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.181/90

Dt: 08.05.2017

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: 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 May 06, 2017

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the details of voting as under:

Date of Extra-ordinary General Meeting	May 06, 2017
Total number of shareholders on Cut-off Date i.e. 29.04.2017	2,26,339
No. of shareholders present in the meeting either in person or through proxy:	
Promoter or Promoter Group	1
Public	232
No. of shareholders attended the meeting through video conferencing:	
Promoter of Promoter Group	Nil
Public	Nil

Further to the above, 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 May 06, 2017;
2. Combined Report by the Scrutiniser on Remote e-voting & Poll.

This is for your information.

Yours sincerely

(Y. Amarnath)
Company Secretary

Encl: **As Above**

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

Agenda Item No. 1

Resolution required: **Special**

Whether promoter/ promoter group are interested in the agenda/ resolution

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)	No. of votes – abstain(6)	% of Votes in favour on votes polled (7)=[(4)/(2)]*100	% of Votes against on votes polled (8)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	**417310282**	0	0	0	0	0	0	0
	Venue_vote		417310282	100.00	417310282	0	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00	0.00
	Total		417310282	100.00	417310282	0	0	100.00	0.00
Public Institutions	E-Voting	**152953903**	97636360	63.83	97636360	0	0	100.00	0.00
	Venue_vote		0	0.00	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00	0.00
	Total		97636360	63.83	97636360	0	0	100.00	0.00
Public – Non Institutions	E-Voting	**110899307**	3272489	2.95	163419	3109070	0	4.99	95.01
	Venue_vote		19910839	17.95	19910635	204	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00	0.00
	Total		23183328	20.90	20074054	3109274	0	86.59	13.41
Total		**681163492**	538129970	79.00	535020696	3109274	0	99.42	0.58



Agenda Item No. 2

Resolution required: **Special**

Whether promoter/ promoter group are interested in the agenda/ resolution

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)	No. of votes – abstain(6)	% of Votes in favour on votes polled (7)=[(4)/(2)]*100	% of Votes against on votes polled (8)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	**417310282**	0	0	0	0	0	0	0
	Venue_vote		417310282	100.00	417310282	0	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00	0.00
	Total		417310282	100.00	417310282	0	0	100.00	0.00
Public Institutions	E-Voting	**152953903**	0	0.00	0	0	0	0.00	0.00
	Venue_vote		0	0.00	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00	0.00
	Total		0	0.00	0	0	0	0.00	0.00
Public – Non Institutions	E-Voting	**110899307**	26644485	24.03	163449	24000156	2475970	0.61	90.08
	Venue_vote		94175203	84.92	94178709	204	1200	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00	0.00
	Total		120819688	108.95	94342158	24000360	2477170	78.09	19.86
Total		**681163492**	538129970	79.00	511652440	24000360	2477170	95.08	4.46



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

06th May, 2017

To,

The Managing Director and Chief Executive Officer

Andhra Bank,

Dr. Pattabhi Bhavan,

5-9-11, Saifabad,

Hyderabad – 500 004.

Dear Sir,

At the outset, we would like to express our gratitude to the Bank for appointing us as the Scrutinizer for the remote e-voting and voting by Shareholders at the Extraordinary General Meeting (EGM) held on Saturday, 06th May, 2017 at 11 a.m.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For S.N.ANANTHASUBRAMANIAN & CO.

Company Secretaries

Malati A. Kumar

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10980 COMPANY SECRETARIES

Malati Kumar

Partner

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE BANK	**Andhra Bank**
MEETING	**Extraordinary General Meeting**
DAY, DATE & TIME	**Saturday, 06th May, 2017 at 11 a.m.**
VENUE	**Pattabhi Bhavanalaya,** **Andhra Bank Head Office,** **5-9-11, Saifabad, Hyderabad- 500004**

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting at the Extraordinary General Meeting (EGM) of **Andhra Bank** (hereinafter referred to as **the Bank)** held on Saturday, 06th May, 2017 at 11 a.m. at Pattabhai Bhavanalaya, Andhra Bank Head Office, 5-9-11, Saifabad, Hyderabad.

2. Dispatch of Notice convening the Meeting

The Bank has informed that, on the basis of the Register of Shareholders and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the purpose of e-voting, the Bank completed dispatch of the Notice of the EGM as under:

- On **14.04.2017** by email to **1,24,119** Shareholders who had registered their email-ids with the Bank.
- On **14.04.2017** by Courier to **1,10,874** Shareholders in physical form.

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3. Cut - off date

The Voting rights were reckoned as on **Saturday, 29th April, 2017** being the Cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the meeting.

4. Remote e-Voting Process

4.1 **Agency**

The Bank has appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform.

4.2 **Remote e-Voting period**

Remote e-Voting platform was open from **10.00 a.m. on Wednesday, 03rd May, 2017 to 5:00 p.m. on Friday, 05th May, 2017** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolutions on the remote e-Voting platform provided by Central Depository Services (India) Limited (CSDL).

5. Voting at the EGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO 10380 COMPANY SECRETARIES

5.2 Accordingly, CSDL the remote e-Voting agency provided us with the names, DP Id & Client ID/ folios numbers and shareholding of the shareholders who had cast their votes through remote e-Voting.

5.3 The Bank had provided physical voting facility to the shareholders at the venue of the meeting.

5.4 Ms.P.Raja Rajeswari, Shareholder of the Bank (DP Id IN 301022 / 20503314) was also appointed as a Scrutinizer representing the Shareholders of the Bank for scrutinising the voting at the EGM.

5.5 After the Managing Director and Chief Executive Officer announced the commencement of voting, two ballot boxes kept for polling, were locked in our presence.

6. Counting Process

6.1 On completion of voting at the Meeting, CDSL provided us with the List of Shareholders who had cast their votes, with their holding details and details of votes cast on the Special Resolutions.

6.2 The votes were reconciled with the records maintained by the Bank and M/s. MCS Share Transfer Agent Limited (RTA) with respect to the authorizations/ proxies lodged with the Bank.

6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Ms. Uttara Deherkar and Ms. Aishwarya Krishnan and downloaded the remote e-Voting results.

6.4 Pursuant to provision of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/80, voting rights of shareholders other than Central Government have been restricted to 10% of the total voting rights of all Shareholders of the Bank.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO 10982 COMPANY SECRETARIES

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

7. Results

7.1 We observed that

a) **91** Shareholders had cast their votes at the meeting of which **10** Ballot forms were found to be invalid.

b) **159** Shareholders had cast their votes through remote e-voting

7.2 The Consolidated Results with respect to the items on the agenda enclosed.

7.3 Based on the aforesaid result, we report that, the two **Special Resolutions** as contained in Item no. 1 and 2 in the Notice of the EGM dated 07th April, 2017 have been passed with the **requisite majority.**

Malati A. Kumar

S N ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO 10980 COMPANY SECRETARIES

Malati Kumar
Partner
C.P.No.10980

P. Raja Rajeswari

P. Raja Rajeswari
Shareholder Scrutinizer
(DP Id.: IN 301022 / 20503314)

Date : 06th May, 2017

Place : Hyderabad

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 1: Raising of capital by issuance of equity shares by way of preferential allotment to Government of India.

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	146	11,76,88,822	78	41,73,31,874	224	53,50,20,696	99.42
Dissent	13	31,09,070	3	204	16	31,09,274	0.58
Total	**159**	**12,07,97,892**	**81**	**41,73,32,078**	**240**	**53,81,29,970**	**100.00**

Based on the aforesaid result, **Special Resolution** as contained in **Item No.1** of the Notice of the EGM dated 07th April, 2017 has been **passed with requisite majority.**

Malati A. Kumar

S.N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO 10980 COMPANY SECRETARIES

Malati Kumar
Partner
C.P.No.10980

P. Raja Rajeswari

P. Raja Rajeswari
Shareholder Scrutinizer
(DP Id.IN 301022 / 20503314))

Date : 06th May, 2017
Place : Hyderabad.

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 2: Raising of capital through Qualified Institutional Placement, Follow on Public Offer, etc.

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	84	9,43,21,766	76	41,73,30,674	160	51,16,52,440	95.08
Dissent	68	2,40,00,156	3	204	71	2,40,00,360	4.46
Abstain	7	24,75,970	2	1200	9	24,77,170	0.46
Total	**159**	**12,07,97,892**	**81**	**41,73,32,078**	**240**	**53,81,29,970**	**100.00**

Based on the aforesaid result, **Special Resolution** as contained in **Item No.2** of the Notice of the EGM dated 07th April, 2017 has been **passed with requisite majority.**

Malati A. Kumar

Malati Kumar
Partner
C.P.No.10980

S N ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10980 COMPANY SECRETARIES

P. Raja Rajeswari

P. Raja Rajeswari
Shareholder Scrutinizer
(DP Id.IN 301022 / 20503314))

Date : 06th May, 2017
Place : Hyderabad.