

Corporate Governance Report

1. Name of Listed Entity: Oriental Bank of Commerce
2. Quarter ended: 31st March 2019

I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive /N on-Executive /in dependent /Nominee) &	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mukesh Kumar Jain (Managing Director & CEO)	This column has been intentionally left blank.	Chairperson-Executive Director	14.07.2017 (Date of Appointment)	Not Applicable	1	1	---
Mr.	Vijay Dube (Executive Director)		Executive Director	01.11.2018	Not Applicable	1	2	---
Mr.	Balakrishna Alse S. (Executive Director)		Executive Director	26.12.2018	Not Applicable	1	1*	---
Mr.	Prashant Goyal (Gol Nominee Director)		Non-Executive Director	16.01.2017	Not Applicable	1	1	---
	S. Ganesh Kumar RBI Nominee Director)		Non-Executive Director Independent	10.06.2014	4 years 9 months	1	1	---



Mr.	Sanjay Kapoor (Part-time Non-Official CA Director)	Details of PAN and DIN were mentioned in the Compliance Report submitted to the Stock Exchanges.	Non-Executive Director - Independent	26.07.2016	2 year 8 months	1	1	1
Mrs.	Mala Srivastava (Part-time Non-Official Director)		Non-Executive Director - Independent	25.04.2016	2 years and 11 months	1	1	---
Mr.	Desh Deepak Khetrapal (Shareholder Director)		Non-Executive Director - Independent	29.09.2017 (date of Cessation) 30.09.2017 (Date of Appointment on re- election)	4 years and 6 months	4	5	---
Mr.	Ashok Kumar Sharma (Shareholder Director)		Non-Executive Director - Independent	29.09.2017 (date of Cessation) 30.09.2017 (Date of Appointment on re- election)	4 years and 6 months	1	1	1
Mr.	Madan Mohan Lal Verma (Shareholder Director)		Non-Executive Director - Independent	30.09.2017 (Date of Appointment on election)	1 year and 6 months	1	1	---

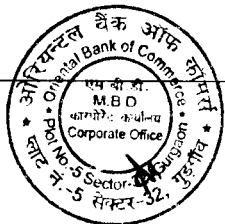
*Mr. Balakrishna Also S. has attended the meetings of the Audit Committee as invitee.



*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	1) Mr. Sanjay Kapoor 2) Mr. Vijay Dube 3) Mr. Prashant Goyal 4) Mr. S. Ganesh Kumar 5) Mr. Desh Deepak Khetrpal 6) Mr. Balakrishna Alse S.	Chairperson of the Committee - Non- Executive Director – Independent Executive Director Non- Executive Director Non- Executive Director - Independent Non- Executive Director - Independent Executive Director (As Invitee)
2. Nomination Committee & Remuneration Committee	<u>Nomination Committee:</u> 1) Mr. Prashant Goyal 2) Mrs. Mala Srivastava 3) Mr. Sanjay Kapoor <u>Remuneration Committee:</u> 1) Mr. Prashant Goyal 2) Mr. S. Ganesh Kumar 3) Mrs. Mala Srivastava 4) Mr. Madan Mohan Lal Verma	Chairperson of the Committee-Non- Executive Director Non- Executive Director-Independent Non- Executive Director-Independent Chairperson of the Committee-Non- Executive Director Non- Executive Director- Independent Non- Executive Director – Independent Non- Executive Director – Independent
3. Risk Management Committee (Supervisory Committee of Directors on Risk Management)	1) Mr. Mukesh Kumar Jain 2) Mr. Vijay Dube 3) Mr. Balakrishna Alse S 4) Mr. Prashant Goyal 5) Mr. Sanjay Kapoor 6) Mr. Desh Deepak Khetrpal	Chairperson of the Committee – Executive Director (MD & CEO) Executive Director Executive Director Non- Executive Director Non- Executive Director – Independent Non- Executive Director – Independent
4. Stakeholders Relationship Committee	1) Mr. Ashok Kumar Sharma 2) Mr. Mukesh Kumar Jain 3) Mr. Vijay Dube 4) Mr. Balakrishna Alse S 5) Mrs. Mala Srivastava 6) Mr. Madan Mohan Lal Verma	Chairperson of the Committee - Non-Executive Director-Independent Executive Director (MD & CEO) Executive Director Executive Director Non- Executive Director - Independent Non- Executive Director - Independent



5. CSR Committee of Board	1) Sh. Mukesh Kumar Jain 2) Sh. Vijay Dube 3) Sh. Balakrishna Alse S. 4) Smt. Mala Srivastava 5) Sh. Ashok Kumar Sharma	Chairperson of the Committee – Executive Director (MD & CEO) Executive Director Executive Director Non- Executive Director – Independent Non- Executive Director – Independent	
Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
25.10.2018 and 01.12.2018	15.01.2019, 29.01.2019, 19.02.2019, 07.03.2019 and 26.03.2019	20 days (w.r.t. reporting quarter)	
IV. Meeting of the Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details of Quorum w.r.t. reporting quarter)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
(a) Audit Committee: 15.01.2019, 29.01.2019, 16.03.2019 and 26.03.2019	Yes; Meeting dated 15.01.2019 – All 6 members attended the meeting Meeting dated 29.01.2019 – 5 (out of 6) members attended the meeting Meeting dated 16.03.2019 – 5 (out of 6) members attended the meeting Meeting dated 26.03.2019 – 4 (out of 6) members attended the meeting	25.10.2018, 12.11.2018 and 01.12.2018	45 days (w.r.t. reporting quarter)
(b) Nomination Committee: Nil	---	---	
(c) Remuneration Committee (designated as Compensation Committee for ESPS): 08.01.2019	Yes; Meeting dated 08.01.2019 – All members attended the	---	19 days (w.r.t. reporting quarter)



28.01.2019 and 16.02.2019	meeting Meeting dated 28.01.2019 – All 4 members attended the meeting Meeting dated 16.02.2019 – 3 (out of 4) members attended the meeting		
(d) Risk Management Committee: 15.01.2019, 19.02.2019, 07.03.2019 and 26.03.2019	Yes; Meeting dated 15.01.2019– All 6 members attended the meeting Meeting dated 19.02.2019 – 4 (out of 6) members attended the meeting Meeting dated 07.03.2019 – 5 (out of 6) members attended the meeting Meeting dated 26.03.2019 – 5 (out of 6) members attended the meeting	12.11.2018 and 01.12.2018	34 days (w.r.t. reporting quarter)
(e) Stakeholders Relationship Committee: 07.02.2019	Yes; Meeting dated 07.02.2019 – 5 (out of 6) members attended the meeting	21.12.2018	47 days
(f) CSR Committee of Board: 26.03.2019	Yes; Meeting dated 26.03.2019 – All 5 members attended the meeting	21.12.2018	94 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of Audit Committee obtained	Not applicable
Whether shareholder approval obtained for material RPT	Not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee of the Board
 - b. Nomination Committee
 - c. Remuneration Committee
 - d. Stakeholders Relationship Committee
 - e. Risk Management Committee
 - f. CSR Committee of Board
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
5. The report for the previous quarter ended 31st December 2018 was placed before the Board of Directors in their meeting dated 07.03.2019 and the report for the quarter ended 31st March 2019 shall be placed before Board of Directors in the next meeting.

Remarks: In terms of Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, for other listed entities which are not companies, but body corporate or are subject to regulations under other statutes, the provisions of corporate governance provisions as specified in regulation 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant authorities. Bank is a body corporate constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980. The composition of Board of Directors of the Bank is in terms of provisions of Section 9 (3) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980. The Sub-committees of the Board of the Bank have been constituted pursuant to the extant guidelines of Reserve Bank of India / Government of India.

Name & Designation


Ekta Pasricha

Company Secretary & Compliance Officer

Date: 15.04.2019



ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
E-mail address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes*
Code of Conduct	17(5)	Yes

*For Senior Management



Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Not Applicable
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Not Applicable
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Not Applicable
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



Note:

In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

In terms of Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, for other listed entities which are not companies, but body corporate or are subject to regulations under other statutes, the provisions of corporate governance provisions as specified in regulation 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant authorities. The Bank is a body corporate constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980. The composition of the Board of Directors of the Bank is in terms of provisions of Section 9(3) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 and the terms of appointment including the fee/compensation, tenure etc. of the directors is as per Gol Guidelines. The Sub-committees of the Board have been constituted pursuant to the extant guidelines of Reserve Bank of India / Government of India.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Not Applicable**

Name & Designation



Ekta Pasricha

Company Secretary and Compliance Officer

Oriental Bank of Commerce

Date: 15.04.2019

