

SEC/LODR/72/2024-25

May 20, 2024

National Stock Exchange of India Limited Listing Department Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	BSE Limited Department of Corporate Services- Listing Phiroze Jeejeebhoy Towers, Dalal Street, Fort, 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/LODR/13/2024-25 dated April 17, 2024, enclosing Postal Ballot Notice for seeking approval of the Members of The Federal Bank Limited ("the Bank") for the following item:

Sr. No.	Particulars	Type of Resolution
1	Re-appointment of Mr. Siddhartha Sengupta (DIN: 08467648) as an Independent Director of the Bank	Special Resolution
2	Re-appointment of Mr. Manoj Fadnis (DIN: 01087055) as an Independent Director of the Bank	Special Resolution

As per the Scrutinizer's Report, the aforesaid Special Resolutions contained in the Postal Ballot Notice dated March 28, 2024, were approved by the members through remote e-voting with requisite majority and is declared to have been passed on Saturday, May 18, 2024 (the last day of remote e-voting).

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

- Postal Ballot E-voting Results (**Annexure I**)
- Report of Scrutinizer dated May 20, 2024, 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

Enclosure: As above

Annexure I – Postal Ballot E-voting Results

General information about company	
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)	May 18, 2024
Start time of the meeting	NA
End time of the meeting	NA

Scrutinizer Details	
Name of the Scrutinizer	M Damodaran
Firms Name	M Damodaran & Associates LLP
Qualification	CS
Membership Number	5837
Date of Board Meeting in which appointed	March 27, 2024
Date of Issuance of Report to the company	May 20, 2024

Voting results	
Record date	April 12, 2024
Total number of shareholders on record date	906853
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA
b) Public	NA
No. of resolutions passed in the meeting	2

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/ resolution?				No				
Description of resolution considered				Re-Appointment of Mr. Siddhartha Sengupta (DIN: 08467648) 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
Public-Institutions	E-Voting	1797110309	1550295186	86.2660	1544440460	5854726	99.6223	0.3777
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1797110309	1550295186	86.2660	1544440460	5854726	99.6223
Public - Non-Institutions	E-Voting	638753424	54422033	8.5200	54347325	74708	99.8627	0.1373
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		638753424	54422033	8.5200	54347325	74708	99.8627
Total	Total	2435863733	1604717219	65.8788	1598787785	5929434	99.6305	0.3695
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Manoj Fadnis (DIN: 01087055) 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
Public-Institutions	E-Voting	1797110309	1550295186	86.2660	1527222795	23072391	98.5117	1.4883
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1797110309	1550295186	86.2660	1527222795	23072391	98.5117
Public- Non Institutions	E-Voting	638753424	54440761	8.5230	54352162	88599	99.8373	0.1627
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		638753424	54440761	8.5230	54352162	88599	99.8373
Total	Total	2435863733	1604735947	65.8795	1581574957	23160990	98.5567	1.4433
Whether resolution is Pass or Not.							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.

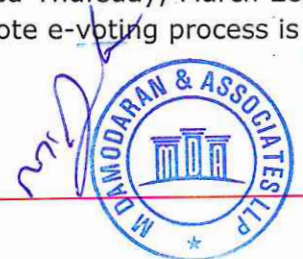
Dear Sir,

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 resolutions as set out in the postal ballot Notice;

- a) **Special Resolution** for re-appointment of Mr. Siddhartha Sengupta (DIN: 08467648) as an Independent Director of the Bank.
- b) **Special Resolution** for re-appointment of Mr. Manoj Fadnis (DIN: 01087055) 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 resolutions as set out in the postal ballot notice dated Thursday, March 28, 2024. 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 resolutions 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 Wednesday, April 17, 2024, 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, April 12, 2024 (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 Thursday, March 28, 2024 dispatched to Members by electronic mode on Wednesday, April 17, 2024 and the 'Advertisement' pursuant to the Rules published on Thursday, April 18, 2024 the remote e-Voting commenced at 09:00 am (IST) on Friday, April 19, 2024 and ended at 05:00 pm (IST) on Saturday, May 18, 2024.
4. The Members holding shares as on Friday, April 12, 2024, i.e., cut-off date, were entitled to vote on the resolutions stated in the postal ballot notice.
5. The votes were unblocked at 5.01 pm (IST) on Saturday, May 18, 2024 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).
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 resolutions proposed in the postal ballot notice are as under:





Resolution 1:

Re-Appointment of Mr. Siddhartha Sengupta (DIN: 08467648) 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	4414	4183	1598787785	99.6305	231	5929434	0.3695	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	10	22742

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





Resolution 2:

Re-appointment of Mr. Manoj Fadnis (DIN: 01087055) 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	4408	4170	1581574957	98.5567	238	23160990	1.4433	100

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	16	4015

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 Resolutions as set out in the postal ballot notice dated Thursday, March 28, 2024 has been passed with requisite majority on Saturday, May 18, 2024.
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: 20/05/2024

M. Damodaran
Managing Partner
COP No.: 5081
Membership No.: 5837
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837F000402541



For The Federal Bank Limited

A P Hota
Chairman