SVJS & Associates
Company Secretaries

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Padmam Apartments, Ravipuram, Kochi
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COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR THE FEDERAL BANK LIMITED

To,

Chairman
83rd Annual General Meeting of the Equity Shareholders of M/s The Federal Bank Limited
Held on Thursday, 17th July, 2014 at Mahatma Gandhi Municipal Town Hall,
Aluva - 683101

Sub: Passing of Resolution through electronic AND poll conducted at the 83rd AGM of The Federal Bank Limited (the Bank) held on 17th July 2014

I, CS sivakumar.p, Company Secretary in Practice, holding Membership Number: FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 has been appointed as Scrutinizer for the Electronic Voting and for the purpose of the Poll taken on the below mentioned resolution(s), at the 83rd Annual General Meeting of the Equity Shareholders of M/s. The Federal Bank Limited, held on Thursday, 17th July, 2014 at Mahatma Gandhi Municipal Town Hall, Aluva - 683101.

The Bank had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the electronic voting to the shareholders of the Bank from Monday, 07th July 2014 till Wednesday, 09th July 2014. Integrated Enterprises (India) Limited is the Registrar and Share Transfer Agent of the Bank. The e-voting results were unblocked by me on 10th July 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 10th July 2014 attached herewith.

At the AGM, the Bank facilitated the members present in the meeting who could not participate in the e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 18th July 2014

The result of the E-voting together with that of the Poll is as under:

Res. No	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			Nos	%	Nos	%
1	Adoption of Annual Accounts	Evoting Poll Total	315581720 3472031 319053751	99.99 99.99 99.99	15 5 20	0.01 0.01 0.01
2	Declaration of Dividend	Evoting Poll Total	315581836 3474111 319055947	99.99 99.98 99.99	200 570 770	0.01 0.02 0.01
3	Re-appointment of Retiring Director, Shri. ShyamSrinivasan	Evoting Poll Total	315559312 3488401 319047713	99.99 99.99 99.99	4694 5 4699	0.01 0.01 0.01
4	Appointment of Joint Central Statutory Auditors, M/s. Deloitte Haskins & Sells, Chennai, together with M/s M. P. Chitale& Co, Mumbai., Chartered Accountants as Auditors and fixation of remuneration thereof	Evoting Poll Total	313634109 3489313 317123422	99.79 99.99 99.79	658912 330 659242	0.21 0.01 0.21
5	Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors	Evoting Poll Total	313765925 3489143 317255068	99.99 99.99 99.99	2495 275 2770	0.01 0.01 0.01
6	Appointment of Shri.Harish H Engineer as an Independent Director of the Bank	Evoting Poll Total	313792763 3485908 317278671	99.99 99.92 99.99	14172 2620 16792	0.01 0.08 0.01
7	Appointment of Smt. Grace Elizabeth Koshie as an Independent Director of the Bank	Evoting Poll Total	313792738 3488733 317281471	99.99 99.95 99.99	13767 1705 15472	0.01 0.05 0.01
8	Appointment of Smt. ShubhalakshmiPanse as an Independent Director of the Bank	Evoting Poll Total	313754749 3483199 317237948	99.99 99.99 99.99	11963 5 11968	0.01 0.01 0.01

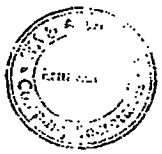
9	Appointment of Prof.AbrahamKoshy as an Independent Director of the Bank and taking on record the approval accorded by RBI to pay honorarium of Rs1,25,000/- per month	Evoting Poll Total	311861750 3465731 315327481	99.38 99.36 99.38	1943520 22330 1965850	0.62 0.64 0.62
10	Appointment of Shri. Sudhir M Joshi as an Independent Director of the Bank	Evoting Poll Total	313795571 3486041 317281612	99.99 99.93 99.99	11219 2470 13689	0.01 0.07 0.01
11	Appointment of CA. Nilesh S Vikamsey as an Independent Director of the Bank	Evoting Poll Total	311864965 3482866 315347831	99.38 99.84 99.39	1942000 5420 1947240	0.62 0.16 0.61
12	Appointment of Shri .K M Chandrasekhar as an Independent Director of the Bank	Evoting Poll Total	313788071 3487296 317275367	99.99 99.96 99.99	16849 1265 18114	0.01 0.04 0.01
13	Appointment of Shri .Dilip G Sadarangani as an Independent Director of the Bank	Evoting Poll Total	313787446 3486526 317273972	99.99 99.94 99.99	14494 1985 16479	0.01 0.06 0.01
14	Taking on record the approval accorded by RBI for payment of remuneration, variable pay and ESOS to Shri. ShyamSrinivasan, MD &CEO of the Bank	Evoting Poll Total	290554856 3475981 294030837	99.99 99.75 99.99	8803 8825 17628	0.01 0.25 0.01
15	Taking on record the approval accorded by RBI for payment of remuneration, and ESOS to Shri. Abraham Chacko, Executive Director of the Bank	Evoting Poll Total	290548465 3475556 294024021	99.99 99.75 99.99	17214 8825 26039	0.01 0.25 0.01
16	Approval for extension of vesting period for the Grant 2011, from four years to four and half years(modified from 08th April 2015 to 08th October 2015)	Evoting Poll Total	313801670 3467466 317269136	99.99 99.57 99.99	18955 15105 34060	0.01 0.43 0.01
17	Increase of the Borrowing power of the Bank by Rs 3000 Crore over and above the Paid up Capital and free reserves of the Bank pursuant to section 180 (1) (c) of the Companies Act,2013	Evoting Poll Total	315500122 3481081 318981203	99.99 99.96 99.99	2439 1490 3929	0.01 0.04 0.01

All the Resolutions stand passed under e-voting and poll with requisite majority

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Bank. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You

Yours faithfully



CS sivakumar.p

FCS: 3050; CP: 2210

Kochi

18.07.2014

SVJS & Associates
Company Secretaries

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10.07.2014

To

The Chairman

The Federal Bank Limited

Federal Towers, PO Box No. 103

Aluva, Kerala - 683101

Sir,

Sub: Report of the Scrutinizer on Electronic Voting

I, CS sivakumar.p, Company Secretary in Practice, holding Membership Number :FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, has been appointed by the Board of Directors of The Federal Bank Limited as the Scruitinizer for the Electronic Voting of the resolutions included in the notice calling the proposed Annual General Meeting of the Company to be held on 17th July, 2014.

As the Scruitinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 07.07.2014 to 09.07.2014. Further the e-voting period was completed three days prior to the date of meeting, as per the above Rule.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 10th July 2014, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.

SVJS & Associates * Ernakulam * Company Secretaries

The following is the summary of e-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolution No	**Subject Matter of Resolution**	**Total No. Of shares through E-voting**	**No. of Votes through E-voting**	**% of votes in favour on votes through E-voting**	**% of Paid Up Capital**	**No. of Votes through E-voting**	**% of votes against on votes through E-voting**
1	Adoption of Annual Accounts	315581735	315581720	99.99	36.90	15	0.01
2	Declaration of Dividend	315582036	315581836	99.99	36.90	200	0.01
3	Re-appointment of Retiring Director, Shri. Shyam Srinivasan	315564006	315559312	99.99	36.89	4694	0.01
4	Appointment of Joint Central Statutory Auditors, M/s. Deloitte Haskins & Sells, Chennai, together with M/s M. P. Chitale & Co, Mumbai., Chartered Accountants as Auditors and fixation of remuneration thereof	314293021	313634109	99.79	36.67	658912	0.21
5	Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors	313768420	313765925	99.99	36.68	2495	0.01
6	Appointment of Shri.Harish H Engineer as an Independent Director of the Bank	313806935	313792763	99.99	36.69	14172	0.01
7	Appointment of Smt. Grace Elizabeth Koshie as an Independent Director of the Bank	313806505	313792738	99.99	36.69	13767	0.01

VJS & Associates Company Secretaries Ernakulam

	to 08th October 2015)						
17	Increase of the Borrowing power of the Bank by Rs 3000 Crore over and above the Paid up Capital and free reserves of the Bank pursuant to section 180 (1) (c) of the Companies Act,2013	315502561	315500122	99.99	36.89	2439	0.01

Thank you very much.

Yours faithfully,

CS sivakumar.p
FCS: 3050; CP: 2210

SJS & Associates Ernakulam Company Secretaries

Witnesses to the unblocking of votes:

1. Jinu Mathen
   9B, Skyline Templeton Apartments,
   Manikkath Road, Ravipuram,
   Kochi 682016

2. Nikhil George Pinto
   Breeze Cottage, Perumanoor
   Cochin, Kerala – 682015

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FORM No. MGT-13
Report of Scrutinizer
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

Chairman
83rd Annual General Meeting of the Equity Shareholders of M/s The Federal Bank Limited
Held on Thursday, 17th July, 2014 at Mahatma Gandhi Municipal Town Hall,
Aluva - 683101

Dear Sir,

I, CS sivakumar.p, Company Secretary in Practice, holding Membership Number: FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 83rd Annual General Meeting of the Equity Shareholders of M/s. The Federal Bank Limited, held on Thursday, 17th July, 2014 at Mahatma Gandhi Municipal Town Hall, Aluva - 683101, submit my report as under

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

(a) Resolution 1

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit & Loss Account for the financial year ended on that date, together with the reports of the Board of Directors and the Auditors thereon

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3472031	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01

(b) Resolution 2

Declaration of Dividend

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
140	3474111	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	570	0.02

(c) Resolution 3

Reappointment of retiring Director Shri Shyam Srinivasan

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3488401	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01

(d) Resolution 4

Appointment of Joint Central Statutory Auditors M/s. Deloitte Haskins & Sells, Chennai together with M/s M. P. Chitale & Co, Mumbai, Chartered Accountants as Auditors and fixation of remuneration thereof

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
143	3489313	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	330	0.01

(e) Resolution 5

Appoint and fix the remuneration of branch Auditors in consultation with the Central Statutory Auditors

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
143	3489143	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	275	0.01

(f) Resolution 6

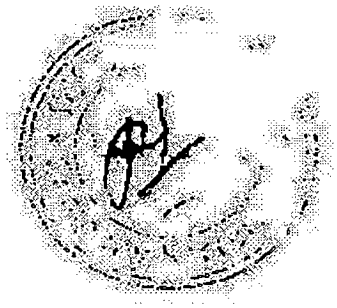
Appointment of Shri Harish H. Engineer as Independent Director of the bank.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3485908	99.92

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	2620	0.08



(g) Resolution 7

Appointment of Smt. Grace Elizabeth Koshie as Independent Director of the bank.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
142	3488733	99.95

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1705	0.05

(h) Resolution 8

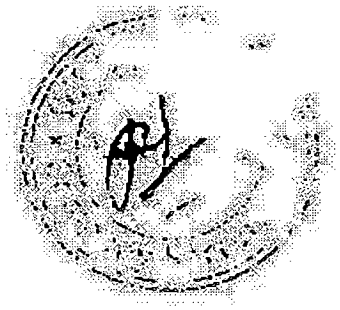
Appointment of Smt. Shubhalakshmi Panse as Independent Director of the bank.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
142	3483199	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01



(i) **Resolution 9**

Appointment of Prof. Abraham Koshy as Independent Director of the Bank and taking on record the approval accorded by RBI to pay Honorarium of Rs. 1,25,000/- per month.

(ii) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
135	3465731	99.36

(iii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	22330	0.64

(j) **Resolution 10**

Appointment of Shri Sudhir M. Joshi as Independent Director of the bank.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
139	3486041	99.93

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	2470	0.07

(k) Resolution 11

Appointment of CA. Nilesh S. Vikamsey as Independent Director of the bank.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
137	3482866	99.84

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	5420	0.16

(l) Resolution 12

Appointment of Shri K. M. Chandrasekhar as Independent Director of the bank

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3487296	99.96

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	1265	0.04

(m) Resolution 13

Appointment of Shri Dilip G. Sadarangani as Independent Director of the bank

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
139	3486526	99.94

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1985	0.06

(n) Resolution 14

Taking on record the approval accorded by RBI for payment of remuneration, variable pay and ESOS to Shri. Shyam Srinivasan, MD & CEO of the Bank

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	3475981	99.75

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	8825	0.25

(o) Resolution 15

Taking on record the approval accorded by RBI for payment of remuneration, and ESOS to Shri. Abraham Chacko, Executive Director of the Bank.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	3475556	99.75

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	8825	0.25

(p) Resolution 16

Approval for extension of vesting period for the Grant 2011, from four years to four and half years (Modified from 8th April 2015 to 8th October 2015)

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
134	3467466	99.57

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	15105	0.43

(q) **Resolution 17**

Increase of the borrowing power of the bank by Rs. 3,000 Crore over and above the paid up Capital and free reserves of the bank pursuant to section 180 (1) (c) of the Companies Act 2013

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
134	3481081	99.96

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1490	0.04

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You

CS sivakumar.p
FCS: 3050; CP: 2210

Kochi
18.07.2014