



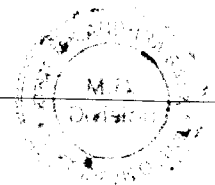
**ANDHRA BANK**

**CORPORATE GOVERNANCE – QUARTERLY REPORT**  
**ANNEXURE - I**

1. Name of the Listed Entity: Andhra Bank
2. Quarter Ending: June, 2017

**I. Composition of Board of Directors**

Title (Mr/ Ms)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)#	Date of Appointment in 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)
Shri	Suresh N Patel	PAN – ABTPP3204B DIN – 07202263	Managing Director & CEO	02.11.2015	Upto 31.12.2017	1. Andhra Bank	--	-
Shri	S.K Kalra	PAN- ABDPK9845P DIN – 01952165	Executive Director	05.10.2012	Upto 31.08.2017	1. Andhra Bank	1. Member in – Audit Committee Stakeholder Relationship Committee  2. IFLIC: Member in – Audit Committee	-  --
Shri	Ajit Kumar Rath	PAN - AGCPR0068H DIN – 06710946	Executive Director	13.03.2015	Upto 12.03.2020	1. Andhra Bank	1. Member in – Audit Committee Stakeholder Relationship Committee	-
Shri	Anandrao Vishnu Patil**	PAN - ADYPA7625G	GOI – Nominee Director	Nominated on 30.09.2013	28.04.2017	1. Andhra Bank	1. Member in – Audit Committee	-



Ms	Anjana Dube^	PAN -	GOI – Nominee Director	Nominated on 28.04.2017	Until further orders	1. Andhra Bank	1. Member in – Audit Committee	--
Shri	E.E Karthak	PAN-AGHPK3530A	RBI – Nominee Director	Nominated on 13.03.2014	Until further orders	1. Andhra Bank	1.Member in – Audit Committee	-
Shri	A. Krishnakumar	PAN-ADOPA0102A DIN – 00871792	Shareholder Director – Non-Executive Director	14.03.2015	3 Years	1. Andhra Bank	-	-
						2. Rural Electrification Corporation Limited	1.Member in – Stakeholder Relationship Committee	1.Chairman – Audit Committee Stakeholder Relationship Committee
							Central Depository Services (India) Ltd (Unlisted Public Limited Company) 2.Member in – Audit Committee Stakeholder Relationship Committee	Chairman in Stakeholder Relationship Committee
Shri	G. Sivakumar	PAN-AAFPG3423N DIN – 07537575	Shareholder Director – Non-Executive Director	14.03.2015	3 Years	1. Andhra Bank	1.Member in – Audit Committee Stakeholder Relationship Committee	1.Chairman – Audit Committee Stakeholder Relationship Committee

\$ PAN 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 hyper

\* to be filled only for Independent Director is serving on Board of Directors of the Listed Entity in continuity without any cooling off period.

\*\* Shri Anandrao Vishnu Patil, Govt of India Nominee Director, vide Central Government order no. F.No.6/3/2012 – BO.I ceased to be Directors of the Bank from April 28, 2017 and Ms Anjana Dube nominated by Government in the board of our Bank in place of Shri. Anandrao Vishnu Patil w.e.f April 28, 2017.



**NOTE:**

1. DIN IS NOT APPLICABLE. WE HAVE PROVIDED DIN NUMBERS WHEREVER AVAILABLE.
2. CONSTITUTION OF BOARD OF DIRECTORS, AUDIT COMMITTEE/OTHER COMMITTEES, COMPLIANCE IN RESPECT OF OUR BANK IS GOVERNED UNDER THE PROVISIONS OF BANKING COMPANIES (ACQUISITION AND TRANSFER OF UNDERTAKINGS) ACT, 1980, BANKING REGULATION ACT, 1949, NATIONALISED BANKS (MANAGEMENT AND MISCELLANEOUS PROVISIONS) SCHEME, 1980 / RBI DIRECTIVES/ GOI GUIDELINES.
3. THE CHAIRMANSHIP / MEMBERSHIP IN PUBLIC LIMITED COMPANIES ONLY WHETHER LISTED OR NOT IS INCLUDED AS PER REGULATION 26(1) (a).
4. **Cessation of Directorship:** Shri Anandrao Vishnu Patil, Govt of India Nominee Director, vide Central Government order no. F.No.6/3/2012 – BO.I ceased to be Directors of the Bank from April 28, 2017\*\*
5. **Appointment of Director:** Ms\_Anjana Dube nominated by Government vide their order no. F.No.6/3/2012 – BO.I in the board of our Bank w.e.f April 28, 2017.^

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
<p>1. Audit Committee</p> <p><i>( The constitution of Audit Committee is as per the RBI Guidelines)</i></p>	<p>1. S.K Kaira</p> <p>2. Ajit Kumar Rath</p> <p>3. Anandrao Vishnu Patil (Membership upto 28.04.2017)**</p> <p>Anjana Dube (w.e.f 28.04.2017)^</p> <p>4. E.E Karthak</p> <p>5. G. Sivakumar</p>	<p>Executive Director</p> <p>Executive Director</p> <p>GOI- Nominee Director</p> <p>GOI- Nominee Director</p> <p>RBI- Nominee Director</p> <p>Shareholder Director– Non-Executive Director/ <b>Chairperson</b></p>
<p>2. Nomination &amp; Remuneration Committee</p> <p><i>(The bank has two Committees viz., Nomination Committee and Remuneration Committee. Nomination Committee has been constituted as per the RBI Guidelines and Remuneration Committee has been constituted as per GOI Guidelines. )</i></p>	<p>REMUNERATION COMMITTEE:</p> <p>1. Anandrao Vishnu Patil (Membership upto 28.04.2017)**</p> <p>Anjana Dube (w.e.f 28.04.2017)^</p> <p>2. E.E Karthak</p> <p>3. A. Krishnakumar</p> <p>4. G. Sivakumar</p> <p>NOMINATION COMMITTEE:</p> <p>1. Anandrao Vishnu Patil (Membership upto 28.04.2017)**</p> <p>Anjana Dube (w.e.f 28.04.2017)^</p> <p>2. A. Krishnakumar</p> <p>3. G. Sivakumar</p>	<p>GOI- Nominee Director / <b>Chairperson</b></p> <p>GOI- Nominee Director / <b>Chairperson</b></p> <p>RBI- Nominee Director</p> <p>Shareholder Director – Non-Executive Director</p> <p>Shareholder Director– Non-Executive Director</p> <p>GOI- Nominee Director / <b>Chairperson</b></p> <p>GOI- Nominee Director / <b>Chairperson</b></p> <p>Shareholder Director – Non-Executive Director</p> <p>Shareholder Director– Non-Executive Director</p>

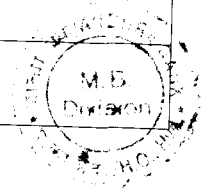


<b>3. Risk Management Committee</b> <i>(The Committee has been constituted as per the RBI Guidelines)</i>	1. Suresh N. Patel 2. S.K Kalra 3. Ajit Kumar Rath 4. Anandrao Vishnu Patil(Membership upto 28.04.2017)** Anjana Dube (w.e.f 28.04.2017)^  4. A. Krishnakumar	<b>Managing Director &amp; CEO / Chairperson</b> Executive Director Executive Director GOI- Nominee Director  Shareholder Director – Non-Executive Director
<b>4. Stakeholders Relationship Committee</b> <b>(The Committee has been constituted as per the SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015)</b>	1. S.K Kalra 2. Ajit Kumar Rath 3. G. Sivakumar	Executive Director Executive Director Shareholder Director – Non-Executive Director / <b>Chairperson</b>
# 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 ** Shri Anandrao Vishnu Patil, Govt of India Nominee Director, vide Central Government order no. F.No.6/3/2012 – BO.I ceased to be Directors of the Bank from April 28, 2017. ^ Ms Anjana Dube nominated by Government vide their order no. F.No.6/3/2012 – BO.I in the board of our Bank w.e.f April 28, 2017.^		

<b>III. Meeting of Board of Directors</b>		
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 meetings in number of days**
09.02.2017	16.05.2017	49 Days (Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter . This is the gap between 27.03.2017 to 16.05.2017 = 49 days)
27.03.2017	24.05.2017	
	29.06.2017	

<b>IV. Meeting of Committees – Audit Committee</b>			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
16.05.2017	Yes	09.02.2017	49 Days (Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter . This is the gap between 27.03.2017 to 16.05.2017 = 49 days)
24.05.2017	Yes	27.03.2017	
29.06.2017			
This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for Material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A
<b>Note</b> In the column "Compliance Status" compliance, or non-compliance may be indicated by Yes/No/N.A .If status is "No" details of non-compliance may be given here.	



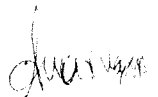
The Bank is governed by the RBI Directives and ICAI-Accounting Standards in this regard. There are no material related party transactions.

#### VI. Affirmations

1. The composition of Board of Directors is in the terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - YES
2. The composition of the following committees is in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - YES
  - b. Nomination & Remuneration Committee - YES
  - c. Stakeholders Relationship Committee - YES
  - d. Risk Management Committee (applicable to Top 100 Listed Entities) - YES
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI ((Listing Obligations & Disclosure Requirements) Regulations, 2015) - YES
4. The meeting of the board of directors and the above committee have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - YES
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

#### NOTE:

1. Constitution of Board of Directors, Audit Committee/ other Committees, Remuneration of Directors, Board procedures /Related Party Transactions/ Whistle Blower/ Management and Compliance in respect of our Bank is governed under the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 and RBI Directives/ GOI Guidelines/ ICAI- Accounting Standards in this regard.

  
Name: Y. Amarnath  
Company Secretary  
Dt: 14.07.2017



#### Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.