

Dt: 19.07.2014

**Declaration of result of e-voting & Physical Ballot
in respect of 14th Annual General Meeting (AGM)
of Andhra Bank held on Friday, 18th July, 2014.**

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 AGM Notice dated 09.05.2014 despatched between 21st June, 2014 to 24th June, 2014.

Members voted through e-voting from 12.07.2014 to 14.07.2014. Further, on 18.07.2014, the day of AGM, 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 M/s. S.N.Ananthasubramanian & Company, Practising Company Secretaries, Thane, as the Scrutinisers to scrutinise the votes cast through e-voting and M/s. B.N. & Associates, Company Secretaries, Mumbai, as the Scrutinisers to scrutinize the votes cast through physical ballot at the venue of the AGM.

Scrutinisers finalized the Scrutinisers' Report on the e-voting on 15.07.2014, i.e. within 3 days of the last date of the e-voting of Resolution and Physical ballot on 18.07.2014, in terms of the said Rule 20 and further submitted the final consolidated scrutinisers reports for e-voting and physical ballot voting at the AGM, on 18.07.2014.

Based on the scrutinisers' final consolidated report dated 18.07.2014, I hereby declare that the resolution contained in the Bank's AGM Notice dated 09.05.2014 have been duly passed on the date of the AGM, i.e. 18.07.2014, as per the details given below:



: 2 :

| | |
|--|--|
| Date of the AGM | 18 th July, 2014 |
| Total No. of shareholders on the Cut-Off Date (06.06.2014) | 208541 |
| No. of shareholders present in the meeting either in person or through proxy | 1039 |
| .. Promoters and Promoter Group | 1 (President of India) |
| .. Public | 1038 |
| No. of shareholders attended the meeting through Video Conferencing | NIL |
| .. Promoters and Promoter Group | NIL |
| .. Public | NIL |
| Details of the Agenda | |
| Resolution required | Ordinary |
| Mode of voting | E-Voting: 12.07.2014 to 14.07.2014 Poll : At the Venue of the AGM |

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 an Ordinary Resolution) To receive, consider and adopt the Audited Balance Sheet as at 31 st March 2014, 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' Reports on the Balance Sheet and Accounts. | E-voting | 38480241 | 99.999 | 10 | 0.001 | -- | -- |
| | Poll | 403216057 | 100.00 | NIL | NIL | NIL | -- |
| | TOTAL | 441696298 | 100.00 | 10 | NIL | NIL | -- |

Sd/-
(C.VR. Rajendran)
Chairman & Managing Director



**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: 14th Annual General Meeting of shareholders of ANDHRA BANK

Sub: Passing of Resolution through e-voting AND poll conducted at the 14th AGM of ANDHRA BANK (the Bank) held on Friday, July 18, 2014 at 2.30 PM. At Sri Sathya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad - 500073.

The Bank, vide its Office Note No. 25/P.71P/012 dated 31.05.2014 approved the appointment of M/s. SNACO Consulting Private Limited, Practising Company Secretaries, Thane, as the Scrutinizer for the electronic voting (e-voting) held between Saturday July 12, 2014 at 10.00 A.M. to Monday July 14, 2014 at 5.00 P.M. The Bank, vide its abovesaid Office Note also approved the appointment of M/s. BN & Associates, Company Secretaries, Mumbai, as the Scrutinizer for the POLL to be conducted at the AGM held on Friday, July 18, 2014, 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 from Saturday July 12, 2014 10:00 A.M. till Monday July 14, 2014 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 the Scrutinizer so appointed by the Bank on the due date, and a copy of the Scrutinizer's report dated July 15, 2014 is enclosed.

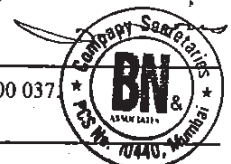
At the 14th AGM of the Bank held on Friday July 18, 2014, the Chairman and Managing Director of the Bank had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Bank has appointed me and Mr.G.Raghu Babu (shareholder of the Bank) as the Scrutinizers for the same. For further details kindly refer to our Scrutinizer's report in form MGT 13 dated July 18, 2014.

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 |
|--|--------------------------------------|---|
| 294 | 441696308 | 441696308 |

C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T : 91 22 6623 5454 D: 91 22 6623 5411 Fax: 91 22 6633 1135 Cell : 9820142331/9004089490
E-mail : narasimhan.b8@gmail.com // bn@karvy.com

Resd : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596



| 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 an Ordinary Resolution) To receive, consider and adopt the Audited Balance Sheet as at 31 st March 2014, 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' Reports on the Balance Sheet and Accounts. | E-voting | 38480241 | 99.999 | 10 | 0.001 | -- | -- |
| | Poll | 403216057 | 100.00 | NIL | NIL | NIL | -- |
| | TOTAL | 441696298 | 100.00 | 10 | NIL | NIL | -- |

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 by the shareholders of the Bank. I shall be arranging to handover these records to the Company Secretary / General Manager / Director authorized by the Board or such other person as may be authorized by you.


Thanking you,
Yours Faithfully
For BN & Associates



CS B Narasimhan
(Proprietor)
COP no 10440



Date: July 18, 2014


Signed by Mr C. VR. Rajendran
Chairman & Managing Director
Andhra Bank

