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.

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

No. 666/25/P.174/379

Dt: 24.09.2015

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 Scrutiniser on Remote E-voting & Poll – Extra-ordinary General Meeting (EGM) of Shareholders of the Bank held on September 23, 2015

Further to our letter no.666/25/P.174/377 dated 24.09.2015 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 23, 2015;
2. Combined Report by the Scrutiniser on Remote e-voting & Poll.

This is for your information.

Encl: As Above

Yours sincerely

(Y. Amarnath)
Company Secretary

आन्ध्रा बैंक/ANDHRA BANK M.B. Division प्र.का.हैद./H.O.,Hyd.

T.R.Ramabhadran, FCS
Company Secretary

CONSOLIDATED SCRUTINIZER'S REPORT ON E-VOTING AND POLL

To

The Chairman & Managing Director
ANDHRA BANK
Head Office, Dr. Pattabhi Bhavan
5-9-11, Saifabad, Hyderabad - 500004

Extraordinary General Meeting (EGM) of the Shareholders of Andhra Bank (The Bank) held on Wednesday, 23rd September, 2015 at 04:30 P.M. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India.

Dear Sir,

I, T.R.Ramabhadran, Company Secretary in whole-time practice, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Poll process under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), on the resolutions contained in the notice to the EGM of the Equity Shareholders of the Company, held on Wednesday, 23rd September, 2015 at 04:30 P.M. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India, submit our report as under:

The Company had appointed Central Depository Services Limited (CDSL) as the service provider, for executing the facility of electronic voting to the shareholders of the Company from Sunday, 20th September, 2015 at 10:00 AM IST to Tuesday, 22nd September, 2015 at 5:00 PM IST all the resolutions set forth in the EGM notice. The e-voting results were unblocked by me on 23rd September, 2015 in the presence of two witnesses and the details are given in scrutinizer report on e-voting dated 24th September, 2015.

At the EGM of the Company held on 23rd September, 2015, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. For further details kindly refer to my Scrutinizer report in Form no. MGT-13 dated 24th September, 2015.

The results of the e-voting together with that of the Poll is annexed herewith.

Flat No.201, Manubham Hemachandra Apartment,
Central Excise Colony, Bagh Amberpet, Hyderabad - 500 013.
Phone: (M)+91- 8500 90 8616

T.R.Ramabhadran, FCS
Company Secretary

All the resolutions stands passed based on combined result (e-voting and Poll) with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company and the same shall be handed over to the Company Secretary for safe keeping

Thanking you,

Yours faithfully,

T.R.Ramabhadran
Company Secretary
FCS No. 7833
CP No. 14183

Place: Hyderabad
Date: 24th September, 2015

Flat No.201, Manubham Hemachandra Apartment,
Central Excise Colony, Bagh Amberpet, Hyderabad - 500 013.
Phone: (M)+91- 8500 90 8616

Annexure

Consolidated Results

Item No. 1 : "Raising of Capital by issuance of equity shares by way of preferential allotment to Government of India

Particulars	Number Of Votes Contained in						Percentage
	Remote e_Votes		Voting at the EGM		Total		
	Number	Voted	Number	Votes	Number	Votes	
Assent	210	108471071	69	367864874	279	476335945	99.30
Dissent	11	3351871	4	1031	15	3352902	0.70
Abstain	0	0	0	0	0	0	0.00
Total	221	111822942	73	367865905	294	479688847	100.00

Based on the aforesaid results, **Special Resolution** as contained in the notice dated **29th Aug 2015,** has been passed.

T.R. RAMACHANDRAN COMPANY SECRETARY

FCS No: 7833
CP No: 14183

Scrutinizer's Report on E-voting

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015]

To

The Chairman & Managing Director
ANDHRA BANK
Head Office, Dr. Pattabhi Bhavan
5-9-11, Saifabad, Hyderabad - 500004

Extraordinary General Meeting (EGM) of the Shareholders of Andhra Bank (the Bank) held on Wednesday, 23rd September, 2015 at 04:30 P.M. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India.

Dear Sir,

I, T.R.Ramabhadran, Company Secretary was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting process in a fair and transparent manner on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2015 on the resolution contained in the notice of the EGM of the members of the company, held on 23rd September, 2015 at 4:30 p.m. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice to the EGM of the Members of the company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a report on the votes cast "in favour", "against" and those whose votes were declared invalid for each resolution, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

We submit our report as under:

The e-voting period remained open from Sunday, 20th September, 2015 at 10:00 AM IST to Tuesday, 22nd September, 2015 at 5:00 PM IST.

The members of the company as on the "cut-off" date i.e., Wednesday 16th September, 2015 were entitled to vote as set out in the notice of the EGM of the company.

Pursuant to the provisions of Section 3(2E) of the Banking Companies (Acquisition & Transfer of undertakings) Act, 1980, voting rights of shareholders other than the

Central Government, shall be restricted to 10% of the total voting rights of all shareholders of the Bank

The votes cast were unblocked from the evoting website of Central Depository Services Limited (CDSL) (http://www.evotingindia.com) on 23rd September, 2015 at 06.00 p.m. in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness -1:
Signature:
Name: (G. RAGHU BABU)

Witness -2:
Signature:
Name: (Ramesh Agarwal)

Thereafter, the details containing inter alia, list of shareholders, who voted "for" or "against" as set out in the notice of the 31st AGM of the company that were put to vote, were generated from the e-voting website of NSDL and based upon such reports generated, the results of the e-voting is given in Annexure-A.

All the relevant records of electronic voting remain in our safe custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

T.R. Ramabhadran
Company Secretary

T.R. RAMABHADRAN ★ COMPANY SECRETARY ★ CS

FCS No. 7833
CP.No. 14183

Place: Hyderabad
Date: 24th September, 2015

Andhra Bank - Extra Ordinary General Meeting held on 23rd September, 2015

RESULTS OF E-VOTING

Annexure-A

Resolution Nos & Type of Resolution	Resolutions	Total no. of votes cast	Votes in favour of the resolution			Votes against the resolution			Invalid / Abstained votes*		
			No. of members voted through evoting system	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted through evoting system	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted through evoting system	No. of invalid	% of total number of invalid
		1	2	3	4 = (3)/(1)%	5	6	7 = (6)/(1)%	8	9	10 = (9)/(1)%
1 - Special Resolution	Raising of capital by issuance of equity shares by way of preferential allotment to Government of India	11,18,22,942	210	10,84,71,071	97.0025	11	33,51,871	2.9975	-	-	-

T.R. RAMABHADRAN
CS
COMPANY SECRETARY

FCS No: 7833
CP No: 14183

Form No.MGT-13
Scrutinizer's Report

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To

The Chairman & Managing Director
ANDHRA BANK
Head Office, Dr. Pattabhi Bhavan
5-9-11, Saifabad, Hyderabad - 500004

Extraordinary General Meeting (EGM) of the Shareholders of ANDHRA BANK (the Bank) held on Wednesday, 23rd September, 2015 at 04:30 P.M. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India.

Dear Sir,

We, T.R.Ramabhadran (FCS), and Shri. G.Raghu Babu (Shareholder of the Bank) were appointed as Scrutinizer(s) by the Board of Directors of the Company for the purpose of scrutinizing the Poll process under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the EGM of the Shareholders of ANDHRA BANK, held on the 23rd September, 2015 at 4:30 p.m. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s MCS Share Transfer Agent Limited, Mumbai, The Registrar and Share Transfer Agent of the Bank and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and were kept separately.*

(*) There are 6 cases, which have not been considered for the following reasons:

Sl.No	Reason	No.of Cases
1.	No Consent	6
2.	Wrong Folios	-
3.	Duplicate Cases	-
4.	No Details	-
5.	Both Consent	-

4. The result of the Poll is as under:

(A) As a Special Resolution – Item No.1. Passed with the requisite majority:

"Raising of capital by issuance of equity shares by way of preferential allotment to Government of India"

	Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	69	367864874	99.9900
(ii) Voted against the resolution	4	1031	0.0100
(iii) Invalid Votes	**Total number of members (in person or proxy) whose votes were declared invalid**	**Total number of votes cast by them**	
	6	6	

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

T.R. RAMABHADRAN ★ CS ★ COMPANY SECRETARY

T.R. Ramabhadran
Company Secretary
FCS No.7833 CP.No.14183

G.Raghu Babu
Ben ID: 1203810000073097

Witness -1: Ramesh Agarwal : _____

Witness -2: Siva Nageswara Rao: _____

Date: 24th September, 2015
Place: Hyderabad