

<p><b>ओरियन्टल बैंक ऑफ़ कॉमर्स</b> (भारत सरकार का उपक्रम) <b>मर्चेन्ट बैंकिंग प्रभाग, प्रधान कार्यालय</b> प्रथम तल, प्लॉट सं.5, सेक्टर-32, इंस्टीट्यूशनल एरिया, गुडगांव-122001, टेलि.सं.- 0124-4126285-86 फैक्स- 0124-4126261 ई-मेल- mbd@obc.co.in</p>	 <p>ओ.बी.सी.</p>	<p><b>Oriental Bank of Commerce</b> (A GOVERNMENT OF INDIA UNDERTAKING) <b>Merchant Banking Division, Corporate Office</b> 1<sup>st</sup> Floor, Plot No.5, Institutional Area, Sector - 32 Gurgaon -122001 (Haryana) Tel.: 0124-4126285-86 Fax : 0124-4126261 E-mail: mbd@obc.co.in</p>
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HO/MBD/2016

16.04.2016

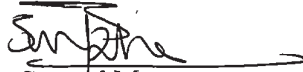
General Manager,  
Dept. of Corporate Services,  
**Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Mumbai-400001

Dear Sir,

**Reg. Minutes of Extraordinary General Meeting of the Bank held on 29<sup>th</sup> March 2016**

Please find enclosed copy of Minutes of the Extraordinary General Meeting held on Tuesday, the 29<sup>th</sup> March 2016 at 10.00 a.m. at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016.

Yours faithfully,

  
Dy. General Manager  
Encl.: as above



**ORIENTAL BANK OF COMMERCE**

MERCHANT BANKING DEPARTMENT, CORPORATE OFFICE, INSTITUTIONAL  
AREA, SECTOR-32, GURGAON - 122001

  
**Rajkiran Rai G**  
(Executive Director)

  
**M.L. Sachdeva**  
(General Manager)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS OF ORIENTAL BANK OF COMMERCE HELD ON  
29<sup>TH</sup> MARCH 2016 AT 10.00 A.M AT PHD CHAMBER OF COMMERCE AND  
INDUSTRY, PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA,  
AUGUST KRANTI MARG, NEW DELHI**

The Extraordinary General Meeting of the Shareholders of Oriental Bank of Commerce was held on Tuesday, the 29<sup>th</sup> March 2016 at 10.00 am at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016. The following were present:

**DIRECTORS**

Sh. Animesh Chauhan	Managing Director & CEO
Sh. Rajkiran Rai G	Executive Director
Sh. Narendra J. Kotiawala	Director
Sh. Ashok Kumar Sharma	Director
Sh. Dinesh Kumar Agrawal	Director

Sh. Arunish Chawla, Sh. S Ganesh Kumar, Sh. Desh Deepak Khetrapal and Sh. Kingshuk Bhattacharya, Directors could not attend the meeting.



**MEMBERS PRESENT**

148 Members

In Person

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By Proxy / Authorisation

(Sh. Vinod VV, Department of Financial Services, Ministry of Finance was present as representative of Govt. of India)

**Proceedings of the Meeting**

Sh. CHSS Mallikarjunarao, General Manager (Accounts) & CFO welcomed the shareholders and requested Sh. Animesh Chauhan, Managing Director & CEO to take the Chair and initiate the proceedings.

Sh. Animesh Chauhan, Managing Director & CEO took the Chair and welcomed the esteemed shareholders. The necessary quorum being present, he called the meeting to Order.

The Chairman commenced the proceedings by introducing the Directors present on the dais to the shareholders. The Chairman then informed the shareholders that the Notice convening the Extraordinary General Meeting was published in the newspapers as required under Regulation 56(1) of Oriental Bank of Commerce (Shares & Meetings) Regulations, 1998. He also stated that the Notice of the Extraordinary General Meeting was sent through electronic mode indicating the process and manner of e-voting to all the members whose email IDs are registered with the Bank and for members who did not register their email IDs, physical copy of the Notice was sent in the permitted mode. The Notice was also available to the shareholders on the website of the Bank. With the consent of shareholders, the notice of the meeting was taken as read.

The Chairman then informed that in compliance of the listing provisions, e-voting facility was provided to all the shareholders of the Bank from 25.03.2016 to 28.03.2016 in respect of the agenda item. He also stated that in terms of the Notice of EGM and pursuant to e-voting rules, the facility of voting through ballot paper is being made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting through ballot paper.

CHAIRMAN'S  
INITIAL

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He further announced that the Bank had appointed Sh. Amit Gupta, Practising Company Secretary, as Scrutinizer to the electronic voting process, who would count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Bank. He also added that along with Sh. Amit Gupta, Sh. Narendra Mohan, a shareholder of the Bank had also been appointed as Scrutineer to scrutinize the votes given on the poll and to prepare report thereon in accordance with Regulation 61A of Oriental Bank of Commerce (Shares & Meetings) Regulations, 1998. The Chairman also apprised the shareholders that the Scrutinizer would submit a consolidated report of the votes cast in the Poll along with the votes cast in e-voting and thereafter the result would be declared by placing the same on the website of the Bank and on the website of NSDL along with the Stock Exchanges by 31.03.2016.

The Chairman then read out the resolution as appearing in the Notice and invited the shareholders to make their observations, if any, on the agenda item.

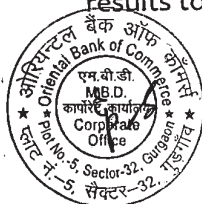
The shareholders expressed their support to the proposed agenda of capital infusion by Life Insurance Corporation of India in the Bank. Responding to a query as to the basis for arriving at the issue price, the Chairman stated that the price of the issue was determined in terms of SEBI (ICDR) Regulations and a certificate from the Statutory Auditor certifying the above was also tabled at the meeting. He also thanked the shareholders for the good words and solicited continued patronage of all stakeholders for the overall development of the Institution.

Thereafter, Sh. CHSS Mallikarjunarao, General Manager (Accounts) & CFO explained the procedure of Poll for the benefit of shareholders present in the meeting.

The Chairman then announced the commencement of poll and informed that it would conclude at 12:00 noon.

The Poll commenced after the demonstration, locking and sealing of the Ballot Box in the presence of two Scrutinizers. After the conclusion of the Poll at 12.00 noon, the Ballot Box was opened and the votes polled were counted & collected by the Scrutinizers.

Sh. Amit Gupta, Scrutinizer submitted a consolidated Report on voting results to the Chairman on 29.03.2016 as under:-



**Special Resolution**

"RESOLVED THAT pursuant to provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, read with the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1980, Oriental Bank of Commerce (Shares and Meetings) Regulations 1998, including any amendment thereto or re-enactment thereof and other Rules/Notifications/Circulars/Regulations/Guidelines if any prescribed by the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time to the extent applicable and subject to approvals, consents, permissions and sanctions, if any of RBI, GOI, SEBI and / or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Oriental Bank of Commerce (the Bank), and subject to SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (hereinafter referred to as (the "SEBI ICDR Regulations") and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended upto date, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), to create, offer, issue and allot 2,15,48,758 equity shares of the Bank of face value of Rs.10/- (Rupees Ten only) each for cash at an Issue price (including premium) of Rs.82.79 (Rupees eighty two and seventy nine paise only) per equity share, as determined in accordance with SEBI ICDR Regulations aggregating upto Rs.178,40,21,674.82 (Rupees one hundred seventy eight crore forty lakhs twenty one thousand six hundred seventy four and paise eighty two only) on preferential basis to Life Insurance Corporation of India (LIC) and/or various Schemes of LIC."

"RESOLVED FURTHER THAT the Relevant Date for determination of Issue Price is 26<sup>th</sup> February 2016."

"RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI / RBI / SEBI / Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board."



"RESOLVED FURTHER THAT the said Equity Shares to be issued and allotted on preferential basis in pursuance of this Resolution shall be issued in dematerialized form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations and shall rank part passu in all respects (including Dividend declared, if any) with the existing equity shares of the Bank, in accordance with the statutory guidelines that are in force at the time of such declaration and shall be listed on the Stock Exchanges where the equity shares of the Bank are listed."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares and further to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to delegate all or any of its powers herein conferred on it, to the Managing Director & Chief Executive Officer or Executive Director(s) or such other Officer of the Bank or a Committee as it may deem fit to give effect to the aforesaid Resolution."

Particulars	Number of Votes contained in			Percentage
	Remote E-votes	Poll	Total	
Assent	57374229	177315220	234689449	93.6830
Dissent	15825129	Nil	15825129	6.3170
Invalid	Nil	Nil	Nil	Nil
Total	73199358	177315220	250514578	100.00





Based on the Scrutinizers Report, the resolution was **PASSED** by the requisite majority and the voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 were filed with the Stock Exchanges and NSDL and also placed on the website of the Bank by 31.03.2016.



  
**Animesh Chauhan**  
(Managing Director & CEO)

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