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

Lr. No. 666/25/P.174/375

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: Proceedings of the Extra-ordinary General Meeting of shareholders of the Bank held on September 23, 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 Extra-ordinary General Meeting of shareholders of the Bank held on Wednesday, September 23, 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 Extra-ordinary General Meeting of Shareholders of 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, Gachibowli, Hyderabad - 500032

In accordance with the Notice dated 29th August, 2015, the Extra-ordinary General Meeting of the Bank was held on Wednesday, 23rd September, 2015 at 04.30 P.M. at Andhra Bank Apex College, Plot No. 27-29, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500032

The meeting was attended by 180 Members including 63 proxies, 02 Authorised Representatives.

The meeting was presided by the 06 Directors of the Bank.

1. Government of India (Promoter) had nominated Sri Tirth Ram, Under Secretary (BOA), Ministry of Finance, Department of Financial Services, Ministry of Finance, New Delhi who has attended and voted 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%.

2. The Meeting commenced at 04.30 P.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.

3. Thereafter, the Managing Director & CEO introduced the Directors on the Dias.

4. 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.

5. 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.

6. The Remote e-voting was held from 20th September, 2015, from 10.00 A.M. to 22nd September, 2015 till 05.00 P.M.

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

ANDHRA BANK M.B. Division

Remote e-voting and Poll and Mr. G. Raghu Babu, a shareholder of the Bank also appointed as the Scrutiniser for Poll.

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

9. The Managing Director & CEO then took up the given below Agenda item–

To approve raising of capital by issuance of Equity Shares by way of Preferential Allotment to Government of India

Raising of capital by way of creating, offering, issuing and alloting 4,94,63,491 (Four Crore Ninety Four Lakhs Sixty Three Thousand Four Hundred and Ninety One Only) equity shares of face value of Rs. 10/- each for cash at Rs. 76.42p per share (including premium of Rs. 66.42p per share) on preferential basis to Government of India.

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

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

12. The Ballot Boxes used for the Poll were demonstrated and locked under the supervision of the Scrutinisers in presence of the Shareholders.

13. 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 remote e-voting agency) and will be submitted to the Stock Exchanges (NSE and BSE) .

14. The Managing Director & CEO 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 concluded.

Hyderabad
Date: 24th September, 2015

For ANDHRA BANK

Y. Amarnath
(Company Secretary)

ANDHRA BANK M.B. Division