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.29/P.71R/589 Dt: 14.03.2015

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 Sirs,

Sub: Declaration of combined voting results (e-voting & Poll) and Combined Report by the Scrutiniser on e-voting & Poll – Extraordinary General Meeting (EGM) of shareholders of the Bank held on 12th March, 2015

Further to our letter no. 666/25/P.29/P.71R/583 dated 14.03.2015, we enclose the following:

1. Declaration of result of the combined voting results (E-voting & Poll) in respect of the Extraordinary General Meeting of shareholders of the Bank held on 12.03.2015 ;
2. Combined Report by the Scrutiniser on e-voting & Poll;

This is for your information.

Encl: as above

Yours sincerely,

(Y. Amarnath)
कंपनी सचिव Company Secretary

आन्ध्रा बैंक/ANDHRA BANK ★ M.B.D. H.O., Hyd. ★

**ENCLOSURE**

Name of the Bank: Andhra Bank
Details of the Combined Voting Results of the EGM held on 12.03.2015

| | |
|---|---|
| Date of the EGM | 12th March, 2015 |
| Total No. of shareholders on the Cut-Off Date / Specified Date (30.01.2015) | 214886 |
| No. of shareholders present in the meeting either in person or through proxy | 450 |
| .. Promoters and Promoter Group | 1 (President of India) |
| .. Public | 449 |
| No. of shareholders attended the meeting through Video Conferencing | NIL |
| .. Promoters and Promoter Group | NIL |
| .. Public | NIL |
| **Details of the Agenda** | |
| Resolution required | Special |
| Mode of voting | E-Voting:06.03.2015 to 08.03.2015<br>Poll : At the Venue of the EGM |

Details of E-voting & Poll:

| Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes – in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[{2/1} *100] | (4) | (5) | (6)=[{4/2} *100] | (7)=[{5/2} *100] |
| Promoter and Promoter Group | 354614903 | 354614903 | 100.0000 | 354614903 | 0 | 100.0000 | 0 |
| Public – Institutional holders | 142720131 | 98723097 | 69.1725 | 98723097 | 0 | 100.0000 | 0 |
| Public – Non-Institutional holders | 92279869 | 643347* | 0.6972 | 57449 | 7546 | 8.9297 | 1.1729 |
| Total | 589614903 | 453981347 | | 453395449 | 7546 | | |

(*) consists of 578352 invalid votes polled by 38 individual shareholders



Dt: 14.03.2015

**Declaration of result of e-voting & Physical Ballot in respect of Extraordinary General Meeting (EGM) of Andhra Bank held on Thursday, March 12, 2015 at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad-500 073.**

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35-B of the Listing Agreement, Andhra Bank provided e-voting facility and facility of voting through physical ballot (POLL) to the Members vide EGM Notice dated 30.01.2015 and Addendum to the Notice dated 13.02.2015 to transact the following agenda item:

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

Members voted through e-voting from 06.03.2015 to 08.03.2015. Further, on 12.03.2015, the day of EGM, physical ballot forms were distributed to the Members present in person or by proxy to enable those Members to vote who could not do e-voting.

The Bank had appointed Mr. T.R.Ramabhadran, Practising Company Secretary, Hyderabad, as the Scrutinisers to scrutinise the votes cast through e-voting and the votes cast through physical ballot at the venue of the EGM.

The Scrutiniser has unblocked the votes in the presence of two witnesses who are not in the employment of the Bank. The Scrutiniser has submitted the Report dated 11.03.2015 on e-voting, i.e. within 3 days of the last date of the e-voting of Resolution and the Report on Physical ballot on 12.03.2015, in terms of the said Rule 20 and further submitted the final consolidated Scrutiniser's reports for e-voting and physical ballot voting at the EGM, on 12.03.2015.

Based on the Scrutiniser's final consolidated report dated 12.03.2015, Chairman of the General Meeting declared that the resolution contained in the Addendum to the EGM Notice dated 13.02.2015 has been duly passed on the date of the EGM, i.e. 12.03.2015, as per the details given below:

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

Name of the Bank: **Andhra Bank**
Details of the Combined Voting Results of the EGM held on 12.03.2015

| | |
|---|---|
| Date of the EGM | 12th March, 2015 |
| Total No. of shareholders on the Cut-Off Date / Specified Date (30.01.2015) | 214886 |
| No. of shareholders present in the meeting either in person or through proxy | 450 |
| .. Promoters and Promoter Group | 1 (President of India) |
| .. Public | 449 |
| No. of shareholders attended the meeting through Video Conferencing | NIL |
| .. Promoters and Promoter Group | NIL |
| .. Public | NIL |
| **Details of the Agenda** | |
| Resolution required | Special |
| Mode of voting | E-Voting:06.03.2015 to 08.03.2015<br>Poll : At the Venue of the EGM |

The result of the e-voting together with that of the POLL is as under:

| Item no of Notice | Particulars of Business | Votes in favour of the resolution | | Votes against the resolution | | Invalid votes | |
|---|---|---|---|---|---|---|---|
| | | Nos. | %age | Nos. | %age | Nos. | %age |
| **Item No. 1 of the Notice (As a Special Resolution) "Raising of capital by issuance of equity shares by way of preferential allotment to Government of India".** | **E-voting** | 74946482 | 99.9996 | 290 | 0.0004 | -- | -- |
| | **Poll** | 378448967 | 99.8455 | 7256 | 0.0019 | 578352 | 0.1526 |
| | **TOTAL** | **453395449** | | **7546** | | **578352** | |

(Y. Amarnath)
Company Secretary

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

**T.R. RAMABHADRAN**
**COMPANY SECRETARY**
H.No. 2-2-1105/4/2, Flat No. 306, Swagruha, Sri Laxmi Apartments, New Nallakunta, Tilak Nagar, Hyderabad – 500044
Ph No. (M) 9705908616, (R ) 040 - 27552524

To,

The Chairman and Managing Director,
Andhra Bank, Dr. Pattabhi Bhavan,
Head Office, 5-9-11, Saifabad, Hyderabad-500004.

Dear Sir,

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the e-Voting conducted by the Bank to pass the item on the agenda as contained in the Notice dated 13th February, 2015.

Please find enclosed, Report of the Scrutinizer on E-Voting conducted during the period from 06.03.2015 to 08.03.2015.

My Report is based on the data downloaded from the e-Voting platform provided by CDSL.

I trust you will find the Report to be comprehensive and self-explanatory in all respects. I shall, however, be happy to answer your queries if any, on the same and assure you of my best services at all times.

T.R Ramabhadran
Company Secretary

FCS No: 7833
CP No: 14183

T.R. RAMABHADRAN ★ CS ★ COMPANY SECRETARY

**T.R. RAMABHADRAN**
**COMPANY SECRETARY**
H.No. 2-2-1105/4/2, Flat No. 306, Swagruha, Sri Laxmi Apartments, New Nallakunta, Tilak Nagar, Hyderabad – 500044
Ph No. (M) 9705908616, (R ) 040 – 27552524

## Report of Scrutiniser on e-voting of Andhra Bank

Report to the Chairman & Managing Director of Andhra Bank, a Bank constituted under The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 and having its Head Office at Dr Pattabhi Bhavan 5-9-11, Saifabad, Hyderabad-500004, (hereinafter referred to as 'the Bank') on the e-Voting conducted by the Bank to pass the item on the agenda as contained in the Notice dated 13th February, 2015, i.e. "Raising of capital by issuance of equity shares by way of preferential allotment to Government of India".

1. In terms of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management and Administration) Rules, 2014 ("the Rules"), I was appointed as Scrutinizer by the Bank on 06th February, 2015 to the e-Voting process for passing the item of agenda as contained in the Addendum to the EGM Notice dated 13th February, 2015.

2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 30th January, 2015, the Specified / Cut-off date for the purpose of e-Voting, the Bank completed dispatch of the Notice of e-Voting:

   - by email to 92313 Members, who had registered their email-ids with the Bank/Registrars, on 7th February, 2015 and on 8th February, 2015.
   - by Speed/Registered Post to 122573 Members in physical form on 18th Feb, 2015.



**T.R. RAMABHADRAN**
**COMPANY SECRETARY**
H.No. 2-2-1105/4/2, Flat No. 306, Swagruha, Sri Laxmi Apartments, New Nallakunta, Tilak Nagar, Hyderabad – 500044
Ph No. (M) 9706908616, (R ) 040 – 27552524

3. In terms of the aforesaid Notice, e-Voting was open for three days from 10.00 a.m. on Friday, 06th March, 2015 to 5.00 p.m. on Sunday, 08th March, 2015 and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Special Resolution, on the e-Voting platform provided by CDSL.

4. As required in the Rules, I have unblocked the e-Voting, after completion of the e-Voting process on Sunday, 08th March, 2015, in the presence of Mr. Shankar Raman and Mr.S.Ganesan of M/s. Vyaitheswaran & Company, Chartered Accountants, Secunderabad.

5. 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.

6. Based on the results made available to me, 103 members have cast their votes on the e-Voting platform, the details and analysis of the e-Voting Results for the agenda item contained in the said Notice, forms a part of this Report.

T.R.Ramabhadran
Company Secretary

FCS No: 7833
CP No: 14183

**Date:** 11th March, 2015
**Place:** Hyderabad

T.R. RAMABHADRAN CS COMPANY SECRETARY

**T.R. RAMABHADRAN**
**COMPANY SECRETARY**
H.No. 2-2-1105/4/2, Flat No. 306, Swagruha, Sri Laxmi Apartments, New Nallakunta, Tilak Nagar, Hyderabad – 500044
Ph No. (M) 9705908616, (R ) 040 – 27552524

## Analysis Of Results

| **Agenda Item No.** | | 1 | |
|---|---|---|---|
| **Subject** | | Raising of capital by issuance of equity shares by way of Preferential allotment to Government of India (Special Resolution) | |
| **Particulars** | **No. of e-votes** | **No. of votes contained in e-Votes** | **Percentage of Total** |
| **Assent** | 100 | 74946482 | 99.9996 |
| **Dissent** | 3 | 290 | 0.0004 |
| **Total** | 103 | 74946772 | 100.0000 |

Accordingly, out of the total e-votes of 7,49,46,772, votes numbering 7,49,46,482 were cast ASSENTING to the Special Resolution constituting the 99.9996% of the votes polled and 290 votes were cast DISSENTING to the Special Resolution, constituting 0.0004%.

T.R Ramabhadran
Company Secretary

FCS No: 7833
CP No: 14183

**Date:** 11th March, 2015
**Place:** Hyderabad

T.R. RAMABHADRAN ★ CS ★ COMPANY SECRETARY

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to rule 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 of Shareholders of ANDHRA BANK held 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.**

Dear Sir,

We, T.R. Ramabhadran (FCS) and Shri G. Raghu Babu (Shareholder of the Bank) were appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution, at the Extraordinary General Meeting of the Shareholders of ANDHRA Bank (the Bank), held on Thursday, March 12, 2015 at 11.30 AM at **Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad - 500073,** submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling was sealed in our presence with due identification marks placed by me.

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

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

(*) There are 38 cases which have not been considered for the following reasons:

| Sl. No. | Reason | No. of Cases |
|---|---|---|
| 1. | Wrong Folios | 12 |
| 2. | Duplicate Cases | 2 |
| 3. | No Consent | 18 |
| 4. | No Details | 5 |
| 5. | Both Consent | 1 |
| | **TOTAL** | **38** |



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** | 196 | 378448967 | 99.9981 |
| **(ii) Voted against the resolution** | 12 | 7256 | 0.0019 |
| | | | |
| **(iii) Invalid votes** | **Total number of members (in person or by proxy) whose votes were declared invalid** | **Total number of votes cast by them** | |
| | 38 | Q 578352 | |

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

6. The poll papers and all other relevant records were sealed and handed over to the General Manager.

Thanking you,

Yours faithfully,

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

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

Place: Hyderabad Dated: March 12, 2015

Witness 1.Mr.Ramesh Agarwal _____ Witness 2.Mr.P.Surya Prakash _____

Signed by Mr. C.VR. Rajendran
Chairman & Managing Director
Andhra Bank

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

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR ANDHRA BANK**

To,

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

**Reg: Extraordinary General Meeting of shareholders of ANDHRA BANK**

**Sub: Passing of Resolution through e-voting AND poll conducted at the Extraordinary General Meeting (EGM) of ANDHRA BANK (the Bank) held on Thursday, March 12, 2015 at 11.30 A.M. At Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073.**

The Bank, vide its Board Resolution No. 73 dated 30.01.2015 approved the appointment of Sri T.R. Ramabhadran, a Practising Company Secretary, Hyderabad, as a Consultant and as a Scrutinizer for conducting the electronic voting (e-voting) and the POLL. The e-voting was held between Friday, March 6, 2015 from 10.00 A.M. and Sunday, March 8, 2015, till 5.00 P.M. The POLL was conducted at the EGM held on 12.03.2015, at Hyderabad.

The Bank had appointed M/s. Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of e-voting to the shareholders of the Bank Friday, March 6, 2015 from 10.00 A.M. and Sunday, March 8, 2015, till 5.00 P.M.

M/s. MCS Limited is the Registrar and Share Transfer Agent of the Bank.

The e-voting results were unblocked by me as a Scrutinizer for e-voting on the due date, and a copy of the Scrutinizer's report dated March 11, 2015 is enclosed.

In terms of General Circular No. 20/2014 dated 17th June, 2014, issued by Ministry of Corporate Affairs, it has been clarified that voting by show of hands is not permitted at a General Meeting where e-voting is offered to the shareholders and hence it is mandatory to conduct the poll at the meeting in respect of the agenda item to be transacted thereat. In line with the same, a Poll has been conducted to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Bank has appointed me and Mr. G. Raghu Babu (shareholder of the Bank) as the Scrutinizers for the same. For further details kindly refer to Scrutinizer's report for the POLL in the Form MGT 13 dated March 12, 2015.

H.No.2-2-1105/4/2, Flat No.306, Swagruha Sri Laxmi Apartments,
New Nallakunta, Tilak Nagar, Hyderabad - 500 044.
Phone: (M)+91-97059-08616, (R) +91-40-27552524



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

**The result of the E-voting together with that of the Poll is as under:**

| Number of members who cast their votes through e-voting & Poll | Total number of Shares held by them. | Total number of Valid votes on the item of agenda |
|---|---|---|
| **349** | **453981347** | **453402995** |

| Item no of Notice | Particulars of Business | Votes in favour of the resolution | | Votes against the resolution | | Invalid votes | |
|---|---|---|---|---|---|---|---|
| | | Nos. | %age | Nos. | %age | Nos. | %age |
| **Item No. 1 of the Notice (As a Special Resolution)** | **E-voting** | 74946482 | 99.9996 | 290 | 0.0004 | -- | -- |
| **"Raising of capital by issuance of equity shares by way of preferential allotment to Government of India".** | **Poll** | 378448967 | 99.8455 | 7256 | 0.0019 | 578352 | 0.1526 |
| | **TOTAL** | **453395449** | | **7546** | | **578352** | |

The above Resolution stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through Poll and e-voting by the shareholders of the Bank, a copy of which is provided to the Bank.

Thanking you,

Yours faithfully,

T.R. Ramabhadran
Company Secretary
**CP no 14183**

**FCS No. 7833**

Place: Hyderabad Date: March 12, 2015

H.No.2-2-1105/4/2, Flat No.306, Swagruha Sri Laxmi Apartments,
New Nallakunta, Tilak Nagar, Hyderabad - 500 044.
Phone: (M)+91-97059-08616, (R) +91-40-27552524