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| <p>ओरियन्टल बैंक ऑफ कॉमर्स (भारत सरकार का उपक्रम) मर्चेन्ट बैंकिंग प्रभाग, प्रधान कार्यालय 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>ओ०बी०सी०</p> | <p>Oriental Bank of Commerce (A GOVERNMENT OF INDIA UNDERTAKING) Merchant Banking Division, Corporate Office 1st 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/2015

27.06.2015

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

Dear Sir,

Reg. 21st Annual General Meeting of the Bank held on 26th June, 2015

Please find enclosed the Results of Voting (both remote e-voting as well as voting by Ballot Paper) at the 21st Annual General Meeting of the Bank held on Friday, the 26th June, 2015 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.

This is in compliance of Clause 35A of the Listing Agreement.

Yours faithfully,


General Manager (MBD)

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AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001

Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail: amitguptacs@gmail.com

REPORT OF SCRUTINIZER

To,

The Chairman 21st Annual General Meeting of Equity Shareholders of

M/s Oriental Bank of Commerce

Plot No. 5, Sector – 32, Institutional Area, Gurgaon, Haryana – 122001

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 21st Annual General Meeting of your Bank held on Friday, 26th June, 2015 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.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,

Yours faithfully,


Amit Gupta

Proprietor

Amit Gupta & Associates

Company Secretaries

FCS – 5478, C.P. - 4682

Place: Gurgaon

Date: June 26, 2015



SCRUTINIZER'S REPORT

| | |
|---------------------|---|
| Name of the Company | Oriental Bank of commerce |
| Meeting | 21 st Annual General Meeting |
| Date and Time | Friday, June 26, 2015 at 10.00 a.m. |
| Venue | PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016 |

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 21st Annual General Meeting of Oriental Bank of commerce (hereinafter referred as "the Bank") held on Friday, June 26, 2015 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.

2. Dispatch of Notice Convening the Meeting

The Bank had informed that, on the basis of Register of Members and the list of Beneficiary Owners made available to by the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Bank completed dispatch of notice in the following manner:

| | |
|-------------------|---|
| By email | To 46135 members who have registered their e-mail ids with Depository/the RTA on 03.06.2015 |
| By permitted mode | To 69573 members in physical form on 01.06.2015 |

3. Cut Off Date

The Voting rights were reckoned as on the 19th June 2015, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

4. Remote E-Voting

4.1. Agency

The Bank had appointed National Securities Depositories Limited (NSDL) as the agency for providing e voting platform.

4.2. Remote E voting

Remote e voting was open from Tuesday, 23rd June, 2015 at 9:00 hrs. to Thursday, 25th June, 2015 at 17:00 hrs and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by NSDL.

5. Voting at AGM

5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.

5.2. Accordingly NSDL, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes though remote e voting.

5.3. The Bank has authorized M/s Link Intime India Private Limited (RTA), Registrar and Transfer Agent of the Bank to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

6. Counting Process

6.1. On completion of voting at the meeting, RTA provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.

6.2. The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorized representatives/ proxies lodged with the Bank.


6.3. I unblocked the remote e voting results on the NSDL E-voting platform before Mr. Jai Narain Bangarwa and Mr. K.L. Sharma and downloaded the e voting details.


6.4. Pursuant to the provisions of section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, voting rights of shareholders other than the Central Government shall be restricted to ten percent of total voting rights of all shareholders of the bank.

7. Result

7.1. I observed that

- 7.1.1. 41 Members had cast their votes through poll facility provided through physical ballots at meeting.
- 7.1.2. 303 Members had casted their votes through remote e-voting.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 21st AGM dated 26th June, 2015 is enclosed as Annexure – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1 & 2 of the notice dated 14.05.2015, have been passed with the **requisite majority** .
- 7.4. Based on the aforesaid result, the **Special resolution** as contained in item no. 3 of the notice dated 14.05.2015, have been passed with the **requisite majority**.
- 7.5. Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR**", who voted "**AGAINST**" & whose votes were declared "**INVALID**", for each resolution will be emailed to the Bank, after the announcement of the result by the Bank.
- 7.6. The poll papers and all other relevant records shall also be duly handed over to the Bank for keeping in safe records, after the announcement of the result by the Bank.


Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Place: Gurgaon
Date: June 26, 2015



Annexure-1

Results of remote E-Voting conducted at the 21st Annual General Meeting of Oriental Bank of Commerce

1. The result of remote e-voting is as under:

a) **Resolution 1 - To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March 2015, Profit and Loss Account of the Bank for the year ended 31st March 2015, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts. (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

| Number of members who voted in favour through remote - electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|---|--|---|
| 298 | 79433810 | 99.9999% |

ii. **Voted against the resolution:**

| Number of members who voted against through remote - electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|---|---|---|
| 3 | 42 | 0.0001% |

iii. **Invalid votes :**

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| NIL | NIL |



b) Resolution 2 – To declare dividend on equity shares for the financial year 2014-2015.
(Ordinary Resolution)

i. Voted in favour of the resolution:

| Number of members who voted in favour through remote - electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|---|--|---|
| 299 | 79433772 | 99.9997% |

ii. Voted against the resolution:

| Number of members who voted against through remote - electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|---|---|---|
| 4 | 200 | 0.0003% |

iii. Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| NIL | NIL |

c) Resolution 3 - To create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares and / or preference shares, the terms & conditions subject to which each class of preference shares may be issued and / or other permitted securities which are capable of being converted into equity or not, for an amount not exceeding Rs. 1500 crore in such manner that the Central Government shall at all times hold not less than 52% of the paid-up Equity capital of the Bank whether at a discount or premium to the market price, as detailed in the Notice. (Special Resolution)



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Phone : 0522 – 4024033, 94150 05108

i. Voted in favour of the resolution:

| Number of members who voted in favour through remote - electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|---|--|---|
| 284 | 78054088 | 98.2629% |

ii. Voted against the resolution:

| Number of members who voted against through remote - electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|---|---|---|
| 19 | 1379809 | 1.7371% |

iii. Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| NIL | NIL |



Annexure-2

Results of Voting through physical ballot conducted at the 21st Annual General Meeting of Oriental Bank of Commerce

1. The result of the poll conducted through ballot at meeting is as under:

a) **Resolution 1 - To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March 2015, Profit and Loss Account of the Bank for the year ended 31st March 2015, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts. (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| 38 | 177312560 | 100% |

ii. **Voted against the resolution:**

| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|--|---|---|
| NIL | NIL | NIL |

iii. **Invalid votes :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 3 | 202 |



b) Resolution 2 - To declare dividend on equity shares for the financial year 2014-2015.
(Ordinary Resolution)

i. Voted in favour of the resolution:

| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| 38 | 177312560 | 100% |

ii. Voted against the resolution:

| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|--|---|---|
| NIL | NIL | NIL |

iii. Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 3 | 202 |

c) Resolution 3 - To create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares and / or preference shares, the terms & conditions subject to which each class of preference shares may be issued and / or other permitted securities which are capable of being converted into equity or not, for an amount not exceeding Rs. 1500 crore in such manner that the Central Government shall at all times hold not less than 52% of the paid-up Equity capital of the Bank whether at a discount or premium to the market price, as detailed in the Notice. (Special Resolution)



i. Voted in favour of the resolution:

| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| 38 | 177312560 | 100% |

ii. Voted against the resolution:

| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|--|---|---|
| NIL | NIL | NIL |

iii. Invalid votes :

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 3 | 202 |



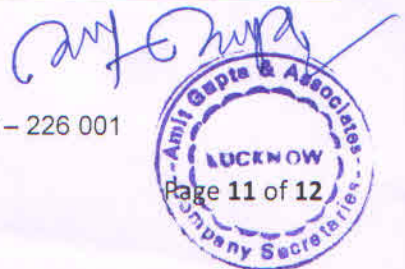
Annexure -3

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 21st Annual General Meeting of Oriental Bank of Commerce

| Particulars | Number of Votes Contained in | | | Percentage |
|--|------------------------------|--------------------------------------|-----------|------------|
| | Remote E votes | Poll through physical Ballots at AGM | TOTAL | |
| Item No. 1: | | | | |
| To discuss, approve and adopt the Balance Sheet of the Bank as at 31 st March 2015, Profit and Loss Account of the Bank for the year ended 31st March 2015, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts. (Ordinary Resolution) | | | | |
| Assent | 79433810 | 177312560 | 256746370 | 99.9999 |
| Dissent | 42 | 0 | 42 | 0.0000 |
| Invalid | 0 | 202 | 202 | 0.0001 |
| Total | 79433852 | 177312762 | 256746614 | 100.0000 |
| Item No. 2: | | | | |
| To declare dividend on equity shares for the financial year 2014-2015. (Ordinary Resolution) | | | | |
| Assent | 79433772 | 177312560 | 256746332 | 99.9998 |
| Dissent | 200 | 0 | 200 | 0.0001 |
| Invalid | 0 | 202 | 202 | 0.0001 |
| Total | 79433972 | 177312762 | 256746734 | 100.0000 |
| Item No. 3: | | | | |
| a) To create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares and / or preference shares, the terms & conditions subject to which each class of preference shares may be issued and / or other permitted securities | | | | |



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which are capable of being converted into equity or not, for an amount not exceeding Rs. 1500 crore in such manner that the Central Government shall at all times hold not less than 52% of the paid-up Equity capital of the Bank whether at a discount or premium to the market price, as detailed in the Notice. (Special Resolution)

| | | | | |
|---------|----------|-----------|-----------|----------|
| Assent | 78054088 | 177312560 | 255366648 | 99.4625 |
| Dissent | 1379809 | 0 | 1379809 | 0.5374 |
| Invalid | 0 | 202 | 202 | 0.0001 |
| Total | 79433897 | 177312762 | 256746659 | 100.0000 |


Amit Gupta

Proprietor

Amit Gupta & Associates
Company Secretaries

FCS – 5478, C.P. - 4682

Place: Gurgaon

Date: June 26, 2015

