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.

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Merchant Banking Division
Telefax: 040-23230883 Ph: 040-23252371
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Lr. No. 666/25/P.71Q/183

Dt: 09.07.2015

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 Annual General Meeting of shareholders of the Bank held on July 08, 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 Annual General Meeting of shareholders of the Bank held on Wednesday, July 08, 2015 at Hyderabad for your information and records.

Yours sincerely

Y. Amarnath
Company Secretary

Encl: As Above

ANDHRA BANK M.B. Division H.O. Hyd.

ANDHRA BANK – HEAD OFFICE

Proceedings of the 15th Annual General Meeting of Shareholders of the Bank held on Wednesday, 8th July, 2015 at 11.00 A.M. at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073

In accordance with the Notice dated 29th May, 2015, the 15th Annual General Meeting of the Bank was held on Wednesday, 8th July, 2015 at 11.00 A.M. at Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073.

1. The meeting was attended by 1138 Members including 157 proxies and 03 Authorised Representatives. And 05 Directors of the Bank presided the meeting.

2. Government of India (Promoter) had nominated Sri Suresh C Arya, SRO, 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 36,78,46,791 Equity Shares of the Bank, constituting 61.0183%.

3. The Meeting commenced at 11.00 A.M. The Managing Director & CEO 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 Managing Director & CEO introduced the Directors on the Dias.

5. The Managing Director & CEO 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, 2015, 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 General Meeting by electronic means.

6. Further, the Managing Director & CEO of the Bank informed that as per the Companies (Management and Administration) Amendment Rules, 2015, the facility to exercise the right to vote on resolutions proposed to be considered at General Meeting from a place other than venue of a general meeting by the shareholders through electronic means has been termed as 'Remote e-voting' by Ministry of Corporate Affairs vide their Notification dated 19.03.2015.

7. The remote e-voting held from 5th July, 2015, from 10.00 A.M. to 7th July, 2015 till 05.00 P.M.

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

ANDHRA BANK M.B. Division H.O. Hyd.

9. The Managing Director & CEO 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 voting by electronic means 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 AGM.

10. Ballot Boxes used for the Poll were demonstrated and locked/ sealed by the Scrutinizer in presence of two witnessess and shareholders.

11. The Managing Director & CEO then took up the following Agenda items–

    (i) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors'Report on the Balance Sheet and Accounts;
    (Ordinary Resolution).

    (ii) To declare dividend on Equity Shares for the Financial Year 2014-15;
    (Ordinary Resolution)

    (iii) Raising of capital through Qualified Institutional Placement, Follow on Public Offer, etc.
    (Special Resolution)

12. The said agenda items were proposed and seconded by the shareholders.

13. Before putting the Resolution to vote, the Managing Director & CEO invited the shareholders present to make their observations, if any, on the agenda items.

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

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

16. The Managing Director & CEO then thanked all the participants for attending the meeting and after casting of votes by the shareholders, he declared the Annual General Meeting as closed.

Hyderabad
Date: 09th July, 2015

Certified True Copy

Y. Amarnath
(Company Secretary)

ANDHRA BANK M.B. Division H.O.