

SD/ 39 /2022-23

26.05.2022

<b>The Manager</b> <b>The National Stock Exchange of India Limited</b> <b>Exchange Plaza, Bandra-Kurla</b> <b>Complex, Bandra (E), Mumbai - 400 051</b>	<b>The Manager</b> <b>Department of Corporate Services</b> <b>BSE Limited, Phiroze Jeejeebhoy Towers,</b> <b>Floor 25, Dalal Street, Mumbai- 400 001</b>
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Ref.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Dear Madam/ Sir,

**Sub: - Annual Secretarial Compliance Report for the Financial Year ended March 31, 2022**

Please find enclosed herewith Annual Secretarial Compliance Report of the Bank certified by CS Puzhankara Sivakumar (COP2210), SEP & Associates, Company Secretaries, Kochi for Financial Year ended March 31, 2022, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019.

This is for your information and record.

Thanking you,

**For The Federal Bank Limited**

**Samir P Rajdev**  
**Company Secretary**

Partners:

**CS Puzhankara Sivakumar.** M.Com, FCMA, FCS

**CS Madhusudhanan E.P.** M.com, FCMA, FCS, IP

**CS Anju Panicker.** BA, LLB (Hons.), ACS

Reg. Office: Building No. C.C 56/172

K.C. Abraham Master Road,

Panampilly Nagar, Kochi-682036

0484 4873636/ 4874242

**Secretarial Compliance Report of**  
**The Federal Bank Ltd for the year ended 31.03.2022**

To,  
The Board of Directors  
The Federal Bank Ltd  
Federal Towers, P B No. 103, Alwaye  
Eranakulam, Kerala 683101

We SEP & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us, and explanation provided by M/s. The Federal Bank Ltd (CIN: L65191KL1931PLC000368) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) the website of the listed entity,
- (d) all other documents/ filings, as may be relevant, which have been relied upon to make this certification,

for the year ended **March 31, 2022** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (to the extent applicable);

- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
- (i) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993  
and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India is duly complied during the Review Period.



(d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

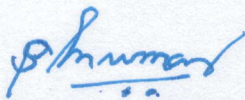
Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year Ended 31.03.2021 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

For SEP& Associates  
Company Secretaries  
(ICSI Unique Code: P2019KE075600)

UDIN: F003050D000353532



CS Puzhankara Sivakumar  
Managing Partner  
COP: 2210 FCS: 3050



Date: 20.05.2022  
Place: Ernakulam