



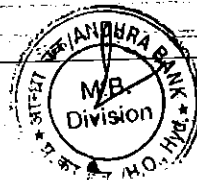
**ANDHRA BANK**

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

1. Name of the Listed Entity: Andhra Bank
2. Quarter Ending: September, 2016

**I. Composition of Board of Directors**

Title (Mr/ Ms)	Name of the Director	PAN\$ & 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	Member in – Audit Committee Stakeholder Relationship Committee	-
Shri	Anandrao Vishnu Patil	PAN - ADYPA7625G	GOI – Nominee Director	Nominated on 30.09.2013	Until further orders	1. Andhra Bank	Member in – Audit Committee	-



Shri	E.E Karthak	PAN-AGHPK3530A	RBI – Nominee Director	Nominated on 13.03.2014	Until further orders	1. Andhra Bank	Member in – Audit Committee	-
Shri	Thamaraiselvan	PAN-AAPPT3850L	Workmen Employee Director	25.11.2013	3 Years	1. Andhra Bank	-	-
Dr.	Naina Sharma	PAN-AGCPS7483D	Part-time Non-Official Director – Non-Executive Director	12.12.2013	3 years	1. Andhra Bank	-	-
Shri	Amit Goel	PAN - AFXPG9638J DIN-00887437	Part-time Non-Official Director – Non-Executive Director	18.02.2014	3 years	1. Andhra Bank	Member in – Audit Committee Stakeholder Relationship 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	Member in – Audit Committee Stakeholder Relationship Committee  Central Depository Services (India) Ltd (Unlisted Public Limited Company)  Member in – Audit Committee	Chairman – Audit Committee Stakeholder Relationship Committee
Shri	G. Sivakumar	PAN-AAFPG3423N DIN – 07537575	Shareholder Director – Non-Executive Director	14.03.2015	3 years	1. Andhra Bank	Member in – Audit Committee Stakeholder Relationship Committee	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 hyphen.

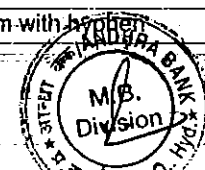
\* to be filled only for Independent Director is serving on Board of Directors of the Listed Entity in continuity without any cooling off period.



**NOTE:**

- DIN IS NOT APPLICABLE. WE HAVE PROVIDED DIN NUMBERS WHEREVER AVAILABLE.
- 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.
- THE CHAIRMANSHIP / MEMBERSHIP IN PUBLIC LIMITED COMPANIES ONLY WHETHER LISTED OR NOT IS INCLUDED AS PER REGULATION 26(1) (a).

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
1. Audit Committee <i>(The constitution of Audit Committee is as per the RBI Guidelines)</i>	1. S.K Kalra 2. Ajit Kumar Rath 3. Anandrao Vishnu Patil 4. E.E Karthak 5. Amit Goel 6. G. Sivakumar	Executive Director Executive Director GOI- Nominee Director RBI- Nominee Director Part-time Non-Official Director – Non-Executive Director Shareholder Director– Non-Executive Director/ Chairperson
2. Nomination & Remuneration Committee  <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>	REMUNERATION COMMITTEE: 1. Anandrao Vishnu Patil 2. E.E Karthak 3. A. Krishnakumar 4. G. Sivakumar  NOMINATION COMMITTEE: 1. Anandrao Vishnu Patil 2. Thamaraiselvan 3. Naina Sharma 4. Amit Goel	GOI- Nominee Director / Chairperson RBI- Nominee Director Shareholder Director – Non-Executive Director Shareholder Director– Non-Executive Director  GOI- Nominee Director / Chairperson Workmen Employee Director Part-time Non-Official Director – Non-Executive Director Part-time Non-Official Director – Non-Executive Director
3. Risk Management Committee  <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 5. Amit Goel 6. A. Krishnakumar	Managing Director & CEO / Chairperson Executive Director Executive Director GOI- Nominee Director Part-time Non-Official Director – Non-Executive Director Shareholder Director – Non-Executive Director
4. Stakeholders Relationship Committee <i>(The Committee has been constituted as per the Listing Obligations &amp; Disclosure Requirements) of SEBI Regulations, 2015</i>	1. S.K Kalra 2. Ajit Kumar Rath 3. Amit Goel 4. G. Sivakumar	Executive Director Executive Director Part-time Non-Official Director – Non-Executive Director Shareholder Director – Non-Executive Director / Chairperson
<b>&amp; Category of Directors means executive/ non-executive/independent/Nominee. If a Director fits into more than one category write all categories separating them with a comma.</b>		



### 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 meetings in number of days*
07.05.2016	20.07.2016	50 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 30.05.2016 to 20.07.2016 = 50 days)
30.05.2016	06.08.2016	
	19.09.2016	

### IV. Meeting of Committees – Audit Committee

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*
06.08.2016	Yes	07.05.2016	66 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 30.05.2016 to 06.08.2016 = 66 days)
19.09.2016	Yes	30.05.2016	

\* 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)
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

#### Note

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 a 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 Guid ICAI- Accounting Standards in this regard.



Name: Y. Amarnath  
Company Secretary  
Dt: 10-10-2016



**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.

## ANNEXURE – III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>Affirmations</b>		
<b>Board Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
Copy of the Annual Report including Balance Sheet, Profit & Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes*
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	No**
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note:</b>		
<ol style="list-style-type: none"> <li>1. In the column "Compliance Status", compliance or non – compliance may be indicated by Yes/No/ N.A.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		

(\* ) The Business Responsibility Report shall form part of the Banks' Annual Report w.e.f financial year 2016-17 in terms of Regulation 34 of SEBI Listing Regulation, as amended till date.

(\* \*) The Chairperson of the Nomination Committee and Remuneration Committee is a Director nominated by the Ministry of Finance (MOF) on the Board of our Bank. The Director could not attend the meeting due to official /personal exigencies. Leave of absence was granted to the Director.

Constitution of Board of Directors, Audit Committee/ other Committees, Remuneration of Directors, Board procedures 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.

  
Y. Amarnath  
Company Secretary

DT: 10 /10/2016

