

Corporate Governance Report

1. Name of Listed Entity: Oriental Bank of Commerce
2. Quarter ending: 30th September 2017

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	---	---
Mr.	Himanshu Joshi		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)	The details of PAN and DIN were mentioned in the Corporate Governance Report to the Stock Exchanges	Non-Executive Director - Independent	10.06.2014	3 years 3 months	1	1	---
Mr.	Sanjay Kapoor (Part-time Non-Official CA Director)		Non-Executive Director - Independent	26.07.2016	1 year 2 months	1	1	1
Mrs.	Mala Srivastava (Part-time Non-Official Director)		Non-Executive Director - Independent	25.04.2016	1 year and 5 months	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)	3 years	3	4	---
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)	3 years	1	1	---
Mr.	Dinesh Kumar Agrawal (Shareholder Director)		Non-Executive Director - Independent	29.09.2017 (date of Cessation)	3 years	1	2	1
Mr.	Madan Mohan Lal Verma (Shareholder Director)		Non-Executive Director - Independent	30.09.2017 (date of Appointment on election)	01 day	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 3) Mr. Prashant Goyal 4) Mr. S. Ganesh Kumar 5) Mr. Dinesh Kumar Agrawal	Chairperson of the Committee - Non-Executive Director – Independent Executive Director Non- Executive Director Non- Executive Director - Independent Non- Executive Director - Independent (upto date of cessation i.e. 29.09.2017)
2. Nomination Committee & Remuneration Committee	Nomination Committee: 1) Mr. Prashant Goyal 2) Mr. Sanjay Kapoor 3) Mrs. Mala Srivastava Remuneration Committee: 1) Mr. Prashant Goyal 2) Mr. S. Ganesh Kumar 3) Mr. Desh Deepak Khetrapal* 4) Mr. Dinesh Kumar Agrawal	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 - (upto date of cessation i.e. 29.09.2017)
3. Risk Management Committee	1) Mr. Mukesh Kumar Jain 2) Mr. Himanshu Joshi 3) Mr. Ashok Kumar Sharma* 4) Mr. Sanjay Kapoor	Chairperson of the Committee – Executive Director Executive Director Non- Executive Director - Independent Non- Executive Director - Independent
3. Stakeholders Relationship Committee	1) Mr. Dinesh Kumar Agrawal	Chairperson of the Committee - Non-Executive Director- Independent (upto date of cessation i.e. 29.09.2017)



	2) Mr. Himanshu Joshi 3) Mr. Ashok Kumar Sharma* 4) Mr. Desh Deepak Khetrapal*	Executive Director Non- Executive Director - Independent Non- Executive Director - Independent
--	--	--

* The tenure of Sh. Ashok Kumar Sharma and Sh. Desh Deepak Khetrapal completed on 29.09.2017 and they were re-elected as Shareholder Directors of the Bank on 30.09.2017.

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)
12.05.2017, 17.06.2017, 29.06.2017	11.08.2017, 19.09.2017	42 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: 11.08.2017 and 19.09.2017	Yes Meeting dated 11.08.2017 – 4 members attended the meeting Meeting dated 19.09.2017 – 4 members attended the meeting	11.05.2017 and 29.06.2017	42 days (w.r.t. reporting quarter)
(b) Nomination Committee: 07.09.2017	Yes Meeting dated 07.09.2017 – all 3 members attended the meeting	29.06.2017	
(c) Remuneration Committee: Nil	---	---	
(d) Risk Management Committee: 19.09.2017	No - The meeting adjourned	29.06.2017	



	sine-die		
(e) Stakeholders Relationship Committee: 19.09.2017	No - The meeting adjourned sine-die	11.05.2017	

* 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.

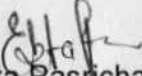
VI. Affirmations

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 2017 was placed before the Board of Directors in their meeting dated 11.08.2017 and the report for the quarter & half year ended 30th September 2017 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.

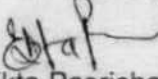
Name & Designation


Ekta Pasricha

Company Secretary & Compliance Officer

Date: 13.10.2017



[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)	Not Applicable
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> Ekta Pasricha Company Secretary and Compliance Officer Oriental Bank of Commerce Date: 13.10.2017</p> 