

Secretarial Department

SE/AGM/67/2021-22

July 10, 2021

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

Dear Madam/ Sir,

Sub: - Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") –Details of voting results of the 90th Annual General Meeting

The 90th Annual General Meeting ("AGM") of the Federal Bank was held on Friday, July 09, 2021 at 11.00 a.m. (IST) and concluded at 12.50 p.m. (IST) through Video Conferencing (VC) / Other Audio Video Means (OAVM).

In this regard, we are enclosing the following:

- a. 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
- b. 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 Bank's website, www.federalbank.co.in and on the website of National Securities Depository Limited, www.evoting.nsdl.com.

The video recording of the proceedings of the AGM is also available on the Bank's website at 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

General information about company	
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)	09-07-2021
Start time of the meeting	11:00 AM
End time of the meeting	12:50 PM

Scrutinizer Details	
Name of the Scrutinizer	CS Puzhankara Sivakumar
Firms Name	SEP&Associates
Qualification	CS
Membership Number	FCS3050
Date of Board Meeting in which appointed	16-06-2021
Date of Issuance of Report to the company	09-07-2021

Voting results	
Record date	02-07-2021
Total number of shareholders on record date	588802
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	167
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				<p>a. the Audited Financial Statements, including Audited Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon.</p> <p>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, 2021 and the Report of the Auditors thereon.</p>				
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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1374211661	1186552031	86.3442	1184516040	2035991	99.8284	0.1716
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1186552031	86.3442	1184516040	2035991	99.8284	0.1716
Public- Non	E-Voting	622072077	82811505	13.3122	82801169	10336	99.9875	0.0125

Institutions	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	622072077	82811505	13.3122	82801169	10336	99.9875	0.0125
Total	Total	1996283738	1269363536	63.5863	1267317209	2046327	99.8388	0.1612
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	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. 0.70 per equity share of Rs.2/- each for the Financial Year ended March 31, 2021

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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
Public- Non Institutions	E-Voting	622072077	82809327	13.3119	82782474	26853	99.9676	0.0324
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82809327	13.3119	82782474	26853	99.9676	0.0324
Total	Total	1996283738	1271407253	63.6887	1271380400	26853	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	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 Ms. Shalini Warriar (DIN: 08257526), who retires by rotation, and being eligible, offers herself 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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1156727328	84.1739	892692831	264034497	77.1740	22.8260
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1156727328	84.1739	892692831	264034497	77.1740	22.8260
Public- Non Institutions	E-Voting	622072077	82798321	13.3101	82740386	57935	99.9300	0.0700
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82798321	13.3101	82740386	57935	99.9300	0.0700
Total	Total	1996283738	1239525649	62.0917	975433217	264092432	78.6941	21.3059
Whether resolution is Pass or Not.							Yes	

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

Resolution (4)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Revision of tenure of appointment of M/s. Varma and Varma, one of the Joint Statutory Central Auditors

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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1374211661	1188597926	86.4931	1163834167	24763759	97.9166	2.0834
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1188597926	86.4931	1163834167	24763759	97.9166	2.0834
Public- Non Institutions	E-Voting	622072077	82798140	13.3101	82758281	39859	99.9519	0.0481
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82798140	13.3101	82758281	39859	99.9519	0.0481
Total	Total	1996283738	1271396066	63.6881	1246592448	24803618	98.0491	1.9509
Whether resolution is Pass or Not.							Yes	

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

Resolution (5)								
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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
Public- Non Institutions	E-Voting	622072077	82794972	13.3095	82765689	29283	99.9646	0.0354
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82794972	13.3095	82765689	29283	99.9646	0.0354
Total	Total	1996283738	1271392898	63.6880	1271363615	29283	99.9977	0.0023
Whether resolution is Pass or Not.							Yes	

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

Resolution (6)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Ms. Varsha Purandare (DIN: 05288076) 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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1099917323	80.0399	1088069743	11847580	98.9229	1.0771
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1099917323	80.0399	1088069743	11847580	98.9229	1.0771
Public- Non Institutions	E-Voting	622072077	82793310	13.3093	82742355	50955	99.9385	0.0615
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82793310	13.3093	82742355	50955	99.9385	0.0615
Total	Total	1996283738	1182710633	59.2456	1170812098	11898535	98.9940	1.0060
Whether resolution is Pass or Not.							Yes	

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

Resolution (7)

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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
Public- Non Institutions	E-Voting	622072077	82782752	13.3076	82748913	33839	99.9591	0.0409
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82782752	13.3076	82748913	33839	99.9591	0.0409
Total	Total	1996283738	1271380678	63.6874	1271346839	33839	99.9973	0.0027
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	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. Ashutosh Khajuria (DIN: 05154975) as 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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1156727328	84.1739	1156727328	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1156727328	84.1739	1156727328	0	100.0000	0.0000
Public- Non Institutions	E-Voting	622072077	82789472	13.3087	82737612	51860	99.9374	0.0626
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82789472	13.3087	82737612	51860	99.9374	0.0626
Total	Total	1996283738	1239516800	62.0912	1239464940	51860	99.9958	0.0042
Whether resolution is Pass or Not.							Yes	

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

Resolution (9)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Payment of Performance Linked Incentive 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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1099917323	80.0399	1099917323	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1099917323	80.0399	1099917323	0	100.0000	0.0000
Public- Non Institutions	E-Voting	622072077	82792134	13.3091	82599980	192154	99.7679	0.2321
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82792134	13.3091	82599980	192154	99.7679	0.2321
Total	Total	1996283738	1182709457	59.2456	1182517303	192154	99.9838	0.0162
Whether resolution is Pass or Not.							Yes	

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

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. A.P. Hota (DIN: 02593219) 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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1374211661	1099917323	80.0399	1098681810	1235513	99.8877	0.1123
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1099917323	80.0399	1098681810	1235513	99.8877	0.1123
Public- Non Institutions	E-Voting	622072077	82795222	13.3096	82647304	147918	99.8213	0.1787
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82795222	13.3096	82647304	147918	99.8213	0.1787
Total	Total	1996283738	1182712545	59.2457	1181329114	1383431	99.8830	0.1170
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	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 Tier 1 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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1188597926	86.4931	997054276	191543650	83.8849	16.1151
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1188597926	86.4931	997054276	191543650	83.8849	16.1151
Public- Non Institutions	E-Voting	622072077	82704212	13.2950	82666273	37939	99.9541	0.0459
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82704212	13.2950	82666273	37939	99.9541	0.0459
Total	Total	1996283738	1271302138	63.6834	1079720549	191581589	84.9303	15.0697
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	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 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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
Public- Non Institutions	E-Voting	622072077	82804153	13.3110	82775671	28482	99.9656	0.0344
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	applicable)							
	Total	622072077	82804153	13.3110	82775671	28482	99.9656	0.0344
Total	Total	1996283738	1271402079	63.6884	1271373597	28482	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	

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

Resolution (13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the issuance of equity shares on preferential basis				
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	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1374211661	1188597926	86.4931	1188597926	0	100.0000	0.0000
Public- Non Institutions	E-Voting	622072077	82804943	13.3111	82685885	119058	99.8562	0.1438
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	622072077	82804943	13.3111	82685885	119058	99.8562	0.1438
Total	Total	1996283738	1271402869	63.6885	1271283811	119058	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	

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

Partners:

CS Sivakumar P., M.Com, FCMA, FCS

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

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

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

K.C. Abraham Master Road,

Panampilly Nagar, Kochi-682036

+91 9947262162, +91 8089359964

www.sepassociates.in/info@sepassociates.in

**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 Limited

Federal Towers, P B No 103,

Alwaye, Eranakulam – 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, and Circular No.02/2021 dated 13.01.2021 as issued by MCA ,and voting through electronic system at the 90th Annual General Meeting of The Federal Bank Limited held on Friday, July 09, 2021 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 Tuesday, July 06, 2021 (9:00 a.m. IST) and ends on Thursday, July 08, 2021 (5:00 p.m. IST) and to scrutinize the voting through e-voting system at the 90th Annual General Meeting (AGM) of the Company held on Friday, July 09, 2021 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 09, 2021.

In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, 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 read with General Circular No.02/2021 dated January 13, 2021 (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 January 15, 2021 read with 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 90th Annual General Meeting of the Company was held through VC on Friday, July 09, 2021 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 2020-21 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 90th AGM had been uploaded on the website of the Company at www.federalbank.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.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 16th June, 2021 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 National Securities Depository Limited (NSDL) 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., Friday, July 02, 2021 were entitled to vote on the resolutions as set out in the Notice of the 90th AGM by remote e-voting prior to 90th AGM and e-voting system during the 90th AGM.

The remote e- voting period remained open from 06th July, 2021 (9:00 a.m. IST) to 08th July, 2021 (5:00 p.m. IST) and the NSDL 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 NSDL 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, 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 from 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, 2021 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, 2021 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)	2198	1267317209	99.8388%
TOTAL	2198	1267317209	99.8388%

(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)	29	2046327	0.1612%
TOTAL	29	2046327	0.1612%

(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
TOTAL	0	0

Item No. 2: Ordinary Resolution

To declare a final dividend of Rs. 0.70 per equity share of Rs. 2/- each for the Financial Year ended March 31, 2021.

(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)	2168	1271380400	99.9979%
TOTAL	2168	1271380400	99.9979%

(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)	44	26853	0.0021%
TOTAL	44	26853	0.0021%

(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
TOTAL	0	0

Item No. 3: Ordinary Resolution

To appoint a Director in place of Ms. Shalini Warriar (DIN: 08257526), who retires by rotation, and being eligible, offers herself 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)	1965	975433217	78.6941%
TOTAL	1965	975433217	78.6941%

(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)	235	264092432	21.3059%
TOTAL	235	264092432	21.3059%

(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
TOTAL	0	0

SPECIAL BUSINESSES

Item No. 4: Ordinary Resolution

Revision of tenure of appointment of M/s. Varma and Varma, one of the Joint Statutory Central Auditors.

(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)	2111	1246592448	98.0491%
TOTAL	2111	1246592448	98.0491%

(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)	92	24803618	1.9509%
TOTAL	92	24803618	1.9509%

(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
TOTAL	0	0

Item No. 5: 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)	2138	1271363615	99.9977%
TOTAL	2138	1271363615	99.9977%

(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)	61	29283	0.0023%
TOTAL	61	29283	0.0023%

(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
TOTAL	0	0

Item No. 6: Ordinary Resolution**Appointment of Ms. Varsha Purandare (DIN: 05288076) 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)	2087	1170812098	98.9940%
TOTAL	2087	1170812098	98.9940%

(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)	94	11898535	1.0060%
TOTAL	94	11898535	1.0060%

(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
TOTAL	0	0

Item No. 7: 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)	2116	1271346839	99.9973%
TOTAL	2116	1271346839	99.9973%

(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)	85	33839	0.0027%
TOTAL	85	33839	0.0027%

(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
TOTAL	0	0

Item No. 8: Ordinary Resolution**Re-appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as 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)	2095	1239464940	99.9958%
TOTAL	2095	1239464940	99.9958%

(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)	98	51860	0.0042%
TOTAL	98	51860	0.0042%

(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
TOTAL	0	0

Item No. 9: Ordinary Resolution**Payment of Performance Linked Incentive 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)	2014	1182517303	99.9838%
TOTAL	2014	1182517303	99.9838%

(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)	169	192154	0.0162%
TOTAL	169	192154	0.0162%

(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
TOTAL	0	0

Item No. 10: Special Resolution**Re-appointment of Mr. A.P. Hota (DIN: 02593219) 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)	2083	1181329114	99.8830%
TOTAL	2083	1181329114	99.8830%

(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)	102	1383431	0.1170%
TOTAL	102	1383431	0.1170%

(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
TOTAL	0	0

Item No. 11: Special Resolution**Raising of Tier 1 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)	2047	1079720549	84.9303%
TOTAL	2047	1079720549	84.9303%

(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)	156	191581589	15.0697%
TOTAL	156	191581589	15.0697%

(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
TOTAL	0	0

Item No. 12: 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)	2147	1271373597	99.9978%
TOTAL	2147	1271373597	99.9978%

(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	28482	0.0022%
TOTAL	57	28482	0.0022%

(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
TOTAL	0	0

Item No. 13: Special Resolution**To approve the issuance of equity shares on preferential basis**

(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)	2083	1271283811	99.9906%
TOTAL	2083	1271283811	99.9906%

(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)	124	119058	0.0094%
TOTAL	124	119058	0.0094%

(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
TOTAL	0	0

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: F003050C000607225

PUZHANKAR
A SIVAKUMAR

Digitally signed by
PUZHANKARA
SIVAKUMAR
Date: 2021.07.09
19:34:15 +05'30'

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

For The Federal Bank Limited


Shyam Srinivasan
Managing Director & CEO
DIN: 02274773

Date: 09.07.2021
Place: Kochi