

INTRODUCTION

The terms of appointment of Shareholder Director are subject to the extant provisions of the following (hereinafter referred to as the “provisions”):

- a. The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 read with The Banking Regulation Act, 1949 (hereinafter referred to as the “Act”);
- b. The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1980 (hereinafter referred to as the “Scheme”);
- c. Andhra Bank (Shares & Meetings) Regulations, 2003 (hereinafter referred to the “Regulations”);
- d. Notification of Reserve Bank of India No. DBOD.No.BC.No.46 & 47/29.39.001/2007-08 dated 01.11.2007 read with No.DBOD.BC.No.95/29.39.001/2010-11 dated 23.05.2011; Notification No. 16/17/2010- BO.I dated 13.10.2011 issued by Department of Financial Services and Office Memorandum Ref No. F.No. 16/83/2013-BOI dated 03.09.2013 issued by Department of Financial Services, Ministry of Finance, Government of India and other guidelines issued from time to time;
- e. Listing Agreement as amended from time to time.

The term of appointment of Shareholder Director on the Board of the Bank is three years and shall be eligible for re-election, provided that the term of office should not continuously for a period exceeding six years.

The Board can appoint the Shareholder Director as a member or a chairman in on one or more existing Board Committees or such other Committee that may be set up in future and the appointment on such Committee(s) will be subject to rotation from time to time.

The shareholder directors are required to abide by the ‘Code of Conduct’ as stated under the said provisions.

1. Corporate Governance – Code of Conduct
2. Deed of Covenants with a Director
3. Declaration under Clause 49(II)(D)(2)of the Listing Agreement with Stock Exchanges – The details of Chairmanship / Membership in all other Companies.
4. Disclosure of holdings by Directors – Under Regulation 13(4) of SEBI (Prohibition of Insider Trading) Regulations, 1992
5. Notice of Directorship

The Bank shall, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the Bank and its business. The Bank shall, conduct Familiarisation program for its Directors atleast once in a year.

The Shareholder Director shall receive remuneration by way of sitting fees for attending the meetings of the Board and the Committees as may be decided by the Board of the Bank from time to time. Further, the Bank may pay or reimburse to you such travelling and lodging fare while attending the meetings outside your normal place of office/ residence and reasonable expenditure, as might have been incurred by you while performing your role as a Director of the Bank.