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

आन्ध्रा बैंक Andhra Bank
प्रधान कार्यालय HEAD OFFICE
'डॉ. पट्टाभि भवन' "Dr. PATTABHI BHAVAN"
5-9-11, सैफाबाद 5-9-11, SAIFABAD
हैदराबाद - 500 004. HYDERABAD - 500 094.

Dept: Merchant Banking Division
Telefax: 040-23230883 Ph: 040-23252371
E-mail id: mbd@andhrabank.co.in

Lr. No. 666/25/P.187/465

Dt: 22.03.2019

BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Fax No. 022-22723121 **Scrip Code: 532418**	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: Proceedings of the Extra-ordinary General Meeting of shareholders of the Bank held on March 22, 2019

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a copy of Proceedings of the Extra-ordinary General Meeting of shareholders of the Bank held on March 22, 2019 at 11.00 A.M. at Hyderabad for your information and records.

The Results of the said EGM will be submitted shortly.

Yours faithfully,

(Raghuram Mallela)
Company Secretary

Encl: As Above

ANDHRA BANK M.B. Division H.O. Hyd.

ANDHRA BANK

(A Govt of India Undertaking)

Head Office: Dr.Pattabhi Bhavan, 5-9-11 Saifabad, Hyderabad – 500004 Website: www.andhrabank.co.in

Certified True Copy of the Proceedings of the Extra-ordinary General Meeting of Shareholders of the Bank held on Friday, 22nd March, 2019 at 11.00 A.M. at 'Pattabhi Bhavanalaya', Andhra Bank Head Office, Dr. Pattabhi Bhavan, 5-9-11, Saifabad, Hyderabad - 500004

In accordance with the Notice dated 26th February, 2019, the Extra-ordinary General Meeting of the Bank was held on Friday, March 22, 2019 at 11.00 A.M. at 'Pattabhi Bhavanalaya', Andhra Bank Head Office, Dr. Pattabhi Bhavan, 5-9-11, Saifabad, Hyderabad – 500004.

The meeting was attended by **105** Members including Proxies / Authorised Representatives and **04** Directors of the Bank.

1. Government of India (Promoter) had nominated Sri V.R.B Reddy, Section Officer, Department of Financial Services, Ministry of Finance, New Delhi who has attended and voted in the meeting as its Representative. The Government of India, the major shareholder, holds 147,49,62,569 Equity Shares of the Bank, constituting 84.83%.

2. The Meeting commenced at 11.00 A.M. Shri J. Packirisamy, the Managing Director & CEO of the Bank chaired the meeting and welcomed the shareholders present and with the requisite quorum of five shareholders pursuant to Regulation 58(i) of the Andhra Bank (Shares & Meetings) Regulations, 2003 being present, he called the meeting to order.

3. Thereafter, the Managing Director & CEO introduced the Directors on the Dias.

4. Further, the Managing Director & CEO of the Bank informed that as per the Companies (Management and Administration) Amendment Rules, 2015, the Bank has offered Remote e-voting facility to the shareholders of the Bank to vote on the agenda item.

5. The Remote e-voting was held from March 19, 2019, from 10.00 A.M. to March 21, 2019 till 05.00 P.M.

6. The Managing Director & CEO of the Bank further informed that the Bank has appointed M/s Central Depository Services Limited (CDSL) as remote e-voting agency and M/s. S.N Ananthasubramanian & Co, Company Secretaries, Thane, as the Scrutiniser for Remote e-voting and tab voting at the venue of the general meeting .

7. The Managing Director & CEO of the Bank further informed that to facilitate the shareholders who have not voted through Remote e-voting facility, the Bank provided Tab based e-voting facility to the shareholders at the venue of the meeting.

8. The Managing Director & CEO of the Bank then took up the given below agenda item –

    i. Raising of equity capital by way of creating, offering, issuing and allotting upto 114,56,72,061 equity shares of Rs 10/- each for cash at Rs 28.42p per equity share (including premium of Rs 18.42p per equity share) aggregating upto Rs 3,256 Crore.

ANDHRA BANK
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9. The Managing Director & CEO invited the shareholders present to make their observations, if any, on the agenda item.

10. The Managing Director & CEO responded to the various observations made/ queries raised by the shareholders.

11. The Managing Director & CEO requested the shareholders who had not participated in remote e-Voting to cast their votes through Tab-voting facility provided at the venue of the General Meeting. He further informed that the consolidated results alongwith the reports of Remote e-Voting and tab voting will be hosted on the Bank's website and on the CDSL website (the voting agency) and will be submitted to the Stock Exchanges (NSE and BSE) .

12. The Managing Director & CEO then thanked all the participants for attending the meeting and after casting of votes by the shareholders, he declared the Extra-ordinary General Meeting as closed.

13. Special Resolution as set out in Notice of the EGM dated 26.02.2019 has been passed with requisite majority.

Place: Hyderabad
Date: 22.03.2019

Raghuram Mallela
(Company Secretary)

ANDHRA BANK M.B. Division H.O., Hyd.

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No. 666/25/P.169/P.187/466

Dt: 22.03.2019

Bombay Stock Exchange Limited 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street **Mumbai – 400 001** Fax No. 022 - 22723121 Email: bse.listing@bseindia.com **SCRIP CODE: 532418**	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 & Tab voting at venue) and Combined Report by the Scrutinizer on Remote E-voting & Tab voting at venue - Extra-ordinary General Meeting (EGM) of Shareholders of the Bank held on March 22, 2019

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	March 22, 2019
Total number of shareholders on Cut-off Date i.e. 14.03.2019	225395
No. of shareholders present in the meeting either in person or through proxy:	
Promoter or Promoter Group	1
Public	104
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 & Tab voting at venue) in respect of the Extra-ordinary General Meeting of shareholders of the Bank held on March 22, 2019;
2. Combined Report by the Scrutinizer on Remote e-voting & Tab voting at venue.

This is for your information.

Yours sincerely

(Raghuram Mallela)
Company Secretary

ANDHRA BANK M.B. Division H.O. Hyd.

Encl: **As Above**

ANDHRA BANK

VOTING RESULTS RESOLUTION - 01

Date of the AGM/ EGM	**22th MARCH 2019 (11.00 AM)**
Total number of shareholders on record date	225395
No. of shareholders present in the meeting either in person or	
Promoter and Promoter Group:	1
Public:	104
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	NIL
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No.:1 Raising of Capital by allotment of equity shares to Government of india on preferential basis.

Whether promoter/ promoter group are interested in the agenda/ resolution

VOTING RESULTS RESOLUTION - 1

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes –in favour (4)	No. of votes – Against (5)	No. of votes – abstain(6)	% of Votes in favour on votes polled (7)=[(4)/(2)]*100	% of Votes against on votes polled (8)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1474962569	0	0	0	0	0	0	0
	Venue_Vote		1474962569	100	1474962569	0	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	1474962569	1474962569	100	1474962569	0	0	100	0
Public Institutions	E-Voting	132973720	118498046	89.11	112390355	6107691	0	94.85	5.15
	Venue_Vote		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	132973720	118498046	89.11	112390355	6107691	0	94.85	5.15
Public – Non Institutions	E-Voting	130879490	122810	0.09	122164	646	0	99.47	0.53
	Venue_Vote		35766	0.03	35762	4	0	99.99	0.01
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	130879490	158576	0.12	157926	650	0	99.59	0.41
Total		1738815779	1593619191	91.65	1587510850	6108341	0	99.62	0.38

MCS SHARE TRANSFER AGENT LTD.

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

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

SCRUTINIZER'S REPORT

Name of the Bank	**Andhra Bank**
Meeting	**Extraordinary General Meeting**
Day, Date & Time	**Friday, 22nd March, 2019 at 11.00 am**
Venue	**Dr. Pattabhi Bhavan, 5-9-11, Saifabad, Hyderabad – 500 004**

1. **Appointment as Scrutinizer**

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

2. **Dispatch of Notice convening the EGM**

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

- On 28th February, 2019 by E-mail to 1,27,341 Shareholders who had registered their email-ids with the Bank/ RTA.
- On 26th February, 2019 by Courier to 98,149 Shareholders in physical form.

3. **Cut-off date**

Voting rights were reckoned as on Thursday, 14th March, 2019 being the Cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-voting and voting at the EGM.

S. N. ANANTHASUBRAMANIAN & CO. ALPANA POBI ASSOCIATE ACS 29905 C.O.P. No. 16131

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

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

4. Remote e-voting process

4.1 Agency

The Bank has appointed Central Depository Services (India) Ltd (CDSL) as the agency for providing remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from **10:00 a.m. on Tuesday 19th March 2019 till 05:00 p.m. on Thursday 21st March, 2019** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special 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
ALPANA POBI
ASSOCIATE
ACS 29905
C.O.P. No. 16131

10/26, BRINDABAN, THANE – 400 601 Tel 25345648/ 2543 2704: email snaco@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. P. Raja Rajeswari, Shareholder of the Bank (DP ID &Client ID: IN301022/20503314) was also appointed as a Scrutinizer representing Shareholders of the Bank for scrutinizing voting at the EGM.

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 Resolution.

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 Mr. S. N. Viswanathan and Mrs. P. Raja Rajeswari and downloaded the remote e-voting results.

6.4 Pursuant to the provisions of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than Central Government have been restricted to 10% of the total voting rights of all Shareholders of the Bank.

S. N. ANANTHASUBRAMANIAN & CO. ALPANA PORI ASSOCIATE ACS 29905 C.O.P No. 16131 COMPANY SECRETARIES

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

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

7. Results

7.1 We observed that:

a) 68 Shareholders had cast their votes at the EGM.

b) 97 Shareholders had cast their votes through remote e-voting.

7.2 Consolidated Result with respect to the item on the agenda as set out in the Notice of the EGM dated 26.02.2019 is enclosed herewith.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. ANANTHASUBRAMANIAN & CO. ALPANA POBI ASSOCIATE ACS 29905 C.O.P. No. 16131 COMPANY SECRETARIES

Alpana Pobi
Associate

ACS 29905
COP No. 16131

Date : 22nd March, 2019
Place : Hyderabad

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

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

Consolidated Results

Item No. 1: Raising of Capital by allotment of Equity Shares to Government of India pn Preferential basis.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	90	112512519	64	1474998331	154	1587510850	99.617
Dissent	7	6108337	4	4	11	6108341	0.383
Total	97	118620856	68	1474998335	165	1593619191	100.00

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No.1** of Notice of the EGM dated 26th February ,2019 has been **passed with requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. ALPANA POBI ASSOCIATE ACS 29905 C.O.P. No. 16131 COMPANY SECRETARIES

Alpana Pobi
Associate
ACS 29905
COP No. 16131

P. Raja Rajeswari
Shareholder Scrutinizer
DP ID &Client ID: IN301022/20503314

Date : 22nd March, 2019
Place : Hyderabad