

Secretarial Department

**FEDERAL BANK**  
YOUR PERFECT BANKING PARTNER

SDF-24/ /2014-15

16<sup>th</sup> July 2014

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

Dear Sir,

Reg: 83<sup>rd</sup> Annual General Meeting held on 17 July 2014.

The shareholders in the 83<sup>rd</sup> Annual General Meeting held on 17 July 2014 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 2014 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 100%, on the paid-up capital be and is hereby declared for the year ended 31 March 2014 to be paid to the eligible shareholders of the Bank.
3. RESOLVED that Shri. Shyam Srinivasan, MD &CEO of the Bank 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 pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, approval from Reserve Bank of India, other applicable provisions of the Banking Regulation Act, 1949, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, M/s Deloitte Haskins & Sells, Chennai, together with M/s M.P.Chitale & Co, Mumbai be and are hereby appointed as Joint Central Statutory Auditors of the Bank to hold office until the conclusion of the next Annual General Meeting of the Bank, at such remuneration to be fixed by the Board of Directors of the Bank."

*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 : 0484-2622263 fax:04842633119CIN: L65191KL1931PLC000368*



5. RESOLVED that pursuant to the provisions of Section 139 and section 143(8) of the Companies Act,2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Board of Directors be and is hereby authorised to arrange for the audit of the Bank's branches for the accounting year 2014-15 and to appoint and fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose."
6. RESOLVED that in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013,read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri.Harish H Engineer (DIN- 01843009), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM"
7. RESOLVED that in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India and as per the approval of Reserve Bank of India, Smt. Grace Elizabeth Koshie (DIN- 06765216), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.



8. RESOLVED that in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, and as approved by Ministry of Finance, Government of India, Smt. Shubhalakshmi Panse (DIN-02599310), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.
9. a) RESOLVED that pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Prof. Abraham Koshy (DIN-00471385), be and is hereby appointed as an Independent Director of the Bank, for a period of one (1) year with effect from the date of this AGM.”
- b) “RESOLVED to approve the honorarium of Rs.1,25,000/-(Rupees One Lakh Twenty Five Thousand only) per month to Prof. Abraham Koshy (DIN- 00471385), Non Executive Part Time Chairman of the Bank, as approved by the Reserve Bank of India and pursuant to the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, and as per the provisions of Companies Act, 2013 and rules made there under.
10. RESOLVED that pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. Sudhir M Joshi (DIN- 00349597), be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.



11. **RESOLVED** that pursuant to the provisions of Sections 149, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, CA Nilesh S Vikamsey (DIN-00031213), be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.
12. **RESOLVED** that pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. K M Chandrasekhar (DIN-06466854), be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.
13. **RESOLVED** that pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Shri. Dilip G Sadarangani (DIN-06610897), be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM.
14. a) **RESOLVED** to approve the remuneration to Shri. Shyam Srinivasan, Managing Director & Chief Executive Officer, of the Bank with effect from September 23, 2013 as per the terms & conditions (with no change in existing remuneration and approved as per the original terms & conditions of appointment) provided in the explanatory statement hereto and pursuant to the approval accorded by the Reserve Bank of India and as per the provisions of Section 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Section 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules.  
b) **RESOLVED** further that the variable pay of Shri. Shyam Srinivasan, Managing Director and Chief Executive Officer of the Bank, as approved by Reserve Bank of India for the year 2013-14 and shown in the explanatory statement hereto, be and is hereby approved.



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Ernakulam, Kerala, India - 682 016

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**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR  
THE FEDERAL BANK LIMITED**

To,

**Chairman**

83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s The Federal Bank Limited  
Held on Thursday, 17<sup>th</sup> July, 2014 at Mahatma Gandhi Municipal Town Hall,  
Aluva - 683101

**Sub: Passing of Resolution through electronic AND poll conducted at the 83<sup>rd</sup> AGM  
of The Federal Bank Limited (the Bank) held on 17<sup>th</sup> July 2014**

I, CS sivakumar.p, Company Secretary in Practice, holding Membership Number: FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 has been appointed as Scrutinizer for the Electronic Voting and for the purpose of the Poll taken on the below mentioned resolution(s), at the 83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s. The Federal Bank Limited, held on Thursday, 17<sup>th</sup> July, 2014 at Mahatma Gandhi Municipal Town Hall, Aluva - 683101.

The Bank had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the electronic voting to the shareholders of the Bank from Monday, 07<sup>th</sup> July 2014 till Wednesday, 09<sup>th</sup> July 2014. Integrated Enterprises (India) Limited is the Registrar and Share Transfer Agent of the Bank. The e-voting results were unblocked by me on 10<sup>th</sup> July 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 10<sup>th</sup> July 2014 attached herewith.

At the AGM, the Bank facilitated the members present in the meeting who could not participate in the e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 18<sup>th</sup> July 2014



The result of the E-voting together with that of the Poll is as under:

Res. No	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			Nos	%	Nos	%
1	Adoption of Annual Accounts	Evoting	315581720	99.99	15	0.01
		Poll	3472031	99.99	5	0.01
		Total	319053751	99.99	20	0.01
2	Declaration of Dividend	Evoting	315581836	99.99	200	0.01
		Poll	3474111	99.98	570	0.02
		Total	319055947	99.99	770	0.01
3	Re-appointment of Retiring Director, Shri. ShyamSrinivasan	Evoting	315559312	99.99	4694	0.01
		Poll	3488401	99.99	5	0.01
		Total	319047713	99.99	4699	0.01
4	Appointment of Joint Central Statutory Auditors, M/s. Deloitte Haskins & Sells, Chennai, together with M/s M. P. Chitale & Co, Mumbai., Chartered Accountants as Auditors and fixation of remuneration thereof	Evoting	313634109	99.79	658912	0.21
		Poll	3489313	99.99	330	0.01
		Total	317123422	99.79	659242	0.21
5	Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors	Evoting	313765925	99.99	2495	0.01
		Poll	3489143	99.99	275	0.01
		Total	317255068	99.99	2770	0.01
6	Appointment of Shri. Harish H Engineer as an Independent Director of the Bank	Evoting	313792763	99.99	14172	0.01
		Poll	3485908	99.92	2620	0.08
		Total	317278671	99.99	16792	0.01
7	Appointment of Smt. Grace Elizabeth Koshie as an Independent Director of the Bank	Evoting	313792738	99.99	13767	0.01
		Poll	3488733	99.95	1705	0.05
		Total	317281471	99.99	15472	0.01
8	Appointment of Smt. Shubhalakshmi Panse as an Independent Director of the Bank	Evoting	313754749	99.99	11963	0.01
		Poll	3483199	99.99	5	0.01
		Total	317237948	99.99	11968	0.01



9	Appointment of Prof.AbrahamKoshy as an Independent Director of the Bank and taking on record the approval accorded by RBI to pay honorarium of Rs1,25,000/- per month	Evoting Poll Total	311861750 3465731 315327481	99.38 99.36 99.38	1943520 22330 1965850	0.62 0.64 0.62
10	Appointment of Shri. Sudhir M Joshi as an Independent Director of the Bank	Evoting Poll Total	313795571 3486041 317281612	99.99 99.93 99.99	11219 2470 13689	0.01 0.07 0.01
11	Appointment of CA. Nilesh S Vikamsey as an Independent Director of the Bank	Evoting Poll Total	311864965 3482866 315347831	99.38 99.84 99.39	1942000 5420 1947240	0.62 0.16 0.61
12	Appointment of Shri .K M Chandrasekhar as an Independent Director of the Bank	Evoting Poll Total	313788071 3487296 317275367	99.99 99.96 99.99	16849 1265 18114	0.01 0.04 0.01
13	Appointment of Shri .Dilip G Sadarangani as an Independent Director of the Bank	Evoting Poll Total	313787446 3486526 317273972	99.99 99.94 99.99	14494 1985 16479	0.01 0.06 0.01
14	Taking on record the approval accorded by RBI for payment of remuneration, variable pay and ESOS to Shri. ShyamSrinivasan, MD &CEO of the Bank	Evoting Poll Total	290554856 3475981 294030837	99.99 99.75 99.99	8803 8825 17628	0.01 0.25 0.01
15	Taking on record the approval accorded by RBI for payment of remuneration, and ESOS to Shri. Abraham Chacko, Executive Director of the Bank	Evoting Poll Total	290548465 3475556 294024021	99.99 99.75 99.99	17214 8825 26039	0.01 0.25 0.01
16	Approval for extension of vesting period for the Grant 2011, from four years to four and half years(modified from 08th April 2015 to 08th October 2015)	Evoting Poll Total	313801670 3467466 317269136	99.99 99.57 99.99	18955 15105 34060	0.01 0.43 0.01
17	Increase of the Borrowing power of the Bank by Rs 3000 Crore over and above the Paid up Capital and free reserves of the Bank pursuant to section 180 (1) (c ) of the Companies Act,2013	Evoting Poll Total	315500122 3481081 318981203	99.99 99.96 99.99	2439 1490 3929	0.01 0.04 0.01



All the Resolutions stand passed under e-voting and poll with requisite majority

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Bank. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You

Yours faithfully



CS sivakumar.p

FCS: 3050; CP: 2210

Kochi

18.07.2014



**Corp. Office :** 39/3519 B, 1st Floor  
Padmam Apartments, Ravipuram, Kochi  
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+91 484 2357039 (Corp. Office)

10.07.2014

To

**The Chairman**

The Federal Bank Limited  
Federal Towers, PO Box No. 103  
Aluva, Kerala - 683101

Sir,

**Sub: Report of the Scrutinizer on Electronic Voting**

I, CS sivakumar.p, Company Secretary in Practice, holding Membership Number :FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, has been appointed by the Board of Directors of The Federal Bank Limited as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the proposed Annual General Meeting of the Company to be held on 17<sup>th</sup> July, 2014.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 07.07.2014 to 09.07.2014. Further the e-voting period was completed three days prior to the date of meeting, as per the above Rule.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 10<sup>th</sup> July 2014, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.



The following is the summary of e-voting result:

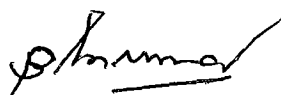
Resol ution No	Subject Matter of Resolution	Total No. Of shares through E- voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E- voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E-voting
1	Adoption of Annual Accounts	315581735	315581720	99.99	36.90	15	0.01
2	Declaration of Dividend	315582036	315581836	99.99	36.90	200	0.01
3	Re-appointment of Retiring Director, Shri. Shyam Srinivasan	315564006	315559312	99.99	36.89	4694	0.01
4	Appointment of Joint Central Statutory Auditors, M/s. Deloitte Haskins & Sells, Chennai, together with M/s M. P. Chitale & Co, Mumbai., Chartered Accountants as Auditors and fixation of remuneration thereof	314293021	313634109	99.79	36.67	658912	0.21
5	Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors	313768420	313765925	99.99	36.68	2495	0.01
6	Appointment of Shri.Harish H Engineer as an Independent Director of the Bank	313806935	313792763	99.99	36.69	14172	0.01
7	Appointment of Smt. Grace Elizabeth Koshie as an Independent Director of the Bank	313806505	313792738	99.99	36.69	13767	0.01



	to 08th October 2015)						
17	Increase of the Borrowing power of the Bank by Rs 3000 Crore over and above the Paid up Capital and free reserves of the Bank pursuant to section 180 (1) (c) of the Companies Act,2013	315502561	315500122	99.99	36.89	2439	0.01

Thank you very much.

Yours faithfully,



CS sivakumar.p

FCS: 3050; CP: 2210



Witnesses to the unblocking of votes:

1. Jinu Mathen  
9B, Skyline Templeton Apartments,  
Manikkath Road, Ravipuram,  
Kochi 682016
2. Nikhil George Pinto  
Breeze Cottage, Perumanoor  
Cochin, Kerala - 682015

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To

**Chairman**

83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s The Federal Bank Limited  
Held on Thursday, 17<sup>th</sup> July, 2014 at Mahatma Gandhi Municipal Town Hall,  
Aluva - 683101

Dear Sir,

I, CS sivakumar.p, Company Secretary in Practice, holding Membership Number: FCS- 3050 and Certificate of Practice Number - 2210, Managing Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 83<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s. The Federal Bank Limited, held on Thursday, 17<sup>th</sup> July, 2014 at Mahatma Gandhi Municipal Town Hall, Aluva - 683101, submit my report as under

1. After the time fixed for closing of the poll by the Chairmān, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were dillgently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**(a) Resolution 1**

**To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Profit & Loss Account for the financial year ended on that date, together with the reports of the Board of Directors and the Auditors thereon**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3472031	99.99

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01

**(b) Resolution 2**

**Declaration of Dividend**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
140	3474111	99.98

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	570	0.02



**(c) Resolution 3**

**Reappointment of retiring Director Shri Shyam Srinivasan**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3488401	99.99

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01

**(d) Resolution 4**

**Appointment of Joint Central Statutory Auditors M/s. Deloitte Haskins & Sells, Chennai together with M/s M. P. Chitale & Co, Mumbai, Chartered Accountants as Auditors and fixation of remuneration thereof**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
143	3489313	99.99

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	330	0.01



**(e) Resolution 5**

**Appoint and fix the remuneration of branch Auditors in consultation with the Central Statutory Auditors**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
143	3489143	99.99

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	275	0.01

**(f) Resolution 6**

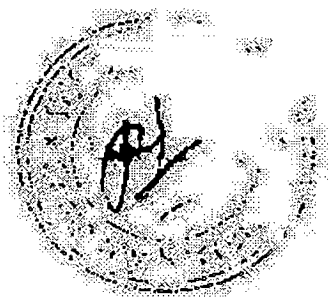
**Appointment of Shri Harish H. Engineer as Independent Director of the bank.**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3485908	99.92

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	2620	0.08



**(g) Resolution 7**

**Appointment of Smt. Grace Elizabeth Koshie as Independent Director of the bank.**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
142	3488733	99.95

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1705	0.05

**(h) Resolution 8**

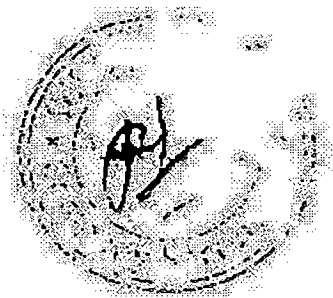
**Appointment of Smt. Shubhalakshmi Panse as Independent Director of the bank.**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
142	3483199	99.99

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.01





(i) **Resolution 9**

**Appointment of Prof. Abraham Koshy as Independent Director of the Bank and taking on record the approval accorded by RBI to pay Honorarium of Rs. 1,25,000/- per month.**

(ii) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
135	3465731	99.36

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	22330	0.64

(j) **Resolution 10**

**Appointment of Shri Sudhir M. Joshi as Independent Director of the bank.**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
139	3486041	99.93

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	2470	0.07



**(k) Resolution 11**

**Appointment of CA. Nilesh S. Vikamsey as Independent Director of the bank.**

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
137	3482866	99.84

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	5420	0.16

**(l) Resolution 12**

**Appointment of Shri K. M. Chandrasekhar as Independent Director of the bank**

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	3487296	99.96

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	1265	0.04



**(m) Resolution 13**

**Appointment of Shri Dilip G. Sadarangani as Independent Director of the bank**

(i) Voted In favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
139	3486526	99.94

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1985	0.06

**(n) Resolution 14**

**Taking on record the approval accorded by RBI for payment of remuneration, variable pay and ESOS to Shri. Shyam Srinivasan, MD & CEO of the Bank**

(i) Voted in favor of the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	3475981	99.75

(ii) Voted against the resolution:

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	8825	0.25



**(o) Resolution 15**

**Taking on record the approval accorded by RBI for payment of remuneration, and ESOS to Shri. Abraham Chacko, Executive Director of the Bank.**

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	3475556	99.75

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	8825	0.25

**(p) Resolution 16**

**Approval for extension of vesting period for the Grant 2011, from four years to four and half years (Modified from 8<sup>th</sup> April 2015 to 8<sup>th</sup> October 2015)**

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
134	3467466	99.57

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	15105	0.43



**(q) Resolution 17**

**Increase of the borrowing power of the bank by Rs. 3,000 Crore over and above the paid up Capital and free reserves of the bank pursuant to section 180 (1) (c) of the Companies Act 2013**

**(i) Voted In favor of the resolution:**

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
134	3481081	99.96

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

Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1490	0.04

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You



CS sivakumar.p  
FCS: 3050; CP: 2210



Kochi  
18.07.2014