

Dept: Merchant Banking Division
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No. 666/25/P.169/P.184/P.185/257

Dt: 20.09.2018

The National Stock Exchange
Of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Fax: 022 - 26598237/38

SYMBOL: ANDHRABANK

Dear Sirs,

Sub: Declaration of Combined Voting Results (Remote E-voting & Poll) and Combined Report by the Scrutinizer on Remote E-voting & Poll - Extra-ordinary General Meeting (EGM) of Shareholders of the Bank held on September 19, 2018

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the details of voting as under:

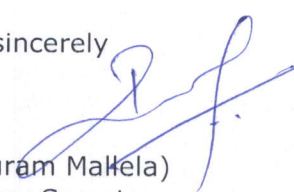
Date of Extra-ordinary General Meeting	September 19, 2018
Total number of shareholders on Cut-off Date i.e. 12.09.2018	2,24,440
No. of shareholders present in the meeting either in person or through proxy:	
Promoter or Promoter Group	1
Public	79
No. of shareholders attended the meeting through video conferencing:	
Promoter of Promoter Group	Nil
Public	Nil

Further to the above, we enclose the following:

1. Declaration of result of the combined voting results (Remote e-voting & Poll) in respect of the Extra-ordinary General Meeting of shareholders of the Bank held on September 19, 2018;
2. Combined Report by the Scrutinizer on Remote e-voting & Poll.

This is for your information.

Yours sincerely


(Raghuram Mallala)
Company Secretary

Encl: **As Above**



SCRUTINIZER'S REPORT

Name of the Bank	Andhra Bank
Meeting	Extraordinary General Meeting
Day, Date & Time	Wednesday, 19 th September, 2018 at 11:00 am
Venue	Pattabhi Bhavanalaya, Andhra Bank Head Office, 5-9-11, Saifabad, Hyderabad 500 004.

1. Appointment as Scrutinizer

We were appointed as Scrutinizer for the remote e-voting process as well as the voting conducted at the Extraordinary General Meeting (EGM) of Andhra Bank (hereinafter referred to as **the Bank**).

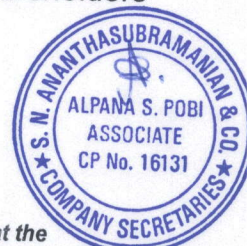
2. Dispatch of Notice convening the EGM

The Bank informed that on the basis of Register of Shareholders and the list of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Bank completed dispatch of Notice of the as under:

- On **21st August, 2018** by email to **1,28,478** Shareholders who had registered their email-ids with the Bank.
- On **22nd August, 2018** by courier to **95,231** Shareholders in physical form.

3. Cut - off date

Voting rights were reckoned as on **Wednesday, 12th September 2018** being the Cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-voting and voting at the EGM.



4. Remote e-voting Process

4.1 Agency

The Bank appointed **CDSL** as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from **10:00 a.m. on Sunday, 16th September, 2018 to 5:00 p.m. on Tuesday, 18th September, 2018** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolution on the remote e-voting platform provided by CDSL.

5. Voting at the EGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the remote e-voting agency provided us with names, DP Id & Client ID/folios and shareholding of shareholders who had cast their votes through remote e-voting.

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

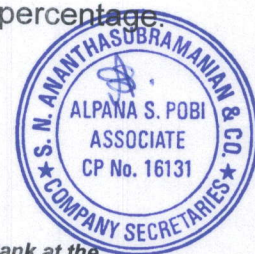
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 | Tel 25345648/ 2543 2704 | Fax 2539 0292 | email-sna@snaco.net | website www.snaco.net

- 5.3 The Bank provided tab-based e-voting facility to shareholders attending the EGM who had not cast their votes through remote e-voting to cast their votes.
- 5.4 Mrs. V Lakshmi Kumar, a Shareholder of the Bank (DP Id/Client Id No. 1205450000124724) was also appointed as a Scrutinizer representing Shareholders of the Bank.
- 5.5 After the Chairman of the Meeting announced the commencement of voting, CDSL provided tab-based e-voting facility.

6. Counting Process

- 6.1 On completion of voting at the EGM, CDSL provided us with the list of Shareholders who had cast their votes, their holding details and details of votes cast on the Special Resolutions.
- 6.2 Votes were reconciled with the records maintained by the Bank and MCS Share transfer Agent Limited, the Registrar and Share Transfer Agent of the Bank (RTA) with respect to authorizations/ proxies lodged with the Bank.
- 6.3 We unblocked the remote e-voting results on the CDSL remote e-voting platform in the presence of Mrs. V Lakshmi Kumar and Ms. Janvi Venkat downloaded the remote e-voting results.
- 6.4 Pursuant to provision of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, voting rights of shareholders other than Central Government needs to be restricted to 10% of the total voting rights of all Shareholders of the Bank. There was no shareholder holding shares in excess of the aforesaid percentage.



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7. Results

7.1 We observed that:

a) **42** Shareholders had cast their votes at the EGM.

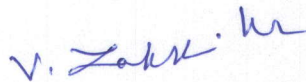
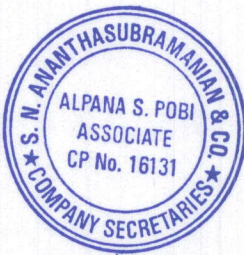
b) **158** Shareholders had cast their votes through remote e-voting.

7.2 Consolidated Result with respect to the items on the agenda as set out in the Notice of the EGM dated 10th August, 2018 is enclosed herewith.

7.3 Based on the aforesaid result, we report that the Two Special Resolutions as set out in Notice of the EGM dated 10th August, 2018 has been passed with requisite majority.



Alpana Pobi
Associate



V Lakshmi Kumar
Shareholder Scrutinizer

19th September, 2018
Hyderabad

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Consolidated Results

Item No. 1: Raising of capital by allotment of Equity Shares to Government of India on preferential basis.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	150	12,11,06,314	41	93,50,08,343	191	1,05,61,14,657	99.99
Dissent	8	98,175	1	50	9	98,225	0.01
Total	158	12,12,04,489	42	93,50,08,393	200	1,05,62,12,882	100.00

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No.1of** Notice of the EGM dated 10th August, 2018 has been passed with requisite majority.



[Signature]
Alpana Pobi
Associate
ACS
C.O.P. No. :16131

[Signature]
V Lakshmi Kumar
Shareholder Scrutinizer
DP Id/ Client Id No. 1205450000124724

19th September, 2018
Hyderabad

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email сна@snaco.net website www.snaco.net

Consolidated Results

Item No. 2: Issue of Shares to Employees and Whole Time Directors of the Bank

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	114	10,71,29,189	41	93,50,08,343	155	1,04,21,37,532	98.67
Dissent	44	1,40,75,300	1	50	45	1,40,75,350	1.33
Total	158	12,12,04,489	42	93,50,08,393	200	1,05,62,12,882	100.00

Based on the aforesaid result, we report that the Special Resolution as set out in Item No.2 of Notice of the EGM dated 10th August, 2018 has been ~~passed~~ with requisite majority.



[Signature]
Alpana Pobi
Associate
ACS
C.O.P. No. :29905
:16131
19th September, 2018
Hyderabad

[Signature]
V Lakshmi Kumar
Shareholder Scrutinizer
DP Id/ Client Id No. 1205450000124724