

Secretarial Department

FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SDF-24/ /2014-15

19th July 2014

The National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

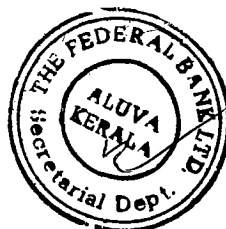
Dear Sir,

Reg: 83rd Annual General Meeting held on 17 July 2014.

The shareholders in the 83rd Annual General Meeting held on 17 July 2014 have approved the following resolutions that were indicated in the notice to shareholders.

1. RESOLVED that the audited Balance Sheet of the Bank as at 31 March 2014 and the Profit and Loss Account for the period ended on that date, together with the reports of the Board of Directors and the Auditors thereon be and the same are hereby received, considered and adopted.
2. RESOLVED that a dividend at the rate of 100%, on the paid-up capital be and is hereby declared for the year ended 31 March 2014 to be paid to the eligible shareholders of the Bank.
3. RESOLVED that Shri. Shyam Srinivasan, MD &CEO of the Bank be and is hereby re-appointed as a Director on the Board of Directors of the Bank liable to determination by retirement of directors by rotation on the Board of Directors of the Bank.
4. Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, approval from Reserve Bank of India, other applicable provisions of the Banking Regulation Act, 1949, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, M/s Deloitte Haskins & Sells, Chennai, together with M/s M.P.Chitale & Co, Mumbai be and are hereby appointed as Joint Central Statutory Auditors of the Bank to hold office until the conclusion of the next Annual General Meeting of the Bank, at such remuneration to be fixed by the Board of Directors of the Bank."

*The Federal Bank Ltd. Registered Office: Secretarial Department, Federal Towers, P O Box No.103, Aluva, Kerala, India 683 101
E-mail: secretarial@federalbank.co.in | Phone : 0484-2622263 fax:04842633119CIN: L65191KL1931PLC000368*



5. RESOLVED that pursuant to the provisions of Section 139 and section 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Board of Directors be and is hereby authorised to arrange for the audit of the Bank's branches for the accounting year 2014-15 and to appoint and fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose."
6. RESOLVED that in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. Harish H Engineer (DIN- 01843009), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM"
7. RESOLVED that in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India and as per the approval of Reserve Bank of India, Smt. Grace Elizabeth Koshie (DIN- 06765216), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.



8. RESOLVED that in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, and as approved by Ministry of Finance, Government of India, Smt. Shubhalakshmi Panse (DIN-02599310), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.
9. a) RESOLVED that pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Prof. Abraham Koshy (DIN-00471385), be and is hereby appointed as an Independent Director of the Bank, for a period of one (1) year with effect from the date of this AGM."
- b) "RESOLVED to approve the honorarium of Rs.1,25,000/-(Rupees One Lakh Twenty Five Thousand only) per month to Prof. Abraham Koshy (DIN- 00471385), Non Executive Part Time Chairman of the Bank, as approved by the Reserve Bank of India and pursuant to the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, and as per the provisions of Companies Act, 2013 and rules made there under.
10. RESOLVED that pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. Sudhir M Joshi (DIN- 00349597), be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.

