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

No. 666/25/P.169/P.177/740

Dt: 22.03.2016

**SYMBOL: ANDHRABANK**

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

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 March 21, 2016

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Further to our letter no.666/25/P.177/P.169/738 dated 22.03.2016 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 March 21, 2016;
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

M.B. Division

**T.R.Ramabhadran, FCS**
*Company Secretary*

# CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND POLL

To

**The Managing Director & CEO**
**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 Monday, 21st March, 2016 at 11:00 A.M. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India.

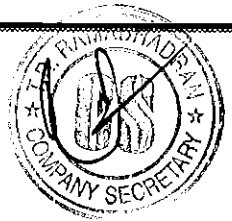
Dear Sir,

I, T.R.Ramabhadran, Company Secretary in whole-time practice, was appointed as Scrutinizer by the Board of Directors of the Bank for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by 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 as amended by Companies (Management and Administration) Rules 2015 on the resolutions contained in the notice to the EGM of the Equity Shareholders of the Company, held on Monday, 21st March, 2016 at 11:00 A.M. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India, submit our report as under:

The Bank had appointed Central Depository Services Limited (CDSL) as the service provider, for executing the facility of electronic voting to the shareholders of the Bank from Friday, 18th March, 2016 at 10:00 AM to Sunday,20th March, 2016 at 5:00 PM all the resolutions set forth in the EGM notice. The remote e-voting results were unblocked by me on 21st March, 2016 in the presence of two witnesses and the details are given in scrutinizer report on remote e-voting dated 21st March, 2016.

At the EGM of the Bank held on 21st March, 2016, the Managing Director & CEO of the Bank had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the remote 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 21st March , 2016.

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



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

All the resolutions stands passed based on combined result (remote 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 remote e-voting and Poll by the Shareholders of the Bank 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: 21st March, 2016



## FORMAT OF VOTING RESULTS

| | |
|---|---|
| **Date of the EGM** | 21st March2016. |
| Total number of shareholders on record date | 229553 |
| **No. of shareholders present in the meeting either in person or through proxy:** | |
| Promoter and Promoter Group: | 1 |
| Public: | 123 |
| **No. of Shareholders attended the meeting through Video Conferencing:** | NIL |
| Promoter and Promoter Group: | NIL |
| Public: | NIL |

**Agenda-wise disclosure Agenda-1**

Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/ resolution: ~~YES~~/NO ✓

| 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) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 417310282 | 417310282 | 100.00 | 417310282 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 417310282 | 417310282 | 100.00 | 417310282 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | | 104882445 | 77.93 | 104882445 | 0 | 100.00 | 0.00 |
| | Poll | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 134593552 | 104882445 | 77.93 | 104882445 | 0 | 100.00 | 0.00 |
| Public – Non Institutions | E-Voting | | 2262574 | 2.25 | 2258862 | 3712 | 99.84 | 0.16 |
| | Poll | | 29296 | 0.03 | 28896 | 400 | 98.63 | 1.37 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 100406448 | 2291870 | 2.28 | 2287758 | 4112 | 99.82 | 0.18 |
| Total | | 652310282 | 524484597 | 80.40 | 524480485 | 4112 | 100.00 | 0.000784 |

**Annexure**

**Consolidated Results**

**Item No. 1** : "Raising of Capital by issuance of equity shares by way of preferential allotment to Life Insurance Corporation of India

| Perticulars | Number Of Votes Contained In | | | | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Remote e_Votes | | Voting at the EGM | | Total | | |
| | Number | Voted | Number | Votes | Number | Votes | |
| Assent | 151 | 107141307 | 87 | 417339178 | 238 | 524480485 | 100.00 |
| Dissent | 6 | 3712 | 1 | 400 | 7 | 4112 | 0.00 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 157 | 107145019 | 88 | 417339578 | 245 | 524484597 | 100.00 |

Based on the aforesaid results,**Special Resolution** as contained in the notice dated 26th Feb **2016,** has been passed.



**ANDHRA BANK REJECTION CASES AS ON EGM DATE 21.03.2016**

| Sl_No | Folio_No | RES_No | Name | Shares_Held | Rejected | Reason |
|---|---|---|---|---|---|---|
| 1 | NIL | NIL | NIL | NIL | NIL | NIL |



**T.R.Ramabhadran, FCS**
*Company Secretary*

# Scrutinizer's Report on Remote E-voting

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To

**The Managing Director & CEO**
**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 Monday, 21st March, 2016 at 11:00 A.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 Bank for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner on remote 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, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 on the resolution contained in the notice of the EGM of the members of the Bank, held on 21st March, 2016 at 11:00 a.m. at Andhra Bank Apex College, Plot No.27-29, Financial District, Nanakramguda, Gachbowli, Hyderabad – 500032, Telangana, India

The Management of the Bank is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to remote evoting through electronic means on the resolutions contained in the Notice to the EGM of the Members of the Bank. Our responsibility as a scrutinizer for the remote 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 remote e-voting facilities, engaged by the Bank.

We submit our report as under:
The remote e-voting period remained open from Friday, 18th March, 2016 at 10:00 AM to Sunday, 20th March, 2016 at 5:00 PM .

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Central Excise Colony, Bagh Amberpet, Hyderabad - 500 013.
Phone: (M)+91- 8500 90 8616

The members of the Bank as on the "cut-off" date i.e., Monday 14th March, 2016 were entitled to vote as set out in the notice of the EGM of the Bank.

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 21st March, 2016 at 01.00 p.m. in the presence of two witnesses, who are not in the employment of the Bank. They have signed below in confirmation of the votes being unblocked in their presence.

Witness -1:
Signature:
Name: Uday Mogaveera

Witness -2:
Signature:
Name: MADHUKAR M. PARAJE

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

All the relevant records of electronic voting remain in our safe custody until the Managing Director&CEO 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

FCS No. 7833
CP.No. 14183

Place: Hyderabad
Date: 21st March, 2016

Andhra Bank - Extra Ordinary General Meeting held on 21st March, 2016

RESULTS OF REMOTE 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 Life Insurance Corporation of India | 107,145,019 | 157 | 107,141,307 | 99.9965 | 6 | 3,712 | 0.0035 | - | - | - |



**T.R.Ramabhadran, FCS**
*Company Secretary*

# 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 as amended by Companies (Management and Administration) Amendment Rules, 2015)

To

**The Managing Director and CEO**
**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 Monday, 21st March,2016 at 11:00 A.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 Bank 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 as amended by Companies (Management and Administration) Amendment Rules, 2015, on the resolution contained in the notice to the EGM of the Shareholders of ANDHRA BANK, held on the 21st March, 2016 at 11:00 a.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 Managing Director and CEO, 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.

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Central Excise Colony, Bagh Amberpet, Hyderabad - 500 013.
Phone: (M)+91- 8500 90 8616

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 Life Insurance Corporation 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** | 87 | 417339178 | 100% |
| **(ii) Voted against the resolution** | NIL | NIL | NIL |
| | | | |
| **(iii) Invalid Votes** | **Total number of members (in person or proxy) whose votes were declared invalid** | **Total number of votes cast by them** | |
| | 1 | 400 | |

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**
Company Secretary
FCS No.7833 CP.No.14183

**G.Raghu Babu**
Ben ID: 1203810000073097

Witness -1: Ramesh Agarwal : _____

Witness -2: Siva Nageswara Rao: _____

Date: 21st March, 2016
Place: Hyderabad