

**Secretarial Department**

SE/AGM/94/2022-23

July 28, 2022

The Manager The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	The Manager Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, Mumbai- 400 001
--	---

Ref.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Dear Madam/ Sir,

**Sub: Regulation 44(3) of SEBI(LODR)Regulations,2015 -Voting Results of the 91<sup>st</sup> Annual General Meeting**

We wish to inform you that the 91<sup>st</sup> Annual General Meeting of the Federal Bank was held on July 27, 2022 at 11:00 AM and concluded at 12.25 PM through Video Conferencing / Other Audio-Visual Means.

In this regard, we are enclosing the following:

- The voting results of the business transacted at the AGM in the prescribed format pursuant to Regulation 44(3) of the Listing Regulations (Annexure A)
- The consolidated report of the Scrutinizer on remote e-voting prior and during the AGM (Annexure B)

The above are also being uploaded on the banks website, [www.federalbank.co.in](http://www.federalbank.co.in) and on the website of Central Depository Services Limited (CDSL).

The video recording of the proceedings of the AGM is also available on the website of the Bank at [www.federalbank.co.in](http://www.federalbank.co.in)

This is for your information and record.

Thanking you,

For The Federal Bank Limited

Samir P Rajdev  
Company Secretary

## Annexure-A

<b>General information about company</b>	
Scrip code	500469
NSE Symbol	FEDERALBNK
MSEI Symbol	NOT LISTED
ISIN	INE171A01029
Name of the company	THE FEDERAL BANK LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-07-2022
Start time of the meeting	11:00 AM
End time of the meeting	12:25 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	CS Puzhankara Sivakumar
Firms Name	SEP&Associates
Qualification	CS
Membership Number	FCS3050
Date of Board Meeting in which appointed	30-06-2022
Date of Issuance of Report to the company	28-07-2022

### Voting results

Record date	20-07-2022
Total number of shareholders on record date	740768
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	92
No. of resolution passed in the meeting	13

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt a. the Audited Financial Statements, including Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2022 and the Report of the Board of Directors and the Auditors thereon. B. the Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2022 and the Report of the Auditors thereon.					
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1176903122	80.3583	1174976699	1926423	99.8363	0.1637
	Poll		0	0	0	0	0	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1464569361	1176903122	80.3583	1174976699	1926423	99.8363	0.1637
Public-Non Institutions	E-Voting	639114400	183436915	28.7017	183429054	7861	99.9957	0.0043
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		639114400	183436915	28.7017	183429054	7861	99.9957
Total		2103683761	1360340037	64.6647	1358405753	1934284	99.8578	0.1422
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To declare a final dividend of Rs. 1.80 per equity share of Rs.2/- each for the Financial Year ended March 31, 2022.					
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1179499413	80.5356	1179499413	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1179499413	80.5356	1179499413	0	100
	E-Voting	639114400	183479407	28.7084	183469280	10127	99.9945	0.0055

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183479407	28.7084	183469280	10127	99.9945	0.0055
Total		2103683761	1362978820	64.7901	1362968693	10127	99.9993	0.0007
Whether resolution is Pass or Not.						Yes		

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Ashutosh Khajuria (DIN: 05154975), who retires by rotation, and being eligible, offers himself for re-appointment.				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1178902570	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1464569361	1178902570	80.4948	1178902570	0	100	0
	E-Voting	639114400	183440278	28.7023	183403164	37114	99.9798	0.0202



Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183440278	28.7023	183403164	37114	99.9798	0.0202
Total		2103683761	1362342848	64.7599	1362305734	37114	99.9973	0.0027
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appoint and to fix the remuneration of branch auditors in consultation with the Statutory Central Auditors for the purpose.				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1178902570	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1464569361	1178902570	80.4948	1178902570	0	100	0
	E-Voting	639114400	183440505	28.7023	183423783	16722	99.9909	0.0091

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183440505	28.7023	183423783	16722	99.9909	0.0091
Total		2103683761	1362343075	64.7599	1362326353	16722	99.9988	0.0012
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To take on record RBI approval for appointment of Mr. C Balagopal (DIN: 00430938) as Part-Time Chairman of the Bank and to approve his remuneration				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1170985539	7917031	99.3284	0.6716
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1178902570	80.4948	1170985539	7917031	99.3284
	E-Voting	639114400	183440478	28.7023	182924524	515954	99.7187	0.2813

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183440478	28.7023	182924524	515954	99.7187	0.2813
Total		2103683761	1362343048	64.7599	1353910063	8432985	99.381	0.619
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sankarshan Basu (DIN: 06466594) 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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1178902570	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1178902570	80.4948	1178902570	0	100
	E-Voting	639114400	183440478	28.7023	183425507	14971	99.9918	0.0082

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183440478	28.7023	183425507	14971	99.9918	0.0082
Total		2103683761	1362343048	64.7599	1362328077	14971	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ramanand Mundkur (DIN: 03498212) 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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1178902570	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1464569361	1178902570	80.4948	1178902570	0	100	0
	E-Voting	639114400	183440378	28.7023	183423688	16690	99.9909	0.0091



Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183440378	28.7023	183423688	16690	99.9909	0.0091
Total		2103683761	1362342948	64.7599	1362326258	16690	99.9988	0.0012
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Shyam Srinivasan (DIN: 02274773) as Managing Director & Chief Executive Officer 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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1175743051	3159519	99.732	0.268
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1178902570	80.4948	1175743051	3159519	99.732
	E-Voting	639114400	183438478	28.702	183420983	17495	99.9905	0.0095

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183438478	28.702	183420983	17495	99.9905	0.0095
Total		2103683761	1362341048	64.7598	1359164034	3177014	99.7668	0.2332
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(9)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Re-appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as Executive Director of the Bank and Payment of Remuneration, Performance Linked Incentive & Stock Options					
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1170181690	79.8994	1167022171	3159519	99.73	0.27
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1170181690	79.8994	1167022171	3159519	99.73

Public- Non Institutions	E-Voting	639114400	183438478	28.702	183391263	47215	99.9743	0.0257
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		639114400	183438478	28.702	183391263	47215	99.9743
Total		2103683761	1353620168	64.3452	1350413434	3206734	99.7631	0.2369
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of Remuneration, Performance Linked Incentive and Stock Options to Ms. Shalini Warriar (DIN:08257526), Executive 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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1170181690	79.8994	1167022171	3159519	99.73	0.27
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1170181690	79.8994	1167022171	3159519	99.73
	E-Voting	639114400	183440468	28.7023	183370172	70296	99.9617	0.0383

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183440468	28.7023	183370172	70296	99.9617	0.0383
Total		2103683761	1353622158	64.3453	1350392343	3229815	99.7614	0.2386
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Raising of Funds through Issuance of Bonds				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1171463230	7439340	99.369	0.631
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1178902570	80.4948	1171463230	7439340	99.369
	E-Voting	639114400	183441026	28.7024	183429444	11582	99.9937	0.0063



Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183441026	28.7024	183429444	11582	99.9937	0.0063
Total		2103683761	1362343596	64.7599	1354892674	7450922	99.4531	0.5469
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

## Resolution(12)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Raising of Tier I Capital of the Bank through Issuance of Securities				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	930694615	248207955	78.9458	21.0542
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1464569361	1178902570	80.4948	930694615	248207955	78.9458
	E-Voting	639114400	183441122	28.7024	183427060	14062	99.9923	0.0077

Public- Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183441122	28.7024	183427060	14062	99.9923	0.0077
Total		2103683761	1362343692	64.7599	1114121675	248222017	81.7798	18.2202
Whether resolution is Pass or Not.							Yes	
<b>Details of Invalid Votes</b>								
Category						No. of Votes		
Promoter and Promoter Group						0		
Public Insitutions						0		
Public - Non Insitutions						0		

Resolution(13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Amendments in Memorandum of Association (MOA) 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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	1464569361	1178902570	80.4948	1178902570	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1464569361	1178902570	80.4948	1178902570	0	100	0
	E-Voting	639114400	183440413	28.7023	183411811	28602	99.9844	0.0156
	Poll		0	0	0	0	0	0

Public- Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	639114400	183440413	28.7023	183411811	28602	99.9844	0.0156
Total		2103683761	1362342983	64.7599	1362314381	28602	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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

**CONSOLIDATED REPORT OF SCRUTINIZER'S ON VOTING THROUGH REMOTE E-VOTING AND  
THROUGH E-VOTING SYSTEM DURING ANNUAL GENERAL MEETING**

To,

Board of Directors,

**The Federal Bank Ltd**

Federal Towers, P B No 103,

Alwaye, Ernakulam - 683101

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and as per MCA Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No.02/2021 dated 13.01.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12/2021 & Circular No. 02/ 2022 dated 05.05.2022 as issued by MCA ,and voting through electronic system at the 91<sup>st</sup> Annual General Meeting of The Federal Bank Limited held on Wednesday, July 27, 2022 at 11 a.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').**

I, Puzhankara Sivakumar, Managing Partner of SEP & Associates, Company Secretaries, holding Membership No. FCS 3050 and Certificate of Practice No. 2210, having its Registered Office at First Floor, Building No. C.C 56/172 K.C. Abraham Master Road, Panampilly Nagar, Kochi-682036 was appointed as Scrutinizer by the Board of Directors of The Federal Bank Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process during the period from Sunday, July 24, 2022 (9:00 a.m. IST) and ended on Tuesday, July

26, 2022 (5:00 p.m. IST) and to scrutinize the voting through e-voting system at the 91<sup>st</sup> Annual General Meeting (AGM) of the Company held on Wednesday, July 27, 2022 at 11 a.m. (IST) through Video Conferencing (VC) facility in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the below mentioned resolutions proposed at the said AGM held on July 27, 2022.

In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021, read with General Circular nos. 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 & 02/ 2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular dated May 13, 2022 read with circulars dated January 15, 2021 and May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of Annual Report to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the 91<sup>st</sup> Annual General Meeting of the Company was held through VC on Wednesday, July 27, 2022 at 11 a.m. (IST).

Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for Financial Year 2021-22 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 91<sup>st</sup> AGM were uploaded on the website of the Company at [www.federalbank.co.in](http://www.federalbank.co.in). The Notice was also made available in the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of Central Depository Services (India) Limited ("CDSL") (agency who provided Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).



Since this AGM was held pursuant to the MCA Circulars through VC, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with.

Members attended the meeting through VC had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The notice dated 30<sup>th</sup> June, 2022 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the AGM of the Company.

The Company has availed the e-voting facility offered by CDSL for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

The shareholders of the Company holding shares as on the "cut-off" date i.e., Wednesday, July 20, 2022 were entitled to vote on the resolutions as set out in the Notice of the 91<sup>st</sup> AGM by remote e-voting prior to 91<sup>st</sup> AGM and e-voting system during the 91<sup>st</sup> AGM.

The remote e- voting period remained open from 24<sup>th</sup> July, 2022 (9:00 a.m. IST) to 26<sup>th</sup> July, 2022 (5:00 p.m. IST) and the CDSL e-voting platform was disabled for voting thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC and who had not cast their vote through remote -voting.

After the closure of voting at the AGM, the report on voting done through electronic voting system at the AGM was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility and e-voting during the AGM were thereafter unblocked in the presence of two witnesses who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.





Witness I:

Revathi K S

Karthika

Nettoor P O

Ernakulam-682040

Witness II:

Blessymol Benny

Chirakal

Vazhavara P O

Kattappana-685515

I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting prior and e-voting during the AGM of the Company, based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and the voting conducted through electronic system at the AGM on the resolutions as set out in the notice of the AGM.

My responsibility as scrutinizer for remote e-voting and the voting conducted through electronic voting system at the meeting is limited to prepare and submit a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the Notice of the 91<sup>st</sup> AGM, based on the reports generated from the e-voting system provided by the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and as per the shareholder details provided by Integrated Registry Management Services Private Limited, the Registrar and Transfer Agent of the Company and documents furnished to me electronically by the Company and/ or Integrated Registry Management Services Private Limited for my verification.

The consolidated Report on the result of voting through remote e-voting and the voting through electronic system at the AGM in respect of the said resolutions are as under:

#### **ORDINARY BUSINESSES**

##### **Item No. 1: Ordinary Resolution**

To receive, consider and adopt

- a. the Audited Financial Statements, including Audited Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.



b. the Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2022 and the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1276	1358405753	99.8578%
<b>TOTAL</b>	<b>1276</b>	<b>1358405753</b>	<b>99.8578%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	17	1934284	0.1422%
<b>TOTAL</b>	<b>17</b>	<b>1934284</b>	<b>0.1422%</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



Item No. 2: Ordinary Resolution

To declare a final dividend of Rs. 1.80 per equity share of Rs.2/- each for the Financial Year ended March 31, 2022.

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1285	1362968693	99.9993%
<b>TOTAL</b>	<b>1285</b>	<b>1362968693</b>	<b>99.9993%</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	17	10127	0.0007%
<b>TOTAL</b>	<b>17</b>	<b>10127</b>	<b>0.0007%</b>

(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**Item No. 3: Ordinary Resolution**

To appoint a Director in place of Mr. Ashutosh Khajuria (DIN: 05154975), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1240	1362305734	99.9973%
<b>TOTAL</b>	<b>1240</b>	<b>1362305734</b>	<b>99.9973%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	51	37114	0.0027%
<b>TOTAL</b>	<b>51</b>	<b>37114</b>	<b>0.0027%</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**SPECIAL BUSINESSES**

**Item No. 4: Ordinary Resolution**

**Appoint and to fix the remuneration of branch auditors in consultation with the Statutory Central Auditors for the purpose.**

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1260	1362326353	99.9988%
<b>TOTAL</b>	<b>1260</b>	<b>1362326353</b>	<b>99.9988%</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	32	16722	0.0012%
<b>TOTAL</b>	<b>32</b>	<b>16722</b>	<b>0.0012%</b>

(iii) **Invalid** Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**Item No. 5: Ordinary Resolution**

To take on record RBI approval for appointment of Mr. C Balagopal (DIN: 00430938) as Part-Time Chairman of the Bank and to approve his remuneration.

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1241	1353910063	99.3810%
<b>TOTAL</b>	<b>1241</b>	<b>1353910063</b>	<b>99.3810%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	51	8432985	0.6190%
<b>TOTAL</b>	<b>51</b>	<b>8432985</b>	<b>0.6190%</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



Item No. 6: Special Resolution

Appointment of Mr. Sankarshan Basu (DIN: 06466594) as an Independent Director of the Bank.

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1253	1362328077	99.9989%
<b>TOTAL</b>	<b>1253</b>	<b>1362328077</b>	<b>99.9989%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	38	14971	0.0011%
<b>TOTAL</b>	<b>38</b>	<b>14971</b>	<b>0.0011%</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**Item No. 7: Special Resolution**

**Appointment of Mr. Ramanand Mundkur (DIN: 03498212) as an Independent Director of the Bank.**

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1250	1362326258	99.9988%
<b>TOTAL</b>	<b>1250</b>	<b>1362326258</b>	<b>99.9988%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	40	16690	0.0012%
<b>TOTAL</b>	<b>40</b>	<b>16690</b>	<b>0.0012%</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>





**Item No. 8: Ordinary Resolution**

**Re-appointment of Mr. Shyam Srinivasan (DIN: 02274773) as Managing Director & Chief Executive Officer of the Bank.**

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1233	1359164034	99.7668%
<b>TOTAL</b>	<b>1233</b>	<b>1359164034</b>	<b>99.7668%</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	57	3177014	0.2332%
<b>TOTAL</b>	<b>57</b>	<b>3177014</b>	<b>0.2332%</b>

(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**Item No. 9: Ordinary Resolution**

**Re-appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as Executive Director of the Bank and Payment of Remuneration, Performance Linked Incentive & Stock Options.**

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1217	1350413434	99.7631%
<b>TOTAL</b>	<b>1217</b>	<b>1350413434</b>	<b>99.7631%</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	72	3206734	0.2369%
<b>TOTAL</b>	<b>72</b>	<b>3206734</b>	<b>0.2369%</b>

(iii) **Invalid Votes**

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



Item No. 10: Ordinary Resolution

Payment of Remuneration, Performance Linked Incentive and Stock Options to Ms. Shalini Warriar (DIN:08257526), Executive Director of the Bank.

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1211	1350392343	99.7614%
<b>TOTAL</b>	<b>1211</b>	<b>1350392343</b>	<b>99.7614%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	78	3229815	0.2386
<b>TOTAL</b>	<b>78</b>	<b>3229815</b>	<b>0.2386</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**Item No. 11: Special Resolution**

**Raising of funds through Issuance of Bonds**

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1239	1354892674	99.4531%
<b>TOTAL</b>	<b>1239</b>	<b>1354892674</b>	<b>99.4531%</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	54	7450922	0.5469%
<b>TOTAL</b>	<b>54</b>	<b>7450922</b>	<b>0.5469%</b>

(iii) **Invalid** Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



**Item No. 12: Special Resolution**

**Raising of Tier I Capital of the Bank through Issuance of Securities.**

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1122	1114121675	81.7798%
<b>TOTAL</b>	<b>1122</b>	<b>1114121675</b>	<b>81.7798%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	170	248222017	18.2202%
<b>TOTAL</b>	<b>170</b>	<b>248222017</b>	<b>18.2202%</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



Item No. 13: Special Resolution

Amendments in Memorandum of Association (MOA) of the Bank

(i) Voted in favour of the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	1245	1362314381	99.9979%
<b>TOTAL</b>	<b>1245</b>	<b>1362314381</b>	<b>99.9979%</b>

(ii) Voted against the resolution:

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting (Including E-Voting by shareholders during AGM)	45	28602	0.0021%
<b>TOTAL</b>	<b>45</b>	<b>28602</b>	<b>0.0021%</b>

(iii) Invalid Votes

Voting Description	Number of members whose votes were declared invalid	Number of invalid votes cast by them
Remote E-Voting (Including E-Voting by shareholders during AGM)	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>



Based on the aforesaid results, I report that all the resolutions as set out in the Notice vide Item Nos. 1 to 13 have been passed as per the provisions of SEBI/Companies Act, 2013.

Thanking You  
Yours Faithfully,

UDIN: F003050D000698250

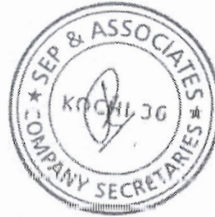


CS Puzhankara Sivakumar  
Managing Partner  
SEP & Associates, Company Secretaries  
(ICSI Unique Code: P2019KE075600)  
M. No. F3050 CP No. 2210

For The Federal Bank limited



C. Balagopal  
Chairman



Place: Kochi  
Date: 28.07.2022