ओरियन्टल बैंक ऑफ कॉमर्स
(भारत सरकार का उपक्रम)

ORIENTAL BANK OF COMMERCE
(A GOVERNMENT OF INDIA UNDERTAKING)

MERCHANT BANKING DEPARTMENT

Proceedings at the Extraordinary General Meeting of Oriental Bank of Commerce

- The Extraordinary General Meeting of the Bank was held on 3rd December 2013 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.

- Shri S. L. Bansal, Chairman and Managing Director of the Bank took the Chair and confirmed the quorum. He then welcomed the Shareholders and introduced the Directors present on the dais to the shareholders. As the Notice convening the meeting had already been mailed to the shareholders as well as published in the newspapers, with the permission of the shareholders present, the Notice was taken as read.

- The Chairman took for discussion the sole item on the agenda relating to issue and allotment of 80,87,561 equity shares of Rs.10/- each for cash at Issue price (including premium) of Rs.185.47 aggregating Rs.149,99,99,939/- (Rupees One hundred forty nine crore, ninety nine lac ninety nine thousand nine hundred and thirty nine only) to Government of India on preferential basis.

- The Chairman then moved the resolution to be passed as Special Resolution and invited shareholders present to make their observation if any. The Chairman then responded to the queries raised by the shareholders. He then put the resolution to vote on a show of hands and announced that the Special Resolution was passed unanimously.

- The Chairman then declared the Extraordinary General Meeting as closed.

Place : New Delhi

Date :3rd December 2013

GENERAL MANAGER

ओरियन्टल बैंक ऑफ कॉमर्स
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MERCHANT BANKING DIVISON

EXTRAORDINARY GENERAL MEETING ON 3RD DECEMBER 2013

Total number of shareholders on cut-off date: 1,16,742

No. of Shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group: 1 (through proxy)
Public: 80 (in person) and 115 (through proxy)

Agenda Item: Special Resolution

"RESOLVED THAT pursuant to provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1980, Oriental Bank of Commerce (Shares and Meetings) Regulations 1998, Listing Agreement entered into with the Stock exchanges where the equity shares of the Bank are listed (including any amendment thereto or re-enactment thereof) and the other Rules/Notifications/Circulars/Regulations/Guidelines if any prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India or any other relevant authority, from time to time to the extent applicable and subject to approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Oriental Bank of Commerce (the Bank), 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 80,87,561 Equity Shares of the Bank of Rs.10/- (Rupees Ten only) each for cash at Issue price (including premium) of Rs.185.47 (Rupees One hundred eighty five and forty seven paise only) per Equity Share, aggregating Rs.149,99,99,939/- (Rupees One hundred forty nine crore, ninety nine lac ninety nine thousand nine hundred and thirty nine only) by way of Preferential Issue to the promoters of the Bank i.e. the Government of India (President of India) in terms of the Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations")."

"RESOLVED FURTHER THAT the Relevant Date for determination of Issue Price is 1st November 2013 in accordance with the SEBI ICDR Regulations."

"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 new 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 *paripassu* in all respects (including Dividend) with the existing Equity Shares of the Bank and be listed on 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 to the Chairman and Managing Director or in his absence Executive Director(s) of the Bank to give effect to the aforesaid Resolution."

The Special Resolution was passed unanimously by show of hands.

GENERAL MANAGER