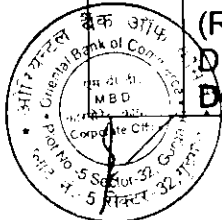


Corporate Governance Report

1. Name of Listed Entity: Oriental Bank of Commerce
2. Quarter ended: 30th June 2019

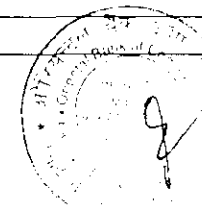
I. Composition of Board of Directors

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) DOB: 01-08-1960	This column has been intentionally left blank.	Chairperson-Executive Director	14.07.2017	Not Applicable	1	1	---
Mr.	Vijay Dube (Executive Director) DOB: 07-08-1963		Executive Director	01.11.2018	Not Applicable	1	2	---
Mr.	Balakrishna Alse S. (Executive Director) DOB: 03-04-1960		Executive Director	26.12.2018	Not Applicable	1	1*	---
Mr.	Prashant Goyal (Gol Nominee Director) DOB: 25-07-1967		Non-Executive Director	16.01.2017	Not Applicable	1	1	---
Mr.	S M N Swamy (RBI Nominee Director) DOB: 01-06-1963		Non-Executive Director Independent	26.04.2019	2 months	1	1	--



Mr.	Sanjay Kapoor (Part-time Non-Official CA Director) DOB: 10-08-1968	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 11 months	1	1	1
Mr.	D D Khetrapal (Shareholder Director) DOB: 05-07-1955		Non-Executive Director - Independent	29.09.2017 (date of Cessation) 30.09.2017 (Date of appointment on re- election)	4 years and 9 months	4	5	---
Mr.	A K Sharma (Shareholder Director) DOB: 12-06-1951		Non-Executive Director - Independent	29.09.2017 (date of Cessation) 30.09.2017 (Date of appointment on re- election)	4 years and 9 months	1	1	1
Mr.	M M L Verma (Shareholder Director) DOB: 25-06-1960		Non-Executive Director - Independent	30.09.2017 (Date of Appointment on election)	1 year and 9 months	1	1	---
Mr.	S. Ganesh Kumar (RBI Nominee Director) DOB: 25-02-1960		Non-Executive Director - Independent	25.04.2019 (Date of cessation)	4 years 10 months	1	1	---
Mrs.	Mala Srivastava (Part-time Non-Official Director) DOB: 04-11-1954		Non-Executive Director - Independent	24.04.2019 (Date of cessation on completion of tenure)	3 years	1	1	---

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

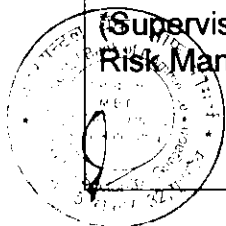


Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* 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.M.N. Swamy (co-opted as member w.e.f. 26.04.2019) 5) Mr. Desh Deepak Khetrapal 6) Mr. Balakrishna Alse S. 7) Mr. S. Ganesh Kumar (Upto date of cessation i.e. 25.04.2019)	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) Non- Executive Director - Independent
2. Nomination Committee & Remuneration Committee	<u>Nomination Committee:</u> 1) Mr. Prashant Goyal 2) Mr. Sanjay Kapoor 3) Mrs. Mala Srivastava (Upto date of cessation i.e. 24.04.2019) <u>Remuneration Committee:</u> 1) Mr. Prashant Goyal 2) Mr. S.M.N. Swamy (co-opted as member w.e.f. 26.04.2019) 3) Mr. Madan Mohan Lal Verma 4) Mr. S. Ganesh Kumar (Upto date of cessation i.e. 25.04.2019) 5) Mrs. Mala Srivastava (Upto date of cessation i.e. 24.04.2019)	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 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	Chairperson of the Committee – Executive Director (MD & CEO) Executive Director Executive Director Non- Executive Director Non- Executive Director – Independent



	6) Mr. Desh Deepak Khetrapal	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) Mr. Madan Mohan Lal Verma 6) Mrs. Mala Srivastava (Upto date of cessation i.e. 24.04.2019)	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) Sh. Ashok Kumar Sharma 5) Smt. Mala Srivastava (Upto date of cessation i.e. 24.04.2019)	Chairperson of the Committee – Executive Director (MD & CEO) Executive Director Executive Director Non- Executive Director – Independent Non- Executive Director – Independent

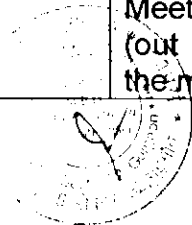
Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

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)
15.01.2019, 29.01.2019, 19.02.2019, 07.03.2019 and 26.03.2019	20.04.2019, 13.05.2019, 01.06.2019 and 29.06.2019	27 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: 13.05.2019 and 01.06.2019	Yes; Meeting dated 13.05.2019 – All 6 members attended the meeting Meeting dated 01.06.2019 – 5 (out of 6) members attended the meeting	15.01.2019, 29.01.2019, 16.03.2019 and 26.03.2019	18 days (w.r.t. reporting quarter)



(b) Nomination Committee: Nil	---	---	
(c) Remuneration Committee: Nil	---	---	
(d) Risk Management Committee: 31.05.2019 and 29.06.2019	Yes; Meeting dated 31.05.2019 – 5 (out of 6) members attended the meeting Meeting dated 29.06.2019 – 4 (out of 6) members attended the meeting	15.01.2019, 19.02.2019, 07.03.2019 and 26.03.2019	28 days (w.r.t. reporting quarter)
(e) Stakeholders Relationship Committee: 31.05.2019	Yes; Meeting dated 31.05.2019 – 4 (out of 5) members attended the meeting	07.02.2019	112 days
(f) CSR Committee of Board: 31.05.2019	Yes; Meeting dated 31.05.2019 – All 4 members attended the meeting	26.03.2019	65 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

Disclosure w.r.t. Bank's Policy on Related Party Transactions was approved/ raified by the Audit Committee of Board in its meeting held during the quarter.

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 March 2019 was placed before the Board of Directors in their meeting dated 01.06.2019 and the report for the quarter ended 30th June 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: 12.07.2019

