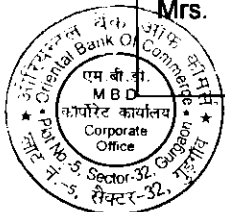


CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Oriental Bank Of Commerce
 2. Quarter ending - 31st December 2019

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	PAN & DIN No.	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-Appointment	Date of cessation	Tenure	No. of Directorship in listed entities including this listed entity	No of Ind. Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Mukesh Kumar Jain	The column has been intentionally left blank. The details of PAN and DIN were mentioned in the Corporate Governance Report submitted to the Stock Exchanges.	Chairperson Executive Director	14-07-2017	-	-	-	1	0	1	0
Mr.	Vijay Dube		Executive Director	01-11-2018	-	-	-	1	0	2	0
Mr.	Balakrishna Alse S.		Executive Director	26-12-2018	-	-	-	1	0	2	0
Mrs.	Sindhu Pillai A.		Non-Executive Director	30-08-2019	-	-	4	1	0	3	1
Mr.	S M N Swamy		Non-Executive Director — Independent	26-04-2019	-	-	8	1	1	1	0
Mr.	D D Khetrapal		Non-Executive Director — Independent	30-09-2014	30-09-2017	-	63	4	1	4	0
Mr.	A K Sharma		Non-Executive Director — Independent	30-09-2014	30-09-2017	-	63	1	1	2	2
Mr.	M M L Verma		Non-Executive Director — Independent	30-09-2017	-	-	27	1	1	1	0
Mrs.	Mala Srivastava		Non-Executive Director — Independent	25-04-2016	21-10-2019	-	38	1	1	2	0



Company Remarks	The Board of Directors of the Bank is constituted in terms of Sec 9(3) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1980 which provides that all the Directors shall be appointed/nominated by the Govt. of India except 3 directors elected by the shareholders of the Bank other than the Govt. of India. The Govt. of India has re-nominated Smt. Mala Srivastava as Part Time Non-Official Director on 21.10.2019. Sh. Desh Deepak Khetrapal ceased to be a member of the Stakeholders Relationship Committee of the Board of the Bank w.e.f. 07.11.2019 thereby reducing the number of his memberships in SRC / ACB across all entities to 4 as on 31.12.2019. No. of membership / chairperson in the Audit Committee /Stakeholders Relationship Committee includes unlisted public companies.
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category (Chairperson/Executive/Non- Executive/ Independent/ Nominee)	Appointment Date	Cessation Date
1	A K Sharma	Chairperson of the Committee -Non-Executive Director – Independent	07-08-2019	
2	Vijay Dube	Executive Director	01-11-2018	
3	Sindhu Pillai A.	Non-Executive Director	30-08-2019	
4	S M N Swamy	Non-Executive Director - Independent	26-04-2019	
Company Remarks		Sh. Balakrishna Alse S., Executive Director is an invitee to the Audit Committee of Board.		
Whether Permanent chairperson appointed		Yes		

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee)	Appointment Date	Cessation Date
1	A K Sharma	Chairperson of the Committee -Non-Executive Director – Independent	28-10-2017	
2	Mukesh Kumar Jain	Executive Director (MD & CEO)	19-01-2018	
3	Vijay Dube	Executive Director	01-11-2018	
4	Balakrishna Alse S.	Executive Director	26-12-2018	
5	M M L Verma	Non-Executive Director – Independent	28-10-2017	
6	Mala Srivastava	Non-Executive Director – Independent	07-11-2019	
7	D D Khetrapal	Non-Executive Director – Independent	07-08-2019	06-11-2019
Company Remarks		-		
Whether Permanent chairperson appointed		Yes		

c. Risk Management Committee

Sr. No.	Name of the Director	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee)	Appointment Date	Cessation Date
1	Mukesh Kumar Jain	Chairperson of the Committee -Executive Director (MD & CEO)	14-07-2017	
2	Vijay Dube	Executive Director	01-11-2018	
3	Balakrishna Alse S.	Executive Director	26-12-2018	
4	Sindhu Pillai A.	Non Executive Director	30-08-2019	
5	D D Khetrapal	Non-Executive Director – Independent	28-10-2017	
6	A K Sharma	Non-Executive Director – Independent	07-08-2019	
Company Remarks		-		
Whether Permanent chairperson appointed		Yes		

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Appointment Date	Cessation Date
NIL				

Company Remarks	<p>Nomination Committee: The Bank had in place a 'Nomination Committee' constituted by the Board In line with the directions of RBI and comprising of three Directors viz. Gol Nominee along with two Part-Time Non-Official (Independent) Directors to undertake the process of due diligence to determine the 'Fit and Proper' status of the existing elected Directors/Person to be elected as a Shareholder Director.</p> <p>Remuneration Committee: The Bank also had in place a 'Remuneration Committee' constituted by the Board of Directors pursuant to the directives of the Ministry of Finance Notification with the mandate to evaluate the performance-linked incentive of the Managing Director & CEO and Executive Director(s) and comprising of the Gol Nominee Director and three Independent Directors viz. the RBI Nominee Director, one Shareholder Director and one Part-Time Non Official Director.</p> <p>However, RBI has vide its Master Direction - "Reserve Bank of India ('Fit and Proper' Criteria for Elected Directors on the Boards of PSBs) Directions, 2019" dated 02.08.2019 stipulated that all Public Sector Banks are required to constitute a single 'Nomination & Remuneration Committee' to undertake the process of due diligence to determine the 'Fit and Proper' status of the persons to be elected as Directors. The Master Directions also stipulated that half of the members of the Committee shall be Independent Directors and at least one member shall be from the 'Risk Management Committee' of the Board. Further, the 'Govt. of India Nominee Director' and the 'RBI Nominee Director' cannot be part of this Committee and the Non-Executive Chairperson of the Bank may be appointed as a member of the Committee but shall not Chair such Committee.</p> <p>In compliance of the aforesaid Master Directions, the Board of Directors in the meeting held on 17.08.2019 approved the dissolution of the existing "Nomination Committee" and "Remuneration Committee". Further, it was decided that a Committee namely the "Nomination and Remuneration Committee" shall be constituted for the purpose of undertaking due diligence to determine the 'Fit and Proper' status of the proposed candidate for election of Shareholder Directors.</p> <p>It is pertinent to mention here that there is only one Part-Time Non-Official director in addition to the Govt. of India Nominee Director and RBI Nominee Director on the Board of the Bank along with the three Shareholder Directors. Accordingly, it was decided by the Board in its meeting supra that the 'Nomination and Remuneration Committee' shall be constituted once the Directors are nominated by the Central Government in respect of the existing five vacancies (including that of a Non-Executive Chairman).</p>
Whether Permanent chairperson appointed	NA



e. Corp Social Responsibility Committee

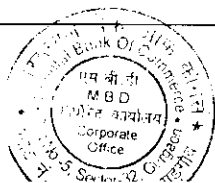
Sr. No.	Name of the Director	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee)	Appointment Date	Cessation Date
1	Mukesh Kumar Jain	Chairperson of the Committee -Executive Director (MD & CEO)	14-07-2017	
2	Vijay Dube	Executive Director	01-11-2018	
3	Balakrishna Alse S.	Executive Director	26-12-2018	
4	A K Sharma	Non-Executive Director – Independent	28-10-2017	
5	Mala Srivastava	Non-Executive Director – Independent	07-11-2019	
6	D D Khetrapal	Non-Executive Director – Independent	07-08-2019	06-11-2019
Company Remarks		-		
Whether Permanent chairperson appointed		Yes		

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
22-07-2019	22-10-2019	Yes	9	5	33
17-08-2019	25-11-2019	Yes	9	5	33
18-09-2019	16-12-2019	Yes	8	4	20

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum (Yes/No) met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
Audit Committee	22-07-2019	22-10-2019	Yes	4	2	65
Audit Committee	17-08-2019	16-12-2019	Yes	4	2	54
Risk Management Committee	17-08-2019	25-11-2019	Yes	6	2	67
Risk Management Committee	18-09-2019	16-12-2019	Yes	5	1	20
Stakeholders Relationship Committee	03-08-2019	25-11-2019	Yes	6	3	113
Corporate Social Responsibility Committee	03-08-2019	22-10-2019	Yes	4	1	79



v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	-

VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee – **No (Explanation as detailed in the report)**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:
The report for the quarter ended 30th September 2019 was placed before the Board of Directors in their meeting held on 25.11.2019 and the report for the quarter ended 31st December 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 statues, 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 :  **Smt. Ekta Pasricha**
Designation : **Company Secretary & Compliance Officer**