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.71R/P.173/026

Dt: 11.04.2015

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: Proceedings of the Extra-ordinary General Meeting of shareholders of the Bank held on March 12, 2015 at Hyderabad-Clause 31(d) of the Listing Agreement – Compliance

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Pursuant to Clause 31(d) of the Listing Agreement, we forward herewith a copy of Proceedings of the Extraordinary General Meeting of shareholders of the Bank held on Thursday, March 12, 2015, at Hyderabad, for your information and records.

Encl: as above

Yours sincerely,

(Y.Amarnath)
कंपनी सचिव Company Secretary

Andhra Bank M.B. Division HYD

ANDHRA BANK – HEAD OFFICE

Proceedings of the Extra-ordinary General Meeting of Shareholders of the Bank held on Thursday, 12th March, 2015 at 11.30 A.M. at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073

In accordance with the Notice dated 30th January, 2015 and the addendum to the Notice dated 13th February, 2015, the Extra Ordinary General Meeting of the Bank was held on Thursday, 12th March, 2015 at 11.30 A.M. at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073.

1. The meeting was attended by 326 members, 83 proxies, 41 Authorised Representatives and 7 Directors.

2. Government of India (Promoter) had nominated Sri M.M Dawla, Department of Financial Services, Ministry of Finance, New Delhi who has attended and vote in the meeting as its Representative. The Government of India, the major shareholder, holds 35,46,14,903 Equity Shares of the Bank.

3. The Meeting commenced at 11.30 A.M. The Chairman and Managing Director of the Bank chaired the meeting and welcomed the shareholders present and with the requisite quorum of five shareholders pursuant to Regulation 58(i) of the Andhra Bank (Shares & Meetings) Regulations, 2003 being present, he called the meeting to order.

4. Thereafter, the Chairman & Managing Director introduced the Directors on the Dias.

5. The Chairman & Managing Director of the Bank informed that in terms of Clause 35B of the Listing Agreement entered into with the Stock Exchanges read with Rule 20 of the Companies (Management and Administration) Rules, 2014, it is now mandatory to extend to the shareholders of the Bank, the facility to vote on the items on the agenda to be considered at the Extra-ordinary General Meeting by electronic means.

6. The e-voting period was held from 6th March, 2015, from 10.00 A.M. to 8th March, 2015 till 05.00 P.M.

7. The Chairman and Managing Director of the Bank further informed that the Bank has appointed M/s Central Depository Services Limited (CDSL) as e-voting agency and M/s. T.R Ramabhadran, Practising Company Secretary, Hyderabad, as the Scrutiniser for conducting the e-voting .

8. The Chairman and Managing Director of the Bank further informed that in terms of the clarification dated 17th June, 2014 issued by the Ministry of Corporate Affairs, voting by Show of Hands is not permitted at a General Meeting where e-Voting has been offered to the shareholders. Therefore, it becomes necessary to conduct the poll at the meeting in respect of the agenda to be transacted at the EGM.

9. Accordingly, the Bank has appointed M/s. T.R Ramabhadran, Practising Company Secretary, Hyderabad and Mr. G. Raghu Babu, a shareholder of the Bank as Scrutinizers for the poll at the said meeting. Ballot Boxes used for the Poll were demonstrated and locked/ sealed under the supervision of the Scrutinizers in presence of the shareholders.

10. The Chairman and Managing Director then took up the sole Agenda item for approval of shareholders by Special Resolution to raise capital by creating, offering, issuing and alloting on preferential basis to Government of India, 1,32,31,888 equity shares of face value of Rs.10/- each for cash at Rs.90.69p. per share (including premium of Rs.80.69p. per share) aggregating to Rs 120 Crore.

11. The Chairman and Managing Director informed that the Bank has obtained a certificate from M/s. Umamaheswara Rao & Co., Chartered Accountants, Hyderabad , one of the Statutory Auditors of the Bank certifying the correctness of Issue Price and compliance with SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009.

12. The said agenda item was proposed and seconded by two shareholders.

13. Before putting the Resolution to vote, the Chairman invited the shareholders present to make their observations, if any, on the said matter ie., Infusion of Capital.

14. The Chairman and Managing Director responded to the various observations made/ queries raised by the shareholders.

15. The Chairman and Managing Director requested the shareholders who had not participated in e-Voting to cast their votes. He further informed that the consolidated results of e-Voting and Poll will be hosted on the Bank's website and also that of the Stock Exchanges (NSE and BSE) and of CDSL (the voting agency).

16. The Chairman and Managing Director then thanked all the participants for attending the meeting and after casting of votes by the shareholders, he declared the Extra-ordinary General Meeting as closed.

Hyderabad
Date: 10th April, 2015

Certified True Copy

Y. Amarnath
(Company Secretary)

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