

## Corporate Governance Report

1. Name of Listed Entity: Oriental Bank of Commerce

2. Quarter ending: 31<sup>st</sup> March 2016

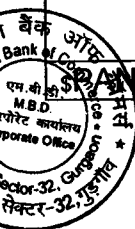
### I. Composition of Board of Directors

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.	Animesh Chauhan (Managing Director & CEO)		Chairperson-Executive Director	31.12.2014	Not Applicable	1	---	---
	Rajkiran Rai G		Executive Director	22.01.2016	Not Applicable	1	2	---



					le			
Mr.	Arunish Chawla (Gol Nominee Director)	This column has been intentionally left blank. The details of PAN and DIN were mentioned in the Compliance Report submitted to the Stock Exchanges	Non-Executive Director	15.06.2015	Not Applicable	1	1	---
Mr.	S. Ganesh Kumar (RBI Nominee Director)		Non-Executive Director - Independent	10.06.2014	1 year 9 months	1	1	---
Mr.	Kingshuk Bhattacharya (Workmen Employee Director)		Non-Executive Director	14.06.2013	Not Applicable	1	---	---
Mr.	Narendra J Kotiawala (Officer Employee Director)		Non-Executive Director	30.01.2014	Not Applicable	1	---	---
Mr.	Paras Mal Chopda (Part-time Non-Official Director)		Non-Executive Director - Independent	17.01.2016 (Date of Cessation on completion of his tenure)	3 years	1	1	---
Mr.	Desh Deepak Khetrapal (Shareholder Director)		Non-Executive Director - Independent	30.09.2014	1 year 6 months	3	5	---
Mr.	Ashok Kumar Sharma (Shareholder Director)		Non-Executive Director - Independent	30.09.2014	1 year 6 months	1	2	1
Mr.	Dinesh Kumar Agrawal (Shareholder Director)		Non-Executive Director - Independent	30.09.2014	1 year 6 months	1	1	1

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. Ashok Kumar Sharma 2) Mr. Rajkiran Rai G 3) Mr. Arunish Chawla 4) Mr. S. Ganesh Kumar 5) Mr. Desh Deepak Khetrapal	Non- Executive Director -Chairperson of the Committee – Independent Executive Director Non- Executive Director Non- Executive Director -Independent Non- Executive Director - Independent
2. Nomination Committee & Remuneration Committee	Nomination Committee: 1) Mr. Arunish Chawla 2) Mr. S. Ganesh Kumar Remuneration Committee: 1) Mr. Arunish Chawla 2) Mr. S. Ganesh Kumar 3) Mr. Desh Deepak Khetrapal 4) Mr. Dinesh Kumar Agrawal	Non- Executive Director – Chairperson of the Committee Non- Executive Director-Independent Non- Executive Director– Chairperson of the Committee Non- Executive Director-Independent Non- Executive Director - Independent Non- Executive Director - Independent
3. Risk Management Committee	1) Mr. Animesh Chauhan 2) Mr. Rajkiran Rai G 3) Mr. Desh Deepak Khetrapal 4) Mr. Ashok Kumar Sharma 5) Mr. Narendra J Kotiawala	Managing Director & CEO - Executive Director- Chairperson Executive Director Non- Executive Director - Independent Non- Executive Director - Independent Non- Executive Director



(b) Nomination Committee: Nil	---	Nil	
(c) Remuneration Committee: Nil	---	Nil	
(d) Risk Management Committee: 28.03.2016	Yes Meeting dated 28.03.2016 –4 out of 5 members attended the meeting	30.11.2015	
(e) Stakeholders Relationship Committee: 10.02.2016	Yes Meeting dated 10.02.2016 – all 4 members attended the meeting	01.11.2015	

\* 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.

The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015:



3. Stakeholders Relationship Committee	1) Mr. Dinesh Kumar Agrawal 2) Mr. Rajkiran Rai G 3) Mr. Ashok Kumar Sharma 4) Desh Deepak Khetrapal	Non- Executive Director-Chairperson of the Committee - Independent 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)
02.11.2015; 30.11.2015; 28.12.2015	11.02.2016; 28.03.2016	45 days (w.r.t. reporting quarters)

### 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: 10.02.2016 and 28.03.2016	Yes Meeting dated 10.02.2016 – all 5 members attended the meeting  Meeting dated 28.03.2016– 4 out of 5 members attended the meeting	01.11.2015; 30.11.2015; 28.12.2015	46 days (w.r.t. reporting quarters)



- a. The Audit Committee of the Board
  - b. The Nomination Committee
  - c. The Remuneration Committee
  - d. The Stakeholders Relationship Committee
  - d. 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 31<sup>st</sup> December 2015 was placed before the Board of Directors in their meeting dated 11.02.2016 and the report for the quarter ended 31<sup>st</sup> March 2016 shall be placed before Board of Directors in the ensuing 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: 15.04.2016



**ANNEXURE II**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
E-mail address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Not Applicable
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes



Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Not Applicable
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Not Applicable
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel.	26(3)	Yes





Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note:**

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.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

*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. The 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 have been constituted pursuant to the extant guidelines of Reserve Bank of India / Government of India.*

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Not Applicable**

**Name & Designation**

  
 Ekta Pasricha  
 Company Secretary and Compliance Officer  
 Oriental Bank of Commerce

