

Corporate Governance Report

1. Name of Listed Entity: Oriental Bank of Commerce
2. Quarter ended: 30th September 2018

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. | Himanshu Joshi (Executive Director) | | Executive Director | 09.08.2016 | Not Applicable | 1 | 2 | --- |
| Mr. | Prashant Goyal (Gol Nominee Director) | | Non-Executive Director | 16.01.2017 | Not Applicable | 1 | 1 | --- |
| Mr. | S. Ganesh Kumar (RBI Nominee Director) | | Non-Executive Director - Independent | 10.06.2014 | 4 years 3 months | 1 | 1 | --- |
| Mr. | Sanjay Kapoor (Part-time Non-Official CA Director) | | Non-Executive Director – Independent | 26.07.2016 | 2 year 2 months | 1 | 1 | 1 |



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|------|------------------------------------------------------|-----------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------|----------------------|---|---|-----|
| Mrs. | Mala Srivastava (Part-time Non-Official Director) | The details of PAN and DIN were mentioned in the Corporate Governance Report to the Stock Exchanges | Non-Executive Director - Independent | 25.04.2016 | 2 years and 5 months | 1 | 1 | --- |
| Mr. | Desh Deepak Khetrpal (Shareholder Director) | | Non-Executive Director - Independent | 29.09.2017 (date of Cessation) 30.09.2017 (Date of Appointment on re-election) | 4 years | 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 | 1 | 1 | 1 |
| Mr. | Madan Mohan Lal Verma (Shareholder Director) | | Non-Executive Director - Independent | 30.09.2017 (Date of Appointment on election) | 1 year | 1 | 1 | --- |

§PAN number of any director would not be displayed on the website of Stock Exchange

¶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. Himanshu Joshi | Chairperson of the Committee - Non- Executive Director - Independent Executive Director |



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|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | 3) Mr. Prashant Goyal 4) Mr. S. Ganesh Kumar 5) Mr. Desh Deepak Khetrapal | Non- Executive Director Non- Executive Director - Independent Non- Executive Director - Independent |
| 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. Himanshu Joshi 3) Mr. Prashant Goyal 4) Mr. Sanjay Kapoor 5) Mr. Desh Deepak Khetrapal | Chairperson of the Committee – Executive Director (MD & CEO) 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. Himanshu Joshi 4) Mrs. Mala Srivastava 5) Mr. Madan Mohan Lal Verma | Chairperson of the Committee - Non-Executive Director-Independent Executive Director (MD & CEO) 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) |
|-----------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------|
| 16.04.2018, 12.05.2018 and 01.06.2018 | 07.07.2018, 25.07.2018, 30.08.2018 and 27.09.2018 | 35 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* |
|-------------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------|
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|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|---------|
| (a) Audit Committee: 07.07.2018 25.07.2018 and 30.08.2018 | Yes; Meeting dated 07.07.2018 – 4 (out of 5) members attended the meeting Meeting dated 25.07.2018 – 4 (out of 5) members attended the meeting Meeting dated 30.08.2018 – 4 (out of 5) members attended the meeting | 27.04.2018 and 12.05.2018 | 55 days |
| (b) Nomination Committee: 07.07.2018 | Yes; Meeting dated 07.07.2018 – All 3 members attended the meeting | --- | |
| (c) Remuneration Committee: Nil | --- | --- | |
| (d) Risk Management Committee: 30.08.2018, 27.09.2018 | Yes; Meeting dated 30.08.2018 – 3 (out of 5) members attended the meeting Meeting dated 27.09.2018 – 4 (out of 5) members attended the meeting | 01.06.2018 | |
| (e) Stakeholders Relationship Committee: 27.09.2018 | Yes; Meeting dated 27.09.2018 – All 5 members attended the meeting | 01.06.2018 | |

* 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.

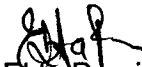


VI. Affirmations

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. The Audit Committee of the Board
 - b. The Nomination Committee
 - c. The Remuneration Committee
 - d. The Stakeholders Relationship Committee
 - e. The Risk Management Committee
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 30th June 2018 was placed before the Board of Directors in their meeting dated 27.09.2018 and the report for the quarter ended 30th September 2018 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 & Designation




Ekta Pasricha

Company Secretary & Compliance Officer

Date: 15.10.2018



| [1] Affirmations | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | N.A. |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| <p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <p>Name & Designation</p> <p></p> <p>Ekta Pasricha Company Secretary and Compliance Officer Oriental Bank of Commerce Date: 15.10.2018</p> | | |

