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-500 004.

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.71R/505 Dt: 06.02.2015

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: Extraordinary General Meeting of Shareholders of the Bank – EGM NOTICE- Clause 31(c) of the Listing Agreement
Ref: Our Lr.No. 666/25/P.71R/469 dated 16.01.2015

Pursuant to Clause 31(c) of the Listing Agreement, we enclose an extract of the Notice of Extraordinary General Meeting proposed to be convened on Thursday, March 12, 2015, at 11.30 A.M. at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad-500 073, for the purpose of electing 3 Directors from amongst the shareholders of the Bank other than Central Government, for your information and records.

We also inform that three copies of the said Notice of the Extraordinary General Meeting are being sent shortly.

Encl: as above

Yours sincerely,

(Y. Amarnath)
कंपनी सचिव Company Secretary

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

ANDHRA BANK
Shareholders & Investor Grievances Cell
Head Office: Dr. Pattabhi Bhavan,
5-9-11, Saifabad, Hyderabad – 500 004.
TELANGANA STATE

NOTICE

NOTICE IS HEREBY GIVEN pursuant to Regulation 57 of the Andhra Bank (Shares & Meetings) Regulations, 2003 that an EXTRAORDINARY GENERAL MEETING of the SHAREHOLDERS of ANDHRA BANK will be held on Thursday, **12th March, 2015** at 11.30 AM at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad-500 073, to transact the following business:

To elect **THREE** Directors from amongst shareholders of the Bank other than Central Government, in respect of whom valid nominations as prescribed have been received, in terms of Section 9(3)(i) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 (hereinafter referred to as the "Act") read with The Banking Regulation Act, 1949 (hereinafter referred to as the "the Regulation Act"), The Nationalised Banks (Management And Miscellaneous Provisions) Scheme, 1980 (hereinafter referred to as the "Scheme") and Andhra Bank (Shares & Meetings) Regulations, 2003 (hereinafter referred to as the "Regulations") and Notification No. DBOD.No. BC.No.46 and 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 of Reserve Bank of India (hereinafter referred to as 'RBI Notification') to fill the vacancies in the office of the elected Directors, whose terms of office expires on 13th March, 2015 and to pass the following resolution:

"**RESOLVED THAT** three Directors elected from amongst shareholders, other than the Central Government, pursuant to Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 read with relevant Scheme, Regulations and Notification made thereunder and RBI notification, be and are hereby appointed as the Directors of the Bank to assume office from 14th March, 2015 being the date subsequent to the date when the present Shareholder Directors retire and shall hold office until the completion of a period of three years from the date of their assumption of office as Directors."

By order of the Board of Directors
for ANDHRA BANK

(Y.Amarnath)
Dy.General Manager &
Company Secretary

Place: Hyderabad
Dated:30.01.2015

IMPORTANT CALENDAR OF EVENTS	
Cut-off (Record) date for ascertaining the shareholders entitled to participate in the election	Friday, 30th January, 2015
Last date for submission of nomination forms on or before	Thursday, 19th February, 2015 (Upto 5.00 p.m.)
Scrutiny of Nominations	Friday, 20th February, 2015
E-Voting	Friday, 06th March, 2015 (From 10.00 a.m.) to Sunday, 08th March, 2015 (till 5.00 p.m.)
Last date of receipt of Proxy Forms and resolutions appointing Authorised Representatives	Saturday, 7th March, 2015 (Upto 2.00 p.m.)
Date and time of Extraordinary General Meeting	Thursday, 12th March, 2015 (At 11.30 a.m.)

Andhra Bank M.B. Division H.O.

NOTES:

1. **VOTING RIGHTS**

In terms of the provisions of sub-section (2E) of Section 3 of the Act, no shareholder of the corresponding new Bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him/her in excess of ten per cent of the total voting rights of all the shareholders of the Bank.

Subject to the above, as per Regulation 68, each shareholder who has been registered as a shareholder on the **Cut off (Record) date, i.e. Friday, 30th January, 2015,** shall have one vote for each share held by him/her in e-voting / voting through poll..

2. **CUT-OFF (RECORD) DATE for the purpose of ascertainment of shareholders entitled to participate in the election and vote / e-vote to elect 3 Directors**

Pursuant to Regulation 12 of the Regulations, **Friday, 30th January, 2015 is the Cut Off (Record) date** for the purpose of ascertaining the names of shareholders entitled to participate in the election i.e. to nominate, contest and vote / e-vote in the election of Three Directors representing the shareholders of the Bank from amongst shareholders other than the Central Government as mentioned in the notice.

3. **APPOINTMENT OF PROXY**

A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A SHAREHOLDER OF THE BANK.

However, the proxy so appointed will not have any right to speak at the meeting.

No person shall be appointed as a proxy who is an officer or an employee of Andhra Bank.

As per Regulation 70(vi), the grantor of an instrument of proxy shall not be entitled to vote in person at the meeting to which such instrument relates.

The Proxy form, in order to be effective, must be received at the Head Office of the Bank addressed to the Deputy General Manager & Company Secretary, Shareholders & Investor Grievances Cell, Head Office, Dr. Pattabhi Bhavan, 5-9-11, Saifabad, Hyderabad-500004, Telangana, not less than **FOUR DAYS** before the date of the Extraordinary General Meeting. i.e., on or before the closing hours of the Bank, i.e., 2.00 p.m. of Saturday, **7th March, 2015.**

4. **APPOINTMENT OF AN AUTHORISED REPRESENTATIVE**

No person shall be entitled to attend or vote at the meeting as a duly authorised representative of a Company or any body corporate which is a shareholder of the Bank, unless a copy of the resolution appointing him/her as a duly authorised representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Head Office of the Bank with the Deputy General Manager & Company Secretary, Shareholders & Investor Grievances Cell, Head Office, Dr. Pattabhi Bhavan, 5-9-11, Saifabad, Hyderabad -500004, Telangana, not less than **FOUR DAYS**



before the date of the Extraordinary General Meeting. i.e., on or before the closing hours of the Bank, i.e.2.00 p.m, of Saturday, **7th March, 2015.**

No person shall be appointed as an authorized representative who is an officer or an employee of Andhra Bank.

5. **POLL PROCESS**

The voting for election of directors will not be on the basis of show of hands but shall be done by e-voting / poll by means of a secret ballot.

The e-voting is OPTIONAL.

