Secretarial Department

FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SD/ F 24/ /2015-16 01st July2015

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

Dear Sir,

Sub: Disclosure under Clause 35 A of the Listing Agreement- The Federal Bank Limited

Pursuant to Clause 35A of the Listing Agreement ,details of the voting results at the 84th Annual General Meeting(AGM) of the Bank held on Monday, the 29th June 2015, at Mahatma Gandhi Municipal Town Hal, Aluva, Kerala- 683 101 are enclosed as Annexure I as per the prescribed format. The detailed voting results consolidating the results of e-voting with the results done by way of ballot paper at AGM is enclosed. All the resolutions were passed with requisite majority by the shareholders.

You are requested to kindly take the same on record.

Thanking You

Yours faithfully,

Girish Kumar G
Company Secretary

Encl: as above

Secretarial Department

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Details of Voting Results

Sr. No	Particulars	Details
1.	Date of AGM	29th June 2015
2.	Total number of shareholders as on record date (cut off date for voting) that is June 23,2015	105058
3.	No. of persons present in the meeting either in person or through proxy Promoters and Promoter Group Public:	 NIL 616
4.	No. of Shareholders attended the meeting through video conferencing Promoters and Promoter Group Public:	 Not Applicable Not Applicable

SVJS & Associates
Company Secretaries

Corp. Office : 39/3519 B, Ist Floor
Padmam Apartments, Ravipuram, Kochi
Ernakulam, Kerala, India - 682 016

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COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR M/s. THE FEDERAL BANK LIMITED

To

Mr.Nilesh Shivji Vikamsey
Chairman
M/s. The Federal Bank Limited
Federal Towers, P B No 103
Alwaye
Ernakulam - 683101

84th Annual General Meeting of the Equity Shareholders of **M/s. The Federal Bank Limited** held on Monday, 29th June, 2015 at Mahatma Gandhi Municipal Town Hall, Aluva – Ernakulam 683 101.

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 84th Annual General Meeting of the Equity Shareholders of M/s. The Federal Bank Limited.

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, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala – 682 016 have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 84thAnnual General Meeting of the Equity Shareholders of M/s. The Federal Bank Limited (CIN: L65191KL1931PLC000368), held on Monday, 29th June, 2015, at Mahatma Gandhi Municipal Town Hall, Aluva –Ernakulam 683 101.

The Company had appointed National Securities Depository Limited (NSDL)as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Friday, 26th June, 2015 (9.00 AM) to Sunday, 28th June 2015 (5.00 PM). M/s. Integrated Enterprises (India) Ltd is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 29thJune, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 30.06.2015 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 30.06.2015 attached herewith.

The result of the Remote 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	
			No.	%	No.	%
ORDINARY BUSINESS						
1	Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2015.	E-voting	364157703	99.99	25	0.000
		Poll	40662114	99.99702	1210	0.002976
		Total	404819817	99.99	1235	0.00
2	Declaration of Dividend	E-voting	364218213	99.99	350	0.000
		Poll	40645978	100	0	0
		Total	404864191	99.99	350	0.00
3	Re-appointment of Retiring Director, Mr. Shyam Srinivasan (DIN: 02274773)	E-voting	364211879	99.99	5898	0.00
		Poll	40659599	99.99764	960	0.002361
		Total	404871478	99.99	6858	0.00
4	Appointment of Joint Central Statutory Auditors, M/s. Deloitte Haskins & Sells, Chennai and M/s. M.P. Chitale & Co, Mumbai and fixation of remuneration thereof.	E-voting	358530986	98.785	4406452	1.214
		Poll	40660704	99.98992	4100	0.010082
		Total	399191690	99.387	4410552	0.61
SPECIAL BUSINESS (ORDINARY RESOLUTION)						
5	Appointment of Branch Auditors and fixation of remuneration thereof.	E-voting	364205483	99.99	7075	0.001
		Poll	40653870	99.98993	4094	0.010069
		Total	404859353	99.99	11169	0.00
6	Grant of Shares under Employee Stock Option Scheme (ESOS 2010) to Mr. Shyam Srinivasan (DIN:02274773), MD	E-voting	357592720	98.18	6624813	1.818
		Poll	40661034	99.98778	4970	0.012222
		Total	398253754	99.08	6629783	0.91

	&CEO.					
SPECIAL BUSINESS (SPECIAL RESOLUTION)						
7	Issue of Bonus Shares in proportion of 1:1.	E-voting	363351444	99.761	868629	0.238
		Poll	40663199	100	0	0
		Total	404014643	99.88	868629	0.11

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary/Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries

P. SIVAKUMAR
Managing Partner
CP No: 2210

Kochi

30.06.2015

SVJS & Associates
Company Secretaries

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

To

Mr. Nilesh Shivji Vikamsey
Chairman
M/s. The Federal Bank Limited
Federal Towers, P B No 103
Alwaye
Ernakulam- 683101

84th Annual General Meetingof the Equity Shareholders of **M/s. The Federal Bank Limited** held on Monday, 29th June, 2015 atMahatma Gandhi Municipal Town Hall, Aluva - Ernakulam 683 101.

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, 39/3519 B, 1st Floor, 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 84th Annual General Meeting of the Equity Shareholders of **M/s.The Federal Bank Limited** (CIN: L65191KL1931PLC000368), held on Monday, 29th June,2015 atMahatma Gandhi Municipal Town Hall, Aluva - Ernakulam 683 101 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling was locked in mypresence with due identification mark 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 Company and 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

Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 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
128	40662114	99.99702

(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	1210	.002976

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
12	14107

(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
117	40645918	100

(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
NIL		

(iii)**Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
12	14107

(c) Resolution 3

Re-appointment of Retiring Director, Mr. Shyam Srinivasan (DIN: 02274773).

(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	40659599	99.99764

(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	960	0.002361

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
12	14107

(d) Resolution 4

Appointment of Joint Central Statutory Auditors, M/s. Deloitte Haskins & Sells, Chennai and M/s. M.P. Chitale& Co, Mumbai 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
127	40660704	99.98992



(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	4100	0.010082

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
12	14107

(e) Resolution 5

Appointment of Branch 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
126	40653870	99.98993

(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	4094	0.10069

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
12	14107

SVJS & ASSOCIATES Company Secretaries

(f) Resolution 6

Grant of Shares under Employee Stock Option Scheme (ESOS 2010) to Mr. Shyam Srinivasan (DIN: 02274773), MD & CEO.

(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
129	40661034	99.98778

(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	4970	0.012222

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
12	14107

(g) Resolution 7

Issue of Bonus Shares in proportion of 1:1.

(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	40663199	100

(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
NIL		

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
12	14107

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 authorized by the Board for safe keeping.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries

P. SIVAKUMAR
Managing Partner
CP No: 2210

Kochi
30.06.2015

SVJS & Associates
Company Secretaries

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30.06.2015

To
Chairman
M/s. The Federal Bank Limited
Federal Towers, P B No 103
Alwaye
Ernakulam - 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, 39/3519 B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala – 682 016, have been appointed by the Board of Directors of **M/s. The Federal Bank Limited** (CIN: L65191KL1931PLC000368) as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the proposed Annual General Meeting of the Company held on 29th June, 2015.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014,as amended, the above remote electronic voting remained open to the members from Friday, 26th June, 2015 (9.00 AM) to Sunday, 28th June 2015 (5.00 PM). Further the e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 29th June, 2015, 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.

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**
ORDINARY BUSINESS							
1	Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2015.	364157728	364157703	99.99	42.48	25	0.000
2	Declaration of Dividend	364218563	364218213	99.99	42.487	350	0.000
3	Re-appointment of Retiring Director, Mr. Shyam Srinivasan (DIN: 02274773).	364217777	364211819	99.99	42.486	5898	0.001
4	Appointment of Joint Central Statutory Auditors, M/s. Deloitte Haskins & Sells, Chennai and M/s. M.P. Chitale & Co, Mumbai and fixation of remuneration thereof.	362931438	358530986	98.785	41.823	4406452	1.214
SPECIAL BUSINESS (ORDINARY RESOLUTION)							
5	Appointment of Branch Auditors and fixation of remuneration thereof.	364212558	364205483	99.99	42.485	7075	0.001
6	Grant of Shares under Employee Stock Option Scheme (ESOS 2010) to Mr. Shyam Srinivasan (DIN: 02274773), MD & CEO.	364219533	357592720	98.181	41.714	6624813	1.818
SPECIAL BUSINESS (SPECIAL RESOLUTION)							

SYAS & ASSOCIATES Company Secretaries

7	Issue of Bonus Shares in proportion of 1:1.	364220073	363351444	99.76	42.386	868629	.238

Thank you
Yours faithfully

For SVJS & Associates
Company Secretaries

P. SIVAKUMAR
Managing Partner
CP No: 2210

Witnesses to the unblocking of votes:

1. SOUMYA VENUGOPAL
   SREE NIVAS
   P.O. VELLANGALLORE
   PIN-680 662

2. PRABHATH M.P
   MUTHLADI (H),
   KARIMKUTTY P.O
   KALPETTA (Via)
   WAYANAD - 673122