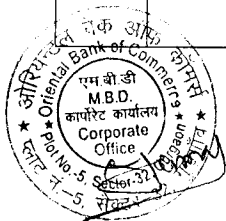


## Corporate Governance Report

1. Name of Listed Entity: Oriental Bank of Commerce
2. Quarter ended: 31<sup>st</sup> December 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.	Vijay Dube (Executive Director)		Executive Director	01.11.2018 (Date of Appointment)	Not Applicable	1	2	---
Mr.	Balakrishna Alse S. (Executive Director)		Executive Director	26.12.2018 (Date of Appointment)	Not Applicable	1	1	---
Mr.	Prashant Goyal (GoI Nominee Director)		Non-Executive Director	16.01.2017	Not Applicable	1	1	---



Mr.	S. Ganesh Kumar (RBI Nominee Director)	Details of PAN and DIN were mentioned in the Compliance Report submitted to the Stock Exchanges.	Non-Executive Director - Independent	10.06.2014	4 years 6 months	1	1	---
Mr.	Sanjay Kapoor (Part-time Non-Official CA Director)		Non-Executive Director - Independent	26.07.2016	2 year 5 months	1	1	1
Mrs.	Mala Srivastava (Part-time Non-Official Director)		Non-Executive Director - Independent	25.04.2016	2 years and 8 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 3 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 3 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 3 months	1	1	---
Mr.	Himanshu Joshi (Executive Director)		Executive Director	09.08.2016 (Upto date of cessation i.e. 31.10.2018)	Not Applicable	1	2	---

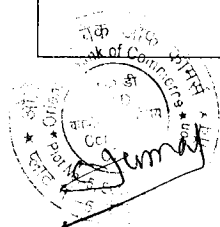
\*PAN number of any director would not be displayed on the website of Stock Exchange



&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. Vijay Dube (co-opted as member w.e.f. 01.11.2018) 3) Mr. Prashant Goyal 4) Mr. S. Ganesh Kumar 5) Mr. Desh Deepak Khetrpal 6) Mr. Himanshu Joshi (Upto date of cessation i.e. 31.10.2018)	Chairperson of the Committee - Non- Executive Director – Independent Executive Director  Non- Executive Director Non- Executive Director - Independent Non- Executive Director - Independent Executive Director
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 (co-opted as member w.e.f. 01.11.2018) 3) Mr. Balakrishna Alse S. (co-opted as member w.e.f. 26.12.2018) 4) Mr. Prashant Goyal 5) Mr. Sanjay Kapoor 6) Mr. Desh Deepak Khetrpal 7) Mr. Himanshu Joshi (Upto date of cessation i.e. 31.10.2018)	Chairperson of the Committee – Executive Director (MD & CEO) Executive Director  Executive Director  Non- Executive Director Non- Executive Director – Independent Non- Executive Director – Independent Executive Director



4. Stakeholders Relationship Committee	1) Mr. Ashok Kumar Sharma 2) Mr. Mukesh Kumar Jain 3) Mr. Vijay Dube (co-opted as member w.e.f. 01.11.2018) 4) Mr. Balakrishna Alse S. (co-opted as member w.e.f. 26.12.2018) 5) Mrs. Mala Srivastava 6) Mr. Madan Mohan Lal Verma 7) Mr. Himanshu Joshi (Upto date of cessation i.e. 31.10.2018)	Chairperson of the Committee - Non-Executive Director-Independent Executive Director (MD & CEO) Executive Director  Executive Director  Non- Executive Director - Independent Non- Executive Director - Independent Executive Director
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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)
07.07.2018, 25.07.2018, 30.08.2018 and 27.09.2018	25.10.2018 and 01.12.2018	36 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: 25.10.2018, 12.11.2018 and 01.12.2018	Yes; Meeting dated 25.10.2018 – 3 (out of 5) members attended the meeting Meeting dated 12.11.2018 – 4 (out of 5) members attended the meeting Meeting dated 01.12.2018 – 4 (out of 5) members attended the meeting	07.07.2018, 25.07.2018 and 30.08.2018	18 days



(b) Nomination Committee: Nil	---	07.07.2018	
(c) Remuneration Committee: Nil	---	---	
(d) Risk Management Committee: 12.11.2018 and 01.12.2018	Yes; Meeting dated 12.11.2018 – 3 (out of 5) members attended the meeting Meeting dated 01.12.2018 – 4 (out of 5) members attended the meeting	30.08.2018 and 27.09.2018	18 days
(e) Stakeholders Relationship Committee: 21.12.2018	Yes; Meeting dated 21.12.2018 – 4 (out of 5) members attended the meeting	27.09.2018	84 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

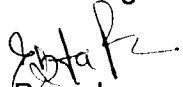
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015:
  - a. The Audit Committee of the Board
  - 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 30<sup>th</sup> September 2018 was placed before the Board of Directors in their meeting dated 01.12.2018 and the report for the quarter ended 31<sup>st</sup> December 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 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: 15.01.2019

