

SEC/PB/313/2023-24

November 20, 2023

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

**Sub:** Scrutiniser's Report and declaration of Postal Ballot Results, pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Madam/ Sir,

This has reference to our Stock Exchange intimation no. SEC/PB/281/2023-24 dated October 19, 2023, enclosing Postal Ballot Notice for seeking approval of the Members of The Federal Bank Limited ("the Bank") for the following item:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1.	Appointment of Mr. Elias George (DIN: 00204510) as an Independent Director of the Bank	Special Resolution

As per the Scrutinizer's Report, the aforesaid Special Resolution contained in the Postal Ballot Notice dated October 16, 2023, was approved by the Members through remote e-voting with requisite majority and is declared to have been passed on November 19, 2023 (the last day of remote e-voting).

Pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. Postal Ballot E-voting Results (**Annexure I**)
2. Report of Scrutinizer dated November 20, 2023, of remote e-voting (**Annexure II**).

This is for your information and records.

Thanking you,  
**For The Federal Bank Limited**

**Samir P Rajdev**  
Company Secretary

Encl: As above

**Annexure I – Postal Ballot E-voting Results**

<b>General information about company</b>	
Scrip code	500469
NSE Symbol	FEDERALBNK
MSEI Symbol	NOTLISTED
ISIN	INE171A01029
Name of the company	THE FEDERAL BANK LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	19-11-2023
Start time of the meeting	NA
End time of the meeting	NA

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	M Damodaran
Firms Name	M Damodaran & Associates LLP
Qualification	CS
Membership Number	5837
Date of Board Meeting in which appointed	16-10-2023
Date of Issuance of Report to the company	20-11-2023

<b>Voting results</b>	
Record date	13-10-2023
Total number of shareholders on record date	8,05,851
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	NA
b) Public	NA
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	NA
b) Public	NA
<b>No. of resolution passed in the meeting</b>	<b>1</b>

## Secretarial Department

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Elias George (DIN: 00204510) as an Independent Director of the Bank				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/ (1)] * 100	(4)	(5)	(6) = [(4)/ (2)] * 100	(7) = [(5)/ (2)] *100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Institutions	E-Voting	1720827259	1392812421	80.9385	1392812421	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	1720827259	1392812421	80.9385	1392812421	0	100.0000	0.0000
Public- Non Institutions	E-Voting	631344823	77801290	12.3231	77658867	142423	99.8169	0.1831
	Poll							
	Postal Ballot (if applicable)							
	Total	631344823	77801290	12.3231	77658867	142423	99.8169	0.1831
<b>Total</b>	<b>Total</b>	2352172082	1470613711	62.5215	1470471288	142423	99.9903	0.0097
<b>Whether resolution is Pass or Not.</b>							Yes	



**M DAMODARAN & ASSOCIATES LLP**

www.mdassociates.co.in

**SCRUTINIZER'S REPORT  
(POSTAL BALLOT BY MEANS OF REMOTE E-VOTING)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairman  
**THE FEDERAL BANK LTD**  
CIN: L65191KL1931PLC000368  
Registered Office:  
Federal Towers, P. B. No. 103,  
Alwaye, Ernakulam,  
Kerala - 683 101.

Dear Sir,

**Subject: Scrutinizer's Report**

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of **THE FEDERAL BANK LTD** ("the Bank") for the purpose of Scrutinizing the process of postal ballot by means of electronic voting only ("Voting through Electronic means or remote e-Voting"), in a fair and transparent manner, under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, for ascertaining the requisite majority on voting in respect of the following resolution as set out in the postal ballot Notice;

**Special Resolution** for Appointment of Mr. Elias George (DIN: 00204510) as an Independent Director of the Bank.

1. The Management of the Bank is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India relating to e-voting for the resolution as set out in the postal ballot notice dated Monday, October 16, 2023. My responsibility as a Scrutinizer was to ensure that the remote e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes casted "in favor" or "against", if any, on the resolution stated in the postal ballot notice, based on the report generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), engaged by the Bank to provide e-voting facility.





2. The Bank has on Thursday, October 19, 2023, sent the postal ballot notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated September 25, 2023 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday, October 13, 2023 (cut-off date). The said postal ballot notice contained the procedure for remote e-Voting by members as required under the Act, Rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. In accordance with the postal ballot notice dated Monday, October 16, 2023 dispatched to Members by electronic mode on Thursday, October 19, 2023 and the 'Advertisement' pursuant to the Rules published on Friday, October 20, 2023 the remote e-Voting commenced at 09:00 am (IST) on Saturday, October 21, 2023 and ended at 05:00 pm (IST) on Sunday, November 19, 2023.
4. The Members holding shares as on Friday, October 13, 2023, i.e., cut-off date, were entitled to vote on the resolution stated in the postal ballot notice.
5. The votes were unblocked at 5.01 pm (IST) on Sunday, November 19, 2023 in the presence of Mr. K. Janakiraman and Mr. D. Sampath Kumar, who are not in the employment of the Bank and the e-Voting data/results were downloaded from the e-Voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
6. The downloaded remote e-Voting data/results were scrutinized and reviewed, the votes were counted, and the results were prepared.
7. Based on the data downloaded from NSDL e-Voting system, the total votes cast in favor or against the resolution proposed in the postal ballot notice are as under:







**Resolution 1:**

**Appointment of Mr. Elias George (DIN: 00204510) as an Independent Director of the Bank**

Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	4180	3998	1470471288	<b>99.99</b>	182	142423	0.01	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	0	0

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	0	0



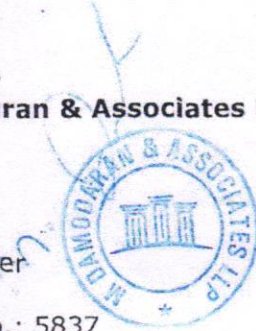


8. Based on the aforesaid results, I report that the Resolution as set out in the postal ballot notice dated Monday, October 16, 2023 has been passed with requisite majority on Sunday, November 19, 2023.
9. The electronic data and all other relevant records relating to remote e-Voting are under my safe custody and will be handed over to the Company Secretary of the Bank for preserving safely after the Chairman considers, approves and signs the minutes of postal ballot conducted by means of remote e-Voting.


Thanking You,  
Yours faithfully,  
For **M Damodaran & Associates LLP**

Place: Chennai  
Date: November 20, 2023

M. Damodaran  
Managing Partner  
COP No.: 5081  
Membership No.: 5837  
FRN: L2019TN006000  
PR 3847/2023  
ICSI UDIN: F005837E002015121



For The Federal Bank Limited

  
A.P. Hota  
Chairman

