ఆంధ్రాబ్యాంక్
(భారత ప్రభుత్వ సంస్థ)
आन्ध्रा बैंक
(भारत सरकार का उपक्रम)
Andhra Bank
(A Govt. of India Undertaking)

आन्ध्रा बैंक
प्रधान कार्यालय
"डॉ. पट्टाभि भवन"
5-9-11, सैफाबाद
हैदराबाद - 500 004

Andhra Bank
Head Office
"Dr. Pattabhi Bhavan"
5-9-11, Saifabad,
Hyderabad - 500 004.

विभाग DEPT: Board Secretariat
Merchant Banking Division
Telefax 040-23230883;Tel.No.040-23252371
E-mail: mbd@andhrabank.co.in

Lr.No. 666/25/P.109/P.29/020

Dt: 08.04.2015

The National Stock Exchange
of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051.
Fax: 022-26598237/38
cmlist@nse.co.in

SYMBOL: ANDHRABANK

Dear Sir,

Sub: Compliance with Clause 49 of the Listing Agreement – Letter of Appointment issued to the newly elected Shareholder Directors

In compliance with the provisions of Clause 49 of the Listing Agreement, Letters of Appointment setting out the terms of appointment were issued by the Bank to the following Directors elected from shareholders (other than Central Government) :

1. Sri Krishna Kumar Aravamudan, 1001, "C" Fortune Towers, Madhapur, Hyderabad – 500 081;
2. Sri Sivakumar Gopalan, Computer Science Dept., IIT Bombay, Powai, Mumbai – 400 076.

Copies of the said letters are enclosed for your information.

We note to place the same on the website of the Bank.

Encl: as above

Yours sincerely,

(Y. Amarnath)
कंपनी सचिव Company Secretary

Andhra Bank M.B. Division H.O. Hyd.

ఆంధ్రాబ్యాంక్
(భారత ప్రభుత్వ సంస్థ)
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विभाग DEPT: Board Secretariat
(Merchant Banking Division)
Fax No. 040-23230883; Ph No.040-23252371
E-mail: mbd@andhrabank.co.in

Lr. No. 666/25/P.71R/607

Date: 14.03.2015

Sri Krishna Kumar Aravamudan
S/o Sri K. Aravamudan
1001, "C" Fortune Towers
Madhapur, Hyderabad – 500 081

Dear Sir,

Sub: Letter of Appointment – Compliance with the Clause 49 of the Listing Agreement
Ref: Our Lr. No. 666/25/P.71R/540 dated 21.02.2015

We are pleased to inform that in terms of Regulation 66(i) of the Andhra Bank (Shares & Meetings) Regulations, 2003, you are deemed to have been elected as Director of the Bank from amongst the Shareholders of the Bank other than the Central Government under section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 and shall hold office with effect from 14th March, 2015 for a period of three years i.e., up to 13th March, 2018.

Your appointment is formalized through this letter.

The terms of your appointment, as set out in this letter, 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.

Your appointment as a Shareholder Director on the Board of the Bank will be for a term of three years i.e., from 14th March, 2015 to 13th March, 2018 or until further orders, whichever is earlier and you shall be eligible for re-election, provided that the term of office should not continuously for a period exceeding six years.

Andhra Bank M.B. Division H.O. Hyd.

The Board, invite you for being appointed 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. Your appointment on such Committee(s) will be subject to rotation from time to time.

While performing the duty as a Director of the Bank, you will be required to abide by the 'Code of Conduct' as stated under the said provisions.

You will be required to execute the following documents while joining as a Director on Board of the Bank.

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
6. Disclosure of holdings by directors pursuant to Clause 49 of the Listing Agreement with Stock Exchanges.

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.

You will be paid such 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.

We are confident that the Board and the Bank will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Bank. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

Yours sincerely,
For Andhra Bank



(C. VR. Rajendran)
Chairman and Managing Director

AGREE AND ACCEPT
I have read and understood the terms of my appointment as a Shareholder Director of the Bank and I hereby affirm my acceptance to the same.

Signature:

Name: Krishna Kumar Aravamudan

Place: Hyderabad

ఆంధ్రాబ్యాంక్
(భారత ప్రభుత్వ సంస్థ)
आन्ध्रा बैंक
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ANDHRA BANK
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विभाग DEPT: Board Secretariat
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Fax No. 040-23230883; Ph No.040-23252371
E-mail: mbd@andhrabank.co.in

Lr. No. 666/25/P.71R/606

Date: 14.03.2015

Sri Sivakumar Gopalan
S/o Sri R Gopalan
Computer Science Dept, IIT Bombay,
Powai, Mumbai – 400 076

Dear Sir,

Sub: Letter of Appointment – Compliance with the Clause 49 of the Listing Agreement
Ref: Our Lr. No. 666/25/P.71R/543 dated 21.02.2015

We are pleased to inform that in terms of Regulation 66(i) of the Andhra Bank (Shares & Meetings) Regulations, 2003, you are deemed to have been elected as Director of the Bank from amongst the Shareholders of the Bank other than the Central Government under section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 and shall hold office with effect from 14th March, 2015 for a period of three years i.e., up to 13th March, 2018.

Your appointment is formalized through this letter.

The terms of your appointment, as set out in this letter, 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;
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Andhra Bank M.B Division H.O.Hyd.

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You will be required to execute the following documents while joining as a Director on Board of the Bank.

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You will be paid such 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.

We are confident that the Board and the Bank will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Bank. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

Yours sincerely,
For Andhra Bank



(C. VR. Rajendran)
Chairman and Managing Director

AGREE AND ACCEPT

I have read and understood the terms of my appointment as a Shareholder Director of the Bank and I hereby affirm my acceptance to the same.

Signature:

Name: Sivakumar Gopalan

Place: Mumbai

Date: 14.03.2015