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.71T/228

Dt: 21.07.2016

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 Sirs,

Sub: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of Combined Voting Results alongwith the Scrutiniser's Report – 16th Annual General Meeting (AGM) of shareholders of the Bank held on July 20, 2016

In compliance to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we furnish the details of combined voting results of the Remote e-voting ended on 19.07.2016 and the Poll conducted at the venue of the AGM as on 20.07.2016, vide enclosure.

The Resolutions approved by the shareholders of the Bank at the abovesaid AGM are as follows:

1. To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2016, Profit and Loss Account for the year ended 31st March, 2016, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts; **(Ordinary Resolution)**
2. To declare dividend on Equity Shares for the Financial Year 2015 -16; **(Ordinary Resolution)**
3. To approve raising of capital through Qualified Institutional Placement, Follow-on Public Offer, etc. **(Special Resolution)**

This is for your information.

Yours sincerely,

(Y.Amarnath)
Company Secretary

ANDHRA BANK M.B. Division

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

10/26, BRINDABAN, THANE - 400 601Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: websitewww.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE BANK	**Andhra Bank**
MEETING	**16th Annual General Meeting**
DAY, DATE & TIME	**Wednesday, 20th July, 2016 at 11:00 a.m.**
VENUE	**Pattabhi Bhavanalaya, Andhra Bank Head Office, 5-9-11, Dr. Pattabhi Bhavan, Saifabad, Hyderabad - 500 004.**

1. **Appointment as Scrutinizer:**

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 16th AGM of **Andhra Bank** (hereinafter referred to as the Bank) held on **Wednesday, 20th July, 2016 at 11:00 a.m.** at Pattabhi Bhavanalaya, Andhra Bank Head Office, 5-9-11, Dr. Pattabhi Bhavan, Saifabad, Hyderabad - 500 004.

2. **Dispatch of Notice convening the Meeting:**

The Bank has informed that, on the basis of the Register of Shareholders and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the purpose of e-Voting, the Bank completed dispatch of the Notice of the AGM as under:

- On **24th June, 2016** by courier to **1,16,097** Shareholders in physical form.
- On **27th June, 2016** by e-mail to **1,13,164** Shareholders who had registered their email-ids with Depositories/the Bank.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER COMPANY SECRETARIES

S. N. ANANTHASUBRAMANIAN & CO.
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3. Cut-off date:

The Voting rights were reckoned as on **Wednesday, 13th July, 2016** being the Cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the meeting.

4. Remote e-Voting

4.1 **Agency:**

The Bank had appointed **Central Depository Services (India) Limited (CDSL)** as the agency for providing the remote e-Voting platform.

4.2 **Remote e-Voting:**

Remote e-Voting platform was open from **10:00 a.m. on Sunday, 17th July, 2016 to 05:00 p.m. on Tuesday, 19th July, 2016** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by CDSL.

5. Voting at the AGM:

5.1 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, 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 the names, DP Id & Client ID / folio numbers and shareholding of the Shareholders who had cast their votes through remote e-Voting.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10980

S. N. ANANTHASUBRAMANIAN & CO.
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5.3 The Bank provided Ballot Papers to the Shareholders who attended the meeting.

5.4 Mr. S V Venkatasubramanian, Shareholder of the Bank (DP Id No. 1304080000051508) was appointed as an additional Scrutinizer representing the Shareholders of the Bank.

5.5 After the Chairman announced the commencement of voting, two ballot boxes kept for polling, were locked in my presence.

6. Counting Process:

6.1 On completion of voting at the Meeting, we were provided with the List of Shareholders who had cast their votes, with their holding details and details of vote cast on the Resolutions.

6.2 The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations / proxies lodged with the Bank.

6.3 We unblocked the remote e-Voting results on CDSL e-Voting platform in the presence of Mr. Aditya Ambastha and Mr. S V Venkatasubramanian and downloaded the remote e-Voting results.

6.4 Pursuant to provision of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act,1970/80, voting rights of shareholders other than the Central Government have been restricted to 10% of the total voting rights of all Shareholders of the Bank.

7. Results:

7.1 We observed that

a) **185** shareholders had cast their votes at the meeting out of which **09** votes were found to be invalid.

b) **188** shareholders had cast their votes through remote e-Voting.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10988 COMPANY SECRETARIES

S. N. ANANTHASUBRAMANIAN & CO.
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7.2 The Consolidated Results with respect to the items on the agenda as set out in the Notice of the 16th AGM dated 7th May, 2016 is enclosed.

7.3 Based on the aforesaid results, we report that, **two Ordinary Resolutions** as contained in **Item No.1 and Item No.2** and **One Special Resolution** as contained in **Item No.3** of the Notice of the 16th AGM dated 7th May, 2016 have been passed with requisite majority.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
C.P No. 10980

Date : 20th July, 2016
Place : Hyderabad

S V Venkatasubramanian
DP Id No. 1304080000051508

Date : 20th July, 2016
Place : Hyderabad

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

10/26, BRINDABAN, THANE - 400 601Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net; websitewww.snaco.net

Consolidated Results

1.) Discuss, approve and adopt the Audited Balance Sheet and Profit and Loss Account of the Bank for the year ended 31st March, 2016, the report of the Board of Directors and the Auditors' Report on the Balance Sheet and Accounts.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	181	10,32,20,745	170	41,75,48,271	351	52,07,69,016	99.99
Dissent	05	1,570	6	167	11	1,737	0.00
Abstain	02	50,050	00	00	2	50,050	0.01
Total	188	10,32,72,365	176	41,75,48,438	364	52,08,20,803	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the 16th AGM dated 7th May, 2016, has been passed with requisite majority.

Malati A. Kumar

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
C.P No. 10980

Date : 20th July, 2016
Place : Hyderabad

S. V. Venkatasubramanian

S V Venkatasubramanian
DP Id No. 1304080000051508

Date : 20th July, 2016
Place : Hyderabad

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
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2.) To Declare Dividend on Equity Shares for the Financial Year 2015-16.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	185	10,32,72,160	169	41,75,45,553	354	52,08,17,713	100.00
Dissent	03	205	04	1,650	07	1,855	0.000
Abstain	00	00	03	1,200	03	1,200	0.000
Total	188	10,32,72,365	176	41,75,48,403	364	52,08,20,768	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the 16th AGM dated 7th May, 2016, has been passed with requisite majority.

Malati A Kumar

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
C.P No. 10980
Date : 20th July, 2016
Place : Hyderabad

S. V. Venkatasubramanian

S V Venkatasubramanian
DP Id No. 1304080000051508
Date : 20th July, 2016
Place : Hyderabad

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

10/26, BRINDABAN, THANE - 400 601Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: websitewww.snaco.net

3.) To create, offer, issue and allot in India or abroad, such number of Equity shares and/or Preference shares up to such amount(s) which together with the existing paid-up equity share capital of Rs. 681.16 Crore will be within Rs.3000 Crore by way of Follow on public issue, rights issue, Private Placement/Qualified Institutional Placement(QIP) or any other mode approved by GOI/RBI.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	123	8,30,14,290	156	41,75,41,728	279	50,05,56,018	96.11
Dissent	58	1,65,33,550	10	1,017	68	1,65,34,567	3.17
Abstain	7	37,24,525	10	5,658	17	37,30,183	0.72
Total	188	10,32,72,365	176	41,75,48,403	364	52,08,20,768	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 3 of the Notice of the 16th AGM dated 7th May, 2016, has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
C.P No. 10980

Date : 20th July, 2016
Place : Hyderabad

S. V. Venkatasubramanian

S V Venkatasubramanian
DP Id No. 1304080000051508

Date : 20th July, 2016
Place : Hyderabad