (March 31, 2024 ₹ 2,297 million).

Following are the carrying amounts of foreign currency denominated monetary items (net) of the Company where it has significant exposure as at the balance sheet date:

(Amounts in ₹ million)

Currency	March 31, 2025	March 31, 2024
USD	(1,239)	(807)
SGD	27	245
GBP	181	743
JPY	6	(32)
EUR	(79)	1,047
AUD	50	(156)

The Company manages its foreign currency risk by hedging the receivables in the major currencies (USD, EUR, AUD, GBP and JPY) using forward contracts. The period of the forward contracts is determined by the expected collection period for invoices which currently ranges between 30 to 120 days.

Foreign currency sensitivity

Below table demonstrates sensitivity impact on Company's profit after tax and total equity due to change in foreign exchange rates of currencies where it has significant exposure:

Currency	(Amounts in ₹ million)			
	March 31, 2025		March 31, 2024	
	+1%	-1%	+1%	-1%
USD	54	(54)	58	(58)
EUR	11	(11)	18	(18)
GBP	7	(7)	8	(8)
JPY	2	(2)	2	(2)
SGD	–	–	2	(2)
AUD	3	(3)	3	(3)

The above sensitivity impact gain (loss) is due to every percentage point appreciation or depreciation in the exchange rate of respective currencies, with all other variables held constant. Sensitivity impact is computed based on change in value of monetary assets and liabilities denominated in above respective currency, where the functional currency of the entity is a currency other than above respective currency and entities with functional currency as above respective currency where transactions are in foreign currencies. The Company's exposure to foreign currency changes for all other currencies is not material.

(b) Liquidity risk

Liquidity risk management implies maintaining sufficient availability of funds to meet obligations when due and to close out market positions. The Company monitors rolling forecast of the cash and cash equivalent on the basis of expected cash flows.

The table below summarizes the maturity profile of the Company's financial liabilities.

Particulars	(Amounts in ₹ million)		
	Less than 1 year	More than 1 year	Total
As at March 31, 2025			
Lease liabilities	107	219	326
Trade payables	223	–	223
Foreign exchange forward contract, net	–	–	–
Amount due to subsidiaries	186	–	186
Accrued expenses	495	–	495
Accrued compensation to employees	765	–	765
Capital creditors	57	–	57
Unpaid dividends	42	–	42
	1,875	219	2,094

Particulars	(Amounts in ₹ million)		
	Less than 1 year	More than 1 year	Total
As at March 31, 2024			
Lease liabilities	179	62	241
Trade payables	204	–	204
Foreign exchange forward contract, net	9	–	9
Amount due to subsidiaries	251	–	251
Accrued expenses	532	–	532
Accrued compensation to employees	630	–	630
Capital creditors	59	–	59
Unpaid dividends	38	–	38
	1,902	62	1,964

The Company has sufficient funds in cash and cash equivalents and other bank balances to meet obligations towards financial liabilities.

(c) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables, including receivables from related parties) and from its finance activities, including time deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade and unbilled receivables

Customer credit risk is managed in line with the established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on regional historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 7. As of March 31, 2025, the single customer group contributes 86% of trade receivables.

(ii) Cash and Bank balances

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with existing Bankers and within credit limits assigned to each banker.

Company follows a conservative philosophy and aims to invest surplus funds in time deposits mainly in India with well-known and highly rated banks. The duration of such time deposits will not exceed 364 days. The Company, on quarterly basis, monitors the credit ratings and total deposit balances of each of its bankers. Further limits are set to minimize the concentration of risks and therefore mitigate financial loss of any potential failure to repay deposits.

Note 31: Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company's capital management is to maximize the equity shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and other financial requirements.

Note 32: Derivative instruments

The Company enters into forward foreign exchange contracts where the counter party is a bank. The Company purchases forward foreign exchange contracts to mitigate the risks of change in foreign exchange rate on receivables denominated in certain foreign currencies. The Company considers the risk of non-performance by the counter party as non-material.

As at March 31, 2025 the Company has following outstanding derivative instrument:

Particulars	(Amounts in million)			
	March 31, 2025		March 31, 2024	
Forward contracts - Sell in USD	USD	85	USD	89
Forward contracts - Sell in AUD	AUD	5	AUD	11
Forward contracts - Sell in EUR	EUR	17	EUR	15
Forward contracts - Sell in JPY	JPY	420	JPY	505
Forward contracts - Sell in GBP	GBP	6	GBP	3

Note 33: Code on Social Security

The Code on Social Security, 2020 ("Code") relating to employee benefits during the employment and post-employment benefits has been published in the Gazette of India on September 29, 2020. The Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. The Company will give appropriate effect in the financial statements once the effective date of these changes is notified.

Note 34: Names of related parties and description of relationship:

Relationship	Names of related parties
(i) Related parties where control exists	
Ultimate Holding Company	Oracle Corporation
Holding Company	Oracle Global (Mauritius) Limited
Direct Subsidiaries	Oracle Financial Services Software B.V. Oracle Financial Services Software Pte. Ltd. Oracle Financial Services Software Chile Limitada Oracle Financial Services Software (Shanghai) Limited Oracle Financial Services Software America, Inc. ISP Internet Mauritius Company Oracle (OFSS) Processing Services Limited Oracle (OFSS) ASP Private Limited Mantas India Private Limited Oracle (OFSS) BPO Services Limited
Subsidiaries of Subsidiaries	Subsidiary of Oracle Financial Services Software B.V. - Oracle Financial Services Software S.A. Subsidiary of Oracle Financial Services Software Pte. Ltd. - Oracle Financial Services Consulting Pte. Ltd. Subsidiaries of Oracle Financial Services Software America, Inc. - Oracle Financial Services Software, Inc. - Mantas Inc. Subsidiaries of Mantas Inc. - Sotas Inc. Subsidiary of ISP Internet Mauritius Company - Oracle (OFSS) BPO Services Inc.
(ii) Related parties with whom transactions have taken place during the year	
Fellow Subsidiaries	Oracle Egypt Ltd. Oracle Canada ULC Oracle Taiwan LLC Oracle EMEA Limited Oracle America, Inc. Oracle Nederland B.V. Oracle Vietnam Pte., Ltd. Oracle Italia S.R.L. Oracle Polska, Sp.z.o.o. Oracle India Private Limited Oracle East Central Europe Limited Oracle Systems Hong Kong Limited Oracle (Philippines) Corporation Oracle do Brasil Sistemas Limitada Oracle Corporation Malaysia Sdn. Bhd. Oracle Systems Limited Oracle East Central Europe Services B.V. Oracle Corporation Australia Pty Limited Oracle Solution Services (India) Private Ltd. Oracle Corporation (South Africa) (Proprietary) Limited Oracle Information Technology Service (Shenzhen) Co., Ltd. Oracle Technology Systems (Kenya) Limited Oracle de Mexico, S.A. de C.V. Oracle New Zealand PT Oracle Indonesia

Relationship	Names of related parties
	Oracle Colombia Limitada
	Oracle Korea Ltd.
	Sistemas Oracle del Peru S.R.L.
	Oracle Caribbean, Inc.
	Oracle de Centroamerica, S.A.
	Oracle Srbija & Crna Gora d.o.o.
	Sistemas Oracle de Chile Limitada
	Oracle Argentina S.R.L.
	Oracle Corporation (Thailand) Company Limited
	Oracle Corporation Japan
	Oracle Corporation Singapore Pte Ltd
	Oracle Systems Pakistan (Private) Limited
	Oracle Belgium B.V.B.A/SPRL.
	Oracle (QFC) Systems LLC
	Oracle Austria GmbH
	Oracle Corporation UK Limited
	Oracle Czech s.r.o.
	Oracle Technology Systems (Ghana) Limited Company
	Oracle Svenska AB
	Oracle France, S.A.S.
(iii) Controlled Trust	i-flex Employee Stock Option Trust
(iv) Key Managerial Personnel ("KMP")	Chaitanya Kamat - Managing Director and Chief Executive Officer (till October 4, 2023) Makarand Padalkar - Whole-time Director & Chief Financial Officer (till October 4, 2023) Makarand Padalkar - Managing Director and Chief Executive Officer (from October 5, 2023) Avadhut Ketkar - Chief Financial Officer (from October 5, 2023) Onkarnath Banerjee - Company Secretary & Compliance Officer
(v) Independent Directors	S Venkatachalam (till March 31, 2024) Richard Jackson (till March 31, 2024) Mrugank Paranjape (from December 4, 2023) Sridhar Srinivasan (till March 31, 2025) Kavita Venugopal (from March 3, 2025) Jane Murphy

Transactions and balances outstanding with these parties are described below:

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Revenue				
Fellow Subsidiaries				
Oracle America, Inc.	5,009	5,027	963	771
Oracle Corporation (South Africa) (Proprietary) Limited	654	543	204	76
Oracle India Private Limited	825	777	217	141
Oracle Egypt Ltd.	591	556	139	762
Oracle do Brasil Sistemas Limitada	134	156	27	32
Oracle Canada ULC	1,604	1,634	280	231
Oracle Caribbean, Inc.	272	265	22	32
Oracle Colombia Limitada	257	120	46	10
Oracle de Centroamerica, S.A.	83	123	11	14
Oracle de Mexico, S.A. de C.V.	311	21	6	4
Sistemas Oracle de Chile Limitada	219	274	17	60
Sistemas Oracle del Peru S.R.L.	51	36	(15)	6
Oracle Argentina S.R.L.	—	*—	—	1
PT Oracle Indonesia	243	351	33	54
Oracle Taiwan LLC	667	656	500	411
Oracle Vietnam Pte., Ltd.	440	336	64	185
Oracle Korea Ltd.	8	9	3	1

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Oracle New Zealand	268	258	21	20
Oracle Systems Hong Kong Limited	397	339	80	24
Oracle Corporation Japan	1,656	1,335	180	115
Oracle Corporation Malaysia Sdn. Bhd.	408	276	112	21
Oracle (Philippines) Corporation	146	123	18	15
Oracle Corporation (Thailand) Company Limited	493	596	61	132
Oracle (QFC) Systems LLC	–	3	–	*_
Oracle Austria GmbH	3	4	–	3
Oracle Belgium B.V.B.A./SPRL.	25	12	5	5
Oracle Corporation Australia Pty Limited	38	20	6	17
Oracle Corporation UK Limited	58	21	14	8
Oracle Svenska AB	3	–	–	–
Oracle France, S.A.S.	8	–	4	–
Subsidiaries				
Oracle Financial Services Software B.V.	16,698	15,233	2,795	2,320
Oracle Financial Services Software, Inc.	7,336	6,884	812	392
Oracle Financial Services Software Pte. Ltd.	4,119	4,401	847	1,233
Oracle Financial Services Software (Shanghai) Limited	33	44	4	35
Oracle Financial Services Software Chile Limitada	252	184	98	106
Oracle (OFSS) Processing Services Limited	401	256	114	143
Unbilled revenue				
Fellow Subsidiaries				
Oracle America, Inc.	–	–	307	351
Oracle Corporation (South Africa) (Proprietary) Limited	–	–	111	127
Oracle do Brasil Sistemas Limitada	–	–	5	24
Oracle India Private Limited	–	–	73	127
Oracle Egypt Ltd.	–	–	53	283
Oracle Canada ULC	–	–	205	271
Oracle Caribbean, Inc.	–	–	21	42
Oracle Colombia Limitada	–	–	13	9
Oracle de Centroamerica, S.A.	–	–	9	30
Oracle de Mexico, S.A. de C.V.	–	–	12	2
Sistemas Oracle de Chile Limitada	–	–	43	52
Sistemas Oracle del Peru S.R.L.	–	–	4	*_
Oracle (Philippines) Corporation	–	–	26	17
Oracle Argentina S.R.L.	–	–	–	*_
Oracle Corporation (Thailand) Company Limited	–	–	37	54
Oracle Corporation Japan	–	–	59	123
Oracle Corporation Malaysia Sdn. Bhd.	–	–	29	37
Oracle New Zealand	–	–	30	50
Oracle Systems Hong Kong Limited	–	–	44	55
Oracle Taiwan LLC	–	–	32	57
Oracle Vietnam Pte., Ltd.	–	–	11	32
PT Oracle Indonesia	–	–	23	30
Oracle (QFC) Systems LLC	–	–	–	*_
Oracle Austria GmbH	–	–	–	1
Oracle Belgium B.V.B.A./SPRL.	–	–	1	2
Oracle Corporation Australia Pty Limited	–	–	1	3
Oracle Corporation UK Limited	–	–	2	2
Oracle Korea Ltd.	–	–	1	*_
Oracle France	–	–	1	–

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Subsidiaries				
Oracle Financial Services Software B.V.	–	–	792	1,702
Oracle Financial Services Software, Inc.	–	–	352	331
Oracle Financial Services Software Pte. Ltd.	–	–	14	–
Oracle Financial Services Software (Shanghai) Limited	–	–	6	–
Deferred revenue				
Fellow Subsidiaries				
Oracle America, Inc.	–	–	(60)	(102)
Oracle Colombia Limitada	–	–	(4)	(13)
Oracle Korea Ltd.	–	–	–	(2)
Oracle (Philippines) Corporation	–	–	–	*_
Oracle de Mexico, S.A. de C.V.	–	–	–	*_
Sistemas Oracle del Peru S.R.L.	–	–	–	(3)
Oracle Do Brasil Sistemas Limitada	–	–	(1)	–
Oracle Corporation Japan	–	–	(2)	–
Subsidiaries				
Oracle Financial Services Software Pte. Ltd.	–	–	–	(19)
Oracle Financial Services Software (Shanghai) Limited	–	–	–	*_
Oracle Financial Services Software Chile Limitada	–	–	67	(95)
Bad debts				
Fellow Subsidiary				
Oracle Egypt Limited	402	34	–	–
Subsidiaries				
Oracle Financial Services Software, Inc.	–	1	–	–
Oracle Financial Services Software Pte. Ltd.	45	20	–	–
Oracle Financial Services Software B.V.	41	9	–	–
Impairment allowance				
Fellow Subsidiaries				
Oracle America, Inc.	(3)	8	(6)	(9)
Oracle Egypt Ltd.	(461)	330	(5)	(467)
Oracle Corporation (South Africa) (Proprietary) Limited	5	1	(7)	(2)
Oracle Colombia Limitada	–	*_	(1)	(1)
Oracle Canada ULC	–	(1)	–	–
Oracle India Private Limited	(1)	1	(1)	(2)
Oracle Caribbean, Inc.	(2)	3	(1)	(3)
Oracle de Mexico, S.A. de C.V.	3	*_	(3)	*_
Sistemas Oracle del Peru S.R.L.	(1)	1	–	(1)
Sistemas Oracle de Chile Limitada	(4)	13	(9)	(13)
Oracle de Centroamerica, S.A.	4	*_	(4)	*_
Oracle do Brasil Sistemas Limitada	–	*_	–	*_
Oracle (Philippines) Corporation	–	*_	–	*_
Oracle Corporation (Thailand) Company Limited	(1)	1	–	(1)
Oracle Corporation Japan	–	(1)	(1)	(1)
Oracle Corporation Malaysia Sdn. Bhd.	–	*_	–	*_
Oracle Korea Ltd.	–	*_	–	*_
Oracle New Zealand	–	*_	–	*_
Oracle Systems Hong Kong Limited	–	*_	–	(1)
Oracle Taiwan LLC	15	4	(21)	(6)
Oracle Vietnam Pte., Ltd.	–	*_	–	(1)

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
PT Oracle Indonesia	(1)	*_	—	(1)
Oracle Austria GmbH	—	*_	—	*_
Oracle Corporation UK Limited	—	*_	—	*_
Oracle Belgium B.V.B.A./SPRL.	—	*_	—	*_
Oracle (QFC) Systems LLC	—	*_	—	*_
Oracle Corporation Australia Pty Limited	—	*_	—	*_
Oracle Argentina S.R.L.	—	*_	—	*_
Oracle Corporation Singapore Pte Ltd	—	—	—	—
Subsidiaries				
Oracle Financial Services Software B.V.	(9)	85	(140)	(149)
Oracle Financial Services Software, Inc.	3	31	(53)	(50)
Oracle Financial Services Software Pte. Ltd.	(42)	(37)	(10)	(52)
Oracle Financial Services Software (Shanghai) Limited	—	*_	—	*_
Oracle Financial Services Software Chile Limitada	14	—	(14)	—
Rent expenses (including lease payments)				
Fellow Subsidiaries				
Oracle Nederland B.V.	—	*_	—	—
Oracle Systems Limited	42	40	—	—
Oracle India Private Limited	36	2	(1)	*_
Oracle Solution Services (India) Private Ltd.	1	2	—	*_
Miscellaneous income (including sub-lease receipts)				
Fellow Subsidiaries				
Oracle India Private Limited	23	21	8	6
Oracle Solution Services (India) Private Ltd.	8	6	1	—
Oracle America, Inc.	—	3	—	3
Sistemas Oracle de Chile Limitada	1	2	1	2
Oracle Colombia Limitada	—	1	—	1
Oracle Corporation Japan	(1)	2	—	2
Oracle Corporation (Thailand) Company Limited	—	1	—	1
Oracle Caribbean, Inc.	(1)	1	—	1
Oracle Corporation (South Africa) (Proprietary) Limited	—	4	—	4
Oracle Vietnam Pte., Ltd.	—	3	1	3
PT Oracle Indonesia	—	1	—	1
Oracle Canada ULC	(1)	1	—	1
Oracle (Philippines) Corporation	—	*_	—	*_
Oracle Taiwan LLC	11	10	11	10
Oracle Corporation Malaysia Sdn. Bhd.	—	1	—	1
Oracle Systems Hong Kong Limited	—	1	—	1
Oracle New Zealand	—	1	—	1
Subsidiary				
Oracle Financial Services Software B.V.	6	—	—	—
Oracle Financial Services Software, Inc.	—	—	—	—
Oracle Financial Services Software Chile Limitada	10	—	—	—
Oracle (OFSS) Processing Services Limited	—	*_	—	—
Payment of equity dividend				
Holding Company				
Oracle Global (Mauritius) Limited.	15,132	14,187	—	—

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Key managerial personnel	32	50	–	–
Independent Directors	–	1	–	–
Professional fee expenses				
Fellow Subsidiaries				
Oracle India Private Limited	426	506	(122)	(125)
Oracle Information Technology Service (Shenzhen) Co., Ltd.	–	21	–	(20)
Oracle EMEA Limited	8	5	(6)	(7)
Oracle Systems Limited	5	3	(3)	(1)
Oracle de Mexico, S.A. de C.V.	–	–	–	*_
Oracle Corporation (Thailand) Company Limited	1	5	–	(4)
Oracle (Philippines) Corporation	1	2	(1)	(1)
Oracle Systems Pakistan (Private) Limited	5	4	(4)	(6)
Oracle Egypt Ltd.	–	4	–	–
Oracle America, Inc.	3	–	–	–
Oracle Solution Services (India) Private Ltd.	15	27	(2)	(5)
Oracle Corporation Australia Pty Limited	–	1	–	*_
Oracle Vietnam Pte. Ltd.	–	–	–	–
Subsidiaries				
Oracle Financial Services Software B.V.	45	36	(31)	(29)
Oracle Financial Services Software, Inc.	204	238	(217)	(225)
Oracle Financial Services Software Pte. Ltd.	33	48	(18)	(38)
Oracle (OFSS) Processing Services Limited	26	30	(4)	(5)
Oracle (OFSS) BPO Services Limited	246	217	(38)	(66)
Oracle Financial Services Software (Shanghai) Limited	–	1	–	(1)
Oracle Financial Services Software Chile Limitada	–	2	(2)	(2)
Reimbursement (recovery) of expenses				
Fellow Subsidiaries				
Professional fees				
Oracle America, Inc.	31	(3)	(25)	(27)
Oracle Corporation (South Africa) (Proprietary) Limited	–	(1)	–	(1)
Oracle Corporation (Thailand) Company Limited	–	*_	–	(1)
Oracle East Central Europe Services B.V.	–	*_	(1)	(1)
Oracle Technology Systems (Ghana) Limited Company	–	*_	–	*_
Oracle Corporation UK Limited	1	1	(2)	(1)
Other Expenses				
Oracle (Philippines) Corporation	(2)	*_	–	(2)
Oracle Canada ULC	–	*_	–	–
Oracle Corporation (South Africa) (Proprietary) Limited	6	2	(6)	(1)
Oracle Corporation (Thailand) Company Limited	–	–	–	*_
Oracle Corporation Malaysia Sdn. Bhd.	–	6	–	*_
Oracle do Brasil Sistemas Limitada	–	*_	(1)	(3)
Oracle East Central Europe Limited	–	*_	(1)	(1)
Oracle East Central Europe Services B.V.	–	*_	–	*_
Oracle Egypt Ltd.	16	2	(16)	(2)
Oracle Polska, Sp.z.o.o.	–	*_	–	*_
Oracle Korea Ltd.	–	*_	–	*_
Oracle New Zealand	1	*_	(1)	(1)
Oracle Srbija & Crna Gora d.o.o.	1	3	(1)	*_
Oracle Vietnam Pte., Ltd.	–	*_	–	–

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
PT Oracle Indonesia	—	*_	—	(1)
Sistemas Oracle de Chile Limitada	—	*_	(1)	(1)
Oracle India Private Limited	—	*_	—	—
Oracle Czech s.r.o.	—	*_	—	*_
Oracle Information Technology Service (Shenzhen) Co., Ltd.	2	32	(27)	(25)
Oracle Corporation Singapore Pte Ltd	7	—	(1)	—
Oracle Systems Limited	(1)	—	1	—
Subsidiaries				
Oracle Financial Services Software B.V.	(241)	(230)	34	(10)
Oracle Financial Services Software, Inc.	(243)	(276)	38	22
Oracle Financial Services Software Pte. Ltd.	(222)	(139)	38	24
Oracle Financial Services Software Chile Limitada	(4)	(14)	1	1
Oracle (OFSS) Processing Services Limited	—	*_	—	*_
Oracle (OFSS) BPO Services Limited	—	*_	—	*_
Oracle Financial Services Software S.A.	(52)	(1,229)	312	1,208
Directors	2	3	—	—
Key managerial personnel [Refer note (i)]				
Short-term employment benefits	38	64	—	—
Post-employment retiral benefits	1	(2)	—	—
Share based payments	92	56	—	—
Commission				
Independent Directors	13	16	—	—
Other expenses				
Fellow Subsidiaries				
Oracle India Private Limited	3	1	(4)	*_
Oracle Corporation Singapore Pte Ltd	—	—	*_	*_
Oracle Systems Limited	—	—	—	—
Subsidiary				
Oracle Financial Services Software (Shanghai) Limited	—	*_	—	—
Oracle (OFSS) Processing Services Limited	—	—	—	—
Oracle (OFSS) BPO Services Limited	—	—	—	—
Procurement / (sale) of fixed assets, net				
Fellow Subsidiary				
Oracle India Private Limited	3	—	—	—
Oracle Systems Limited	1	1	—	*_
Oracle EMEA Limited	—	1	—	—
Oracle Corporation (South Africa) (Proprietary) Limited	—	*_	—	—
Subsidiaries				
Oracle (OFSS) Processing Services Limited	—	—	—	—
Oracle (OFSS) BPO Services Limited	(1)	—	—	—
Investments				
Subsidiaries				
Oracle Financial Services Software B.V.	—	—	809	809
Oracle Financial Services Software Pte. Ltd.	1	*_	131	130
Oracle Financial Services Software America, Inc.	2	1	6,420	6,418
Oracle Financial Services Software (Shanghai) Limited	—	—	46	46

(Amounts in ₹ million)

Particulars	Transaction		Amount receivable (payable)	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Oracle Financial Services Software Chile Limitada	–	–	81	81
ISP Internet Mauritius Company	–	–	340	340
Mantas India Private Limited	–	–	20	20
Oracle (OFSS) ASP Private Limited	–	–	46	46
Oracle (OFSS) Processing Services Limited	–	–	13	13
Oracle (OFSS) BPO Services Limited	4	5	185	181
Dividend received				
Subsidiaries				
Oracle Financial Services Software Inc.	15,199	–	–	–
Stock compensation charge				
Ultimate Holding Company				
Oracle Corporation	118	38	1	–
Oracle Employee Stock Purchase Plan				
Ultimate Holding Company				
Oracle Corporation	1	1	(12)	(9)
Impairment on investment				
Subsidiaries				
ISP Internet Mauritius Company	–	–	(167)	(167)
Oracle (OFSS) ASP Private Limited	–	–	(5)	(5)

* Represents amount less than ₹ 0.50 million.

Note (i): Remuneration includes salary, bonus and perquisites. During the year, 6,301 OSUs under OFSS Stock Plan 2014 (March 31, 2024 - 29,478 OSUs under OFSS Stock Plan 2014) were granted to KMP.

Note (ii): Terms and conditions of transactions with related parties.

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at year end are unsecured and interest free and settlement occurs in cash.

Note 35: Disclosure on revenue from operations

(a) Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography, streams and type of contract for each of our business segments.

Year ended March 31, 2025		(Amounts in ₹ million)		
Particulars	Products	Services	Total	
Revenues by geography				
India	6,232	–	6,232	
Outside India				
Americas				
United States of America	9,090	2,509	11,599	
Rest of America	3,945	–	3,945	
Europe	6,815	808	7,623	
Asia Pacific	8,729	464	9,193	
Middle East and Africa	12,078	321	12,399	
	46,889	4,102	50,991	
Revenue by streams and type of contract				
License fees	7,560	–	7,560	
Maintenance fees	16,794	–	16,794	
Consulting fees				
Fixed price	17,151	3,436	20,587	
Time and material basis	5,384	666	6,050	
	46,889	4,102	50,991	

Year ended March 31, 2024

(Amounts in ₹ million)

Particulars	Products	Services	Total
Revenues by geography			
India	6,091	–	6,091
Outside India			
Americas			
United States of America	9,042	2,404	11,446
Rest of America	3,410	–	3,410
Europe	6,496	740	7,236
Asia Pacific	8,599	420	9,019
Middle East and Africa	10,336	307	10,643
	43,974	3,871	47,845
Revenues by streams and type of contract			
License fees	6,604	–	6,604
Maintenance fees	15,913	–	15,913
Consulting fees			
Fixed price	15,648	3,104	18,752
Time and material basis	5,809	767	6,576
	43,974	3,871	47,845

- (b) During the year ended March 31, 2025, the Company recognized revenue of ₹ 1,001 million from opening deferred revenue as of April 1, 2024.

During the year ended March 31, 2024, the Company recognized revenue of ₹ 1,027 million from opening deferred revenue as of April 1, 2023.

- (c) During the year ended March 31, 2025 and March 31, 2024, the Company has not recognized any revenue from performance obligations satisfied prior to April 1, 2024 and April 1, 2023; respectively.
- (d) Change in contract assets and contract liabilities are on account of transactions undertaken in the normal course of business. In accordance with Ind AS 115, unbilled revenue of ₹ 1,717 million as at March 31, 2025 (March 31, 2024 ₹ 1,682 million) has been classified as other current asset.

(e) Reconciliation of revenue recognized with contract price for the year

(Amounts in ₹ million)

	March 31, 2025	March 31, 2024
Revenue as per contracted price	51,018	47,868
Reduction towards discounts	(27)	(23)
Revenue from operations	50,991	47,845

(f) Remaining performance obligation

The Company has applied the practical expedient as provided in Ind AS 115 and excluded the disclosure relating to remaining performance obligation for:

- contracts where the original expected duration is one year or less
- contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date. Typically this involves those contracts where invoicing is on time and material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors such as terminations, changes in the scope of contracts, periodic revalidations of estimates and other macro economic factors.

The aggregate amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as at March 31, 2025, after considering the practical expedient mentioned above is ₹ 34,923 million (March 31, 2024 ₹ 29,555 million), out of which 43% (March 31, 2024 62%) is expected to be recognized as revenue within the next one year and the balance thereafter.

(g) Asset recognized from the costs to obtain a contract

The Company recognizes incremental costs of obtaining a contract with customers as an asset and discloses them under "other assets" as deferred contract costs in the Standalone financial statements. Incremental costs of obtaining contracts are those costs that the Company incurs to obtain a contract with the customer that would not have been incurred if the contract had not been obtained. Such deferred contract costs assets are amortized over the benefit period.

The Company has amortized deferred contract cost of ₹ 35 million for the year ended March 31, 2025 (March 31, 2024 ₹ 28 million) and has closing balance of deferred contract cost asset of ₹ 94 million as at March 31, 2025 (March 31, 2024 ₹ 72 million).

Note 36: Corporate Social Responsibility (“CSR”) expenditure

As per the requirements of Section 135 of the Companies Act, 2013 the Company is required to spend at least 2% of its average net profit for the immediately preceding three financial years on CSR activities.

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Amount required to be spent by the Company during the year	519	481
Excess amount paid in the previous financial year adjusted in current financial year	31	26
Net amount required to be spent during the year	488	455
Amount spent by the Company during the year	518	486
Excess amount carried forward for set off against CSR spends in the next financial year	30	31
Nature of CSR activities	Promoting education and strengthening water, sanitation and hygiene (WASH) infrastructure.	

Note 37: Dividend from subsidiary company

During the year ended March 31, 2025; the Company has received dividend of ₹ 15,199 million from its wholly owned subsidiary company Oracle Financial Services Software America, Inc.

Note 38: Segment information

The Company publishes the standalone financial statements along with the consolidated financial statements. In accordance with Ind AS 108, Operating Segments, the Company has disclosed the segment information in the consolidated financial statements.

Note 39: Net equity dividend remitted in foreign exchange

	Year ended March 31, 2025	Year ended March 31, 2024
Year of remittance (ending on)	March 31, 2025	March 31, 2024
Period to which it relates	March 31, 2024	March 31, 2023
Number of non resident shareholders	4	1
Number of equity shares on which dividend was due	63,052,565	63,051,197
Amount remitted (in USD million)	172	164
Amount remitted (in SGD million)	*_	_
Amount remitted (in ₹ million) (net of TDS ₹ 757 million; March 31, 2024 - ₹ 709 million)	14,376	13,477

* Represents amount less than SGD 0.50 million.

Note 40: Tax litigations

As at March 31, 2025, the Company has certain litigations with respect to tax matters for various assessment years amounting to ₹ 29,061 million (March 31, 2024 - ₹ 28,497 million), which are pending before various appellate / tax authorities. The management expects that its position will be upheld on ultimate resolution and the possibility of any outflow of resources is remote. Demand of tax payable after adjusting taxes paid under protest and refunds amounts to ₹ 20,190 million (March 31, 2024 - ₹ 21,119 million) as at March 31, 2025. Further for certain litigations the Company has aggregate provisions of ₹ 377 million (March 31, 2024 - ₹ 279 million) as at March 31, 2025.

Note 41: Auditor's remuneration (including GST)

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
As auditor		
Audit fees	13	13
Limited review	9	8
Tax audit	1	1
Certifications	1	1
Out-of-pocket expenses	—	*—
	24	23

* Represents amount less than ₹ 0.50 million.

As per our report of even date

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No. 101049W / E300004

per Govind Ahuja

Partner

Membership No. 048966

Mumbai, India

April 25, 2025

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

Jane Murphy

Chairperson

DIN: 08336710

Avadhut Ketkar

Chief Financial Officer

Mumbai, India

April 25, 2025

Makarand Padalkar

Managing Director

& Chief Executive Officer

DIN: 02115514

Onkarnath Banerjee

Company Secretary

& Compliance Officer

ACS: 8547

Mrugank Paranjape

Director

DIN: 02162026

Standalone statement of cash flow for the year ended March 31, 2025

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from operating activities		
Profit before tax	43,101	26,361
Adjustments to reconcile profit before tax to cash provided by operating activities:		
Depreciation and amortization	598	598
(Profit) loss on sale of property, plant and equipment	(4)	*—
Employee stock compensation expense	977	688
Finance income	(2,069)	(2,408)
Dividend from subsidiary company	(15,199)	—
Effect of exchange rate changes in cash and cash equivalents	(49)	(5)
Effect of exchange rate changes in assets and liabilities	176	(1)
Finance cost	13	21
Impairment loss (reversed) recognized on contract assets	(517)	456
Impairment loss recognized on other financial assets	11	7
Bad debts	505	64
Deferred rent	35	—
	27,578	25,781
Movements in operating assets and liabilities		
(Increase) in other non-current assets	(43)	(28)
(Increase) in trade receivables	(526)	(2,410)
Decrease / (increase) in other current financial assets	2,027	(2,259)
(Increase) in other current assets	(88)	(386)
Increase in non-current employee benefit obligations	304	316
Increase / (decrease) in trade payables	21	(33)
Increase in other current financial liabilities	12	289
(Decrease) / increase in other current liabilities	(156)	265
(Decrease) in other non-current liabilities	(42)	(21)
Increase in current employee benefit obligations	302	162
Cash from operating activities	29,389	21,676
Payment of domestic and foreign taxes, net of refunds	(9,779)	(5,240)
Net cash provided by operating activities	19,610	16,436
Cash flows from investing activities		
Purchase of property, plant and equipment	(345)	(288)
Proceeds from sale of property, plant and equipment	6	*—
(Placement) of deposits for premises and others	(19)	(1)
Dividend from subsidiary company	15,199	—
Bank fixed deposits having maturity of more than three months matured	20,130	33,515
Bank fixed deposits having maturity of more than three months booked	(46,340)	(19,600)
Interest received	1,120	1,623
Net cash (used in) provided by investing activities	(10,249)	15,249

Standalone statement of cash flow for the year ended March 31, 2025 (continued)

(Amounts in ₹ million)

	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from financing activities		
Proceeds from issue of shares under employee stock option plan	127	208
Equity dividend paid	(20,806)	(19,460)
Interest paid on lease liabilities	(13)	(21)
Repayment of lease liabilities	(179)	(160)
Net cash (used in) financing activities	(20,871)	(19,433)
Net (decrease) / increase in cash and cash equivalents	(11,510)	12,252
Cash and cash equivalents at beginning of the year	13,665	1,408
Effect of exchange rate changes in cash and cash equivalents	49	5
Cash and cash equivalents at end of the year	2,204	13,665
Component of cash and cash equivalents		
Balances with banks:		
In current accounts	1,661	1,487
In deposit accounts with original maturity of less than three months	501	12,140
In unclaimed dividend accounts	42	38
Total cash and cash equivalents at the end of the year [Refer note 9(a)]	2,204	13,665

* Represents amount less than ₹ 0.50 million.

As per our report of even date

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 101049W / E300004

per Govind Ahuja
Partner
Membership No. 048966

Mumbai, India
April 25, 2025

For and on behalf of the Board of Directors of
Oracle Financial Services Software Limited

Jane Murphy
Chairperson
DIN: 08336710

Avadhut Ketkar
Chief Financial Officer

Mumbai, India
April 25, 2025

Makarand Padalkar
Managing Director
& Chief Executive Officer
DIN: 02115514

Onkarnath Banerjee
Company Secretary
& Compliance Officer
ACS: 8547

Mrugank Paranjape
Director
DIN: 02162026

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Notice of annual general meeting

Notice of annual general meeting

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of Oracle Financial Services Software Limited ("Company") will be held on Thursday, July 24, 2025 at 3:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend of ₹ 265 per equity share already paid, as the final dividend for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Harinderjit Singh (DIN: 06628566) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Makarand Padalkar (DIN: 02115514) who retires by rotation and being eligible, offers himself for re-appointment.

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 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 recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Nian Nian Yuan (DIN: 11107498) who was appointed as an Additional Director of the Company with effect from June 11, 2025, be and is hereby appointed as the Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including circulars issued thereunder and in accordance with Section 204 of the Companies Act, 2013 ("the Act") and read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, other applicable laws/statutory provisions, if any, (including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereto), and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s P. Diwan & Associates, Practicing Company Secretaries (Firm Registration Number - MU000011288), be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a period of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 at such fees plus applicable taxes and other out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

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
June 11, 2025

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. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts and reasons for the proposal(s) is annexed to the notice of the AGM ("Notice").
- b. Additional information required as per the Companies Act, 2013 ("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 (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") in respect of item nos. 3, 4 and 5 forms an integral part of the Notice. The Directors have furnished the requisite declarations and consents.
- c. The Ministry of Corporate Affairs ("MCA") vide its various circulars being issued from time to time, the latest circular being circular dated September 19, 2024 ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars") has permitted holding the Annual General Meeting ("AGM") through VC / OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations, MCA and SEBI Circulars, the 36th AGM of the Company is scheduled to be held through VC / OAVM.
- d. Since this AGM is being through VC / OAVM, the route map, proxy form and attendance slip are not annexed to this Notice.
- e. In compliance with MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic form to those Members whose email addresses are registered with the Company / Depository Participants unless a member has specifically requested a copy of the same. Members may note that the Annual Report 2024-25, which includes Notice of the AGM, is also available on the Company's website <https://investor.ofss.oracle.com>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>.
- f. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the 36th AGM, from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number, at the Company's email address ofss-corpsecretarial_in@oracle.com on or before Friday, July 18, 2025 (5:00 p.m. IST). The Company shall make efforts to take up the questions during the AGM and reply suitably.
- g. Members who would like to speak during the AGM may register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number to ofss-corpsecretarial_in@oracle.com before Saturday, July 19, 2025 (5:00 p.m. IST). Those Members who have registered themselves will only be permitted to speak during the AGM. The Members are requested to send their questions in advance at the time of registration as speaker. The Company reserves the right to restrict the number of questions and speakers, as appropriate, to ensure smooth conduct of the AGM.
- h. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 18, 2025 to Thursday, July 24, 2025, both days inclusive, for the purpose of the AGM.
- i. Statutory Registers maintained under the provisions of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members, during the e-voting period and during the proceedings of the AGM.
- j. Members may seek inspection of documents by accessing the NSDL e-voting platform at <https://www.evoting.nsdl.com> during the aforementioned period.
- k. The Company has appointed M/s P. Diwan & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process as well as voting at the AGM in a fair and transparent manner.
- l. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM and to vote through remote e-voting / e-voting during the AGM on its behalf. The said Resolution / Authorization should be sent from the Member's registered email address to the Scrutinizer's email address at pddiwan@yahoo.co.in with a copy marked to evoting@nsdl.com.
- m. The Members can join the AGM through VC / OAVM from 30 minutes before the scheduled time of commencement of the AGM by following the procedure mentioned in this Notice. Members may note that the VC / OAVM facility allows participation of at least 1,000 Members on a first-come-first-served basis. Members should join on or before the scheduled time or until expiry of 15 minutes from the scheduled time of commencement of AGM. Shareholders holding 2% or more shareholding, promoters and institutional investors can attend the AGM without any restriction on account of first-come-first-served basis.
- n. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- o. The recorded transcript of the AGM shall be made available on the Company's website at <https://investor.ofss.oracle.com> as soon as possible after the AGM is over.
- p. Members wishing to claim dividends which remain unclaimed are requested to correspond with KFin Technologies Limited, the Registrar and Share Transfer Agents ("RTA") of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund ("IEPF").

- q. The underlying shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Members are requested to claim their dividends from the Company within the stipulated timeline. Details of Members whose unclaimed dividends / shares have been transferred to IEPF are available on the Company's website: <https://investor.ofss.oracle.com>. Members may claim the same by making an application to the IEPF Authority in IEPF Form-5 available on www.iepf.gov.in.
- r. Members who hold shares in dematerialized form are requested to make nomination in respect of their shareholding by contacting their Depository Participants ("DP"). They should also notify promptly any change in their addresses, bank particulars and other related information to their respective DP.
- s. Members who have not yet registered their email addresses are requested to register the same with their DP (in case the shares are held by them in electronic form) or with the RTA (in case the shares are held by them in physical form).
- t. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") <https://smartodr.in> which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. After exhausting the option to resolve their grievances through RTA or the Company or SCORES platform, the investors can initiate dispute resolution through the ODR Portal.
- u. In terms of the Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form. Accordingly, Members holding shares in physical form are advised to dematerialize their shares to get inherent benefits of dematerialization.
- v. Members who hold shares in physical form are requested to notify any change in the KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details, etc.) and nomination details by submitting duly filled and signed Form ISR – 1 and other forms as may be applicable. Relevant details and forms prescribed by SEBI in this regard are available on the website of the RTA at <https://ris.kfintech.com/>. Folio(s) not updated with the KYC details shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing KYC details. Further, effective April 1, 2024 such folios shall be eligible for any payment including dividend, interest or redemption only through electronic mode.
- w. For any queries or assistance, Members are requested to address all communications to the RTA of the Company. Members may write to the RTA or call on 1800 309 4001 or email to einward.ris@kfintech.com.
- x. The instructions for remote e-voting and joining the AGM are as under:
 - i. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI (each as amended or modified from time to time), the Company is providing facility to its Members to cast their votes electronically through the electronic voting service facility provided by NSDL on the items of business set forth in the Notice.
 - ii. The remote e-voting period commences on Saturday, July 19, 2025 (9:00 a.m. IST) and ends on Wednesday, July 23, 2025 (5:00 p.m. IST). During this period, Members holding shares in the Company as on the close of business hours of Thursday, July 17, 2025, being the cut-off date fixed for determining voting rights of Members would be entitled to participate in the remote e-voting process. During this period, the Members holding their shares either in physical form or in dematerialized form may cast their votes electronically.
 - iii. In case of joint holders, the Member whose name appears as the first holder in the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
 - iv. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- y. The details of the process and manner for remote e-voting and joining the AGM are as under:

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

Details on Step 1 is mentioned below:

A. Login method for e-voting and joining virtual meeting 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.

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 or joining virtual meeting and voting during the meeting.
2. If you are not registered for IDeAS e-Services –
- 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 or joining virtual meeting and voting during the meeting.
 - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility for seamless voting experience.

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 user 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 evoting 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 or joining virtual meeting and voting during the meeting. Additionally, there is 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 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

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

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.
2. 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.
3. 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 or join virtual meeting & voting during the meeting.

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.com or call at +91 22 4886 7000 and +91 22 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 210 9911

- 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.com 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 is in active status.
2. Select “EVEN” of Oracle Financial Services Software Limited for which you wish to cast your vote during the remote e-voting period or voting during the meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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.com. 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.nsdl.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.nsdl.com or call on: +91 22 4886 7000 and +91 22 2499 7000 or send a request at evoting@nsdl.com.

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 Aadhaar 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 Aadhaar 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

The instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Instructions to attend the AGM through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Please note that participants connecting from Mobile Devices or Tablets or through Laptop, connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other information:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, and invalid votes, if any, to the Chairperson or any other person authorized by the Chairperson in writing who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://investor.ofss.oracle.com> and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the special business mentioned under item no. 5 and 6 in the accompanying Notice dated June 11, 2025.

Item no. 5

Based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its meeting held on June 11, 2025 has appointed Mr. Nian Nian Yuan (DIN: 11107498) as an Additional Director of the Company in the capacity of a Non-Executive, Non-Independent Director, liable to retire by rotation, subject to approval of the Members of the Company.

Pursuant to, and in accordance with, the provisions of Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 125 of the Articles of Association of the Company, Mr. Yuan is eligible for appointment as a Non-Executive, Non-Independent Director of the Company.

The Company has received Mr. Yuan's consent and relevant disclosures and declarations and that he is neither disqualified from being appointed as a Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

A brief profile of Mr. Yuan is provided under additional information forming part of the Notice.

Except Mr. Yuan, no Director, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested in the resolution set out at item no. 5 of the Notice.

In view of the above, the Board recommends the ordinary resolution set forth in item no. 5 for approval of the Members.

Item no. 6

Pursuant to the Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, on recommendation of the Audit Committee, the Board of Directors at its meeting held on June 11, 2025 has approved appointment of M/s P. Diwan & Associates, Practicing Company Secretaries (Firm Registration Number - MU000011288) as Secretarial Auditors for a period of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the Members of the Company.

M/s P. Diwan & Associates, Practicing Company Secretaries, were established in the year 2015 as a Partnership Firm. CS Prashant Diwan is a senior Partner and has total working experience of more than 42 years. M/s P. Diwan & Associates provides professional services relating to Corporate Law, Secretarial Audit, and such other Secretarial work to their clients.

M/s P. Diwan & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by ICSI. They have further confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024. The services to be rendered by M/s P. Diwan & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular dated December 31, 2024.

The proposed remuneration to be paid to M/s P. Diwan & Associates, for financial year 2025-26 is INR 140,000.00 exclusive of applicable taxes and other out-of-pocket expenses, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s P. Diwan & Associates. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in item no. 6 of this Notice.

In view of the aforesaid, the Board recommends the ordinary resolution set forth in item no. 6 for approval of the Members.

ADDITIONAL INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE THIRTY SIXTH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 26 AND 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

A brief profile of the Directors to be appointed / re-appointed is given below:

1. **Mr. Harinderjit Singh** is Executive Vice President and General Manager of Oracle's Financial Services Global Industry Unit. In this role, he is responsible for a global organization focused on Sales, Consulting, Engineering and Support of Oracle's products focused on Banking, Insurance and Capital Markets. During his 35-year Oracle career, Mr. Singh has been instrumental in leading the creation and execution of highly successful corporate, business unit, and new market strategies that produce strong topline impact across all of Oracle's hardware, software, and services product lines.

Prior to his current role, Mr. Singh was the Senior Vice President of Oracle's Industries business unit, which is responsible for Oracle's go-to-market strategy. In this role, his organization was responsible for product marketing, competitive intelligence, field enablement, deal acceleration, and mergers-and-acquisition integration across Oracle's entire product and services portfolio. In addition, his organization delivered all of Oracle's strategic customer engagement capabilities. These include solutions and expertise for all industry vertical segments, the Oracle Insight program, which is Oracle's branded value engineering competency, and Oracle Solution Centers. Additionally, his organization provided the business strategy, tools, and programs for Oracle's key accounts and midsize market segments. Prior to leading the Oracle Industries Business Unit, Mr. Singh was group vice president for Oracle Consulting, where he led Oracle's services business in North America Strategic Accounts.

Mr. Singh holds a master's degree in industrial engineering from Stanford University and a bachelor's degree in mechanical engineering from Punjab University, India. He is active in his local community and serves on the Board at the Children's Discovery Museum in San Jose, California.

2. **Mr. Makarand Padalkar** is CEO and managing director of Oracle Financial Services Software Limited, a majority-owned subsidiary of Oracle Corporation and an integral part of Oracle's Financial Services Global Industry Unit. He was the Chief Financial Officer of the Company since 2007 till 2023 and the Whole-time Director of the Company since 2019.

Mr. Padalkar has over 40 years of experience managing all the aspects of IT & product business. He joined the Company in 1994 and before becoming the CFO, his responsibilities included marketing (as head), key account management, corporate strategy and investor relations. 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 is a post graduate engineer from Indian Institute of Technology, Mumbai. He is a member of the Board of Directors of Sarvatra Technologies Private Limited.

3. **Mr. Nian Nian Yuan** is Senior Vice President of Corporate Development at Oracle responsible for mergers and acquisitions, investments, divestitures, and product licensing.

Mr. Yuan joined Oracle in 2006 and has worked in several roles at Oracle including business operations within Oracle's industry business units. His experience outside of Oracle include investment banking, consulting and leading corporate strategy. Mr. Yuan is a Member of the Board of Directors of Fivos Health.

Mr. Yuan is a bachelor's of arts from University of California, Berkeley with a degree in economics.

Details of Directors seeking appointment / re-appointment at the Annual General Meeting, are as under:

Name	Mr. Harinderjit Singh	Mr. Makarand Padalkar	Mr. Nian Nian Yuan
Age	60 years	66 years	44 years
Date of Appointment	July 10, 2013	May 9, 2019	June 11, 2025
Qualifications	Master's degree in industrial engineering from Stanford University and a bachelor's degree in mechanical engineering from Punjab University, India	Post graduate engineer from Indian Institute of Technology, Bombay	Bachelor's of arts from University of California, Berkeley with a degree in economics
Experience and expertise in specific functional areas	Over three decades of experience in managing global technology business. Heads the Financial Services Global Industry Unit in Oracle Corporation	Financial, Business and Technology Consulting	Mergers and acquisitions, investments, divestitures, and product licensing

Name	Mr. Harinderjit Singh	Mr. Makarand Padalkar	Mr. Nian Nian Yuan
Terms and conditions of appointment including remuneration	Non-Executive, Non-Independent Director, liable to retire by rotation	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 set out in Postal Ballot Notice dated October 18, 2023	Non-Executive, Non-Independent Director, liable to retire by rotation
Remuneration last drawn	Not Applicable	Refer Corporate Governance Report	Not Applicable
Directorships held in other Companies	Children's Discovery Museum, San Jose, California	Sarvatra Technologies Private Limited	Fivos Health
Listed entities from which Director has resigned in past three years	None	None	None
Memberships / Chairmanships of Committees in the Company	Chairperson: Corporate Social Responsibility Committee Membership: Nomination and Remuneration Committee	Memberships: - Stakeholders' Relationship Committee - ESOP Allotment Committee - Risk Management Committee - Corporate Social Responsibility Committee	None
Memberships / Chairmanships of Committees in other Companies	None	None	None
No. of Shares held in the Company as on June 11, 2025 (including shareholding as a beneficial owner)	Nil	109,592	Nil
Inter-se relationship with other directors/ Key Managerial Personnel	None	None	None

For the purpose of disclosing the Directorships in Other Companies, all the Companies around the world (listed, unlisted, private limited companies and foreign companies), including subsidiaries of the Company are considered.

For the purpose of disclosing number of Chairpersonships / Memberships of the Committees of the Board of other companies, only the Audit Committee and the Stakeholders' Relationship Committee of the Companies are considered.

For other details in respect of the above directors, such as the number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel, etc., please refer the Corporate Governance Report which is a part of this Annual Report.

Information at a glance:

Sr. No.	Particulars	Details
1.	Date and Time of AGM	Thursday, July 24, 2025 at 3:00 pm (IST)
2.	Mode of conduct	Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")
3.	Link to participate in the AGM through VC/OAVM	https://www.evoting.nsdl.com <i>[For details please refer note no. y of the Notice]</i>
4.	Contact details of NSDL for assistance before or during the AGM	E-mail: evoting@nsdl.com Contact No.: +91 22 48867000 / +91 22 24997000
5.	Cut-off date to determine entitlement for e-voting	Thursday, July 17, 2025
6.	E-voting start date and time	Saturday, July 19, 2025 from 9:00 am (IST)
7.	E-voting end date and time	Wednesday, July 23, 2025 till 5:00 pm (IST)
8.	Registration as speaker shareholder	On or before Saturday, July 19, 2025 (5:00 p.m. IST) Send email to ofss-corpsecretarial_in@oracle.com <i>(Please send the request from your registered e-mail ID and mention name, DP ID and Client ID/Folio No., PAN, Mobile No. in the e-mail sent for registration)</i>
9.	Name, address and contact details of Registrar and Transfer Agent	KFin Technologies Limited Selenium Building, Plot No. 31 & 32, Tower-B Serilingampally, Nanakramguda, Financial District, Hyderabad - 500032, State of Telangana, India 1800 309 4001 einward.ris@kfintech.com https://ris.kfintech.com

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Oracle is committed to developing practices and products that help protect the environment

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