



**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 Nigamagadam, 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 17<sup>th</sup> 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.  
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**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

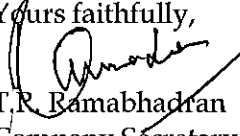
Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As a Special Resolution) "Raising of capital by issuance of equity shares by way of preferential allotment to Government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

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



Place: Hyderabad

Date: March 12, 2015

FCS No. 7833

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  
Nigamagmam, 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:



Name of the Bank: **Andhra Bank**

Details of the Combined Voting Results of the EGM held on 12.03.2015

Date of the EGM	12 <sup>th</sup> 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
<b>Details of the Agenda</b>	
Resolution required	Special
Mode of voting	E-Voting:06.03.2015 to 08.03.2015 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



**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 - 27562624

To,

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

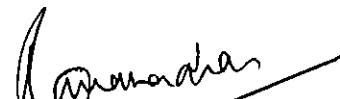
Dear Sir,

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**  
**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 – 27562524

**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 06<sup>th</sup> February, 2015 to the e-Voting process for passing the item of agenda as contained in the Addendum to the EGM Notice dated 13<sup>th</sup> 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 30<sup>th</sup> 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 7<sup>th</sup> February, 2015 and on 8<sup>th</sup> February, 2015.
  - by Speed/Registered Post to 122573 Members in physical form on 18<sup>th</sup> Feb, 2015.



**T.R. RAMABHADRAN  
COMPANY SECRETARY**

H.No. 2-2-1106/4/2, Flat No. 306, Swagruha, Sri Laxmi Apartments, New Nallakunta, Tilak Nagar, Hyderabad – 500044  
Ph No. (M) 9705908616, (R) 040 – 27652524

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. Vyaiteswaran & 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:** 11<sup>th</sup> March, 2015  
**Place:** Hyderabad



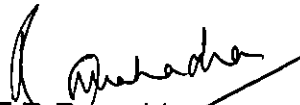
**T.R. RAMABHADRAN  
COMPANY SECRETARY**

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**Analysis Of Results**

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

<sup>th</sup>  
**Date:** 11 March, 2015  
**Place:** Hyderabad

