

Secretarial Department

FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SDF-24/ /2013-14

20th July 2013

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Floor 25, Dalal Street,
Mumbai- 400 001

Dear Sir,

Reg: 82nd Annual General Meeting held on 20 July 2013.

The shareholders in the 82nd Annual General Meeting held on 20 July 2013 have approved the following resolutions that were indicated in the notice to shareholders.

1. RESOLVED that the audited Balance Sheet of the Bank as at 31 March 2013 and the Profit and Loss Account for the period ended on that date, together with the reports of the Board of Directors and the Auditors thereon be and the same are hereby received, considered and adopted.
2. RESOLVED that a dividend at the rate of 90%, on the paid-up capital be and is hereby declared for the year ended 31 March 2013 to be paid to the eligible shareholders of the Bank.
3. RESOLVED that, CA.Nilesh S Vikamsey who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director on the Board of Directors of the Bank liable to determination by retirement of directors by rotation on the Board of Directors of the Bank.
4. RESOLVED that Shri.Suresh Kumar, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director on the Board of Directors of the Bank liable to determination by retirement of directors by rotation on the Board of Directors of the Bank
5. RESOLVED that Ms.Deloitte Haskins & Sells, Chennai, M.P.Chitale & CO, Mumbai Chartered Accountants be and are hereby appointed as Joint Central Statutory Auditors of the Bank for the financial year ending 31 March 2014, to hold office until the conclusion of the next Annual General Meeting of the Bank, as approved by Reserve Bank Of India and that the Board of Directors be and is hereby authorized to fix the auditor's remuneration for the purpose.
6. RESOLVED that the Board of Directors be and is hereby authorized to arrange for the audit of the Bank's branches for the accounting year 2013-14 and to appoint and fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose.

*The Federal Bank Ltd. Registered Office: Secretarial Department, Federal Towers, P O Box No.103, Aluva, Kerala, India 683 101
E-mail: secretarial@federalbank.co.in | Phone : 0484-2629513*



7. RESOLVED that Dr. K.Cherien Varghese be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation
8. RESOLVED that Shri.Sudhir M Joshi be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation.
9. RESOLVED that Shri.K.M.Chandrasekhar be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation.
10. RESOLVED that Shri.Dilip G Sadarangani be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation.
11. RESOLVED THAT

i) Pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of Article 10 of Articles of Association of the Bank, subject to the approvals, consents, permission and sanctions, if any required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Bank (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of members be and is hereby accorded for altering the Share Capital of the Bank by sub-dividing the existing 1(One) equity share of Rs.10/-(Rupees ten) each into 5(Five) equity shares of Rs.2/-(Rupees two) each, so, however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share, shall be the same as it was in the case of the share from which the reduced share will be derived.

(ii) pursuant to the sub-division of the equity shares of the Bank, the paid-up equity shares of the Bank of the face value of Rs. 10/-(Rupees ten) each as existing on the record date shall stand subdivided into equity shares of the face value of Rs.2/-(Rupees two) each, fully paid up, with effect from the "record date".

(iii) The Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Bank for giving effect to the aforesaid resolutions, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, including customary representations as warranties, together with such indemnities as may be deemed necessary and expedient in its discretion.



(iv) The 5(Five) equity shares of Rs.2/-(Rupees Two) each on sub-division to be allotted in lieu of existing one equity share of Rs.10/-(Rupees ten) each shall be subject to the terms of the Memorandum and Articles of Association of the Bank and shall rank pari passu in all respects with and the same rights as the existing fully paid equity shares of Rs.10/--(Rupees ten) each of the Bank and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.

(v) No letter of allotment shall be issued to the allottees of the new equity shares of Rs.2/--(Rupees two) each on sub-division and the existing certificates of shares be cancelled and that the new certificates be issued in lieu thereof and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity shares of Rs.2/--(Rupees two) each on sub-division may be credited to demat account of the allottees who are, holding the existing equity shares in the electronic form.

(vi) The allotment of new equity share of Rs.2/--(Rupees two) each on sub-division to the extent that they relate to non-resident members of the Bank, shall be subject to the approval, if any, of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, as may be deemed necessary.

(vii) For the purpose of giving effect to the aforesaid resolutions, the Board or Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things whatsoever, in relation to the issue or allotment of new equity shares of Rs.2/- each on sub-division and to accept on behalf of the Bank, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authorities and which the Board or Committee of the Board in its discretion, thinks fit and proper.

12. A) i) RESOLVED that pursuant to the provisions of Sections 16, 94 and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Bank be increased from Rs 200 crore (Rupees two hundred crore) divided into twenty Crore equity shares of Rs 10/- (Rupees ten) each to Rs. 500 crore (Rupees five hundred crore) divided into two hundred and fifty crore equity shares of Rs 2/-(Rupees two) each ranking pari passu with the existing equity shares.

B) ii) RESOLVED that clause 5 of the Memorandum of Association of the Bank including the marginal notes thereof, be amended by substituting therefore the following clause:
"5. The Authorized Share Capital of the Bank shall be Rs 500 crore (Rupees five hundred crore) divided into two hundred and fifty crore equity shares of Rs 2/-(Rupees two) each with power to increase or decrease the capital.



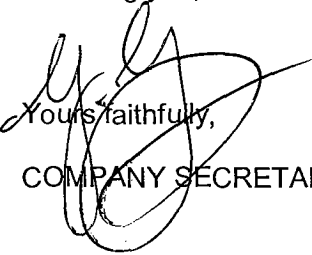
Secretarial Department



13. RESOLVED THAT the variable pay of Shri. Shyam Srinivasan, Managing Director and Chief Executive Officer of the Bank, as approved by RBI and shown in the explanatory statement hereto, be and is hereby approved.

Kindly take the same on your record.

Thanking you,


Yours faithfully,
COMPANY SECRETARY

