

The National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Dear Sir,

Sub. : Voting Results and Proceedings of Eighty Fifth Annual General Meeting of The Federal Bank Limited held on August 11, 2016.

The Eighty Fifth Annual General Meeting of The Federal Bank Limited was held on August 11, 2016 at 10AM at Mahatma Gandhi Municipal Town Hall, Aluva, Ernakulam, Kerala-683101.

Pursuant to Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules), all the members of the Bank holding shares as on the cut off date ie (August 05,2016) were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through remote electronic voting (remote e-Voting) during the period commencing from August 08, 2016 to August 10,2016.

The Bank had provided voting facility at the AGM venue by distribution of ballot/polling paper to those members who attended AGM but could not exercise their vote through remote e-voting and were holding shares as on the cut off date ie (August 05,2016). The e-voting facility was provided through National Securities Depositories Limited (NSDL).

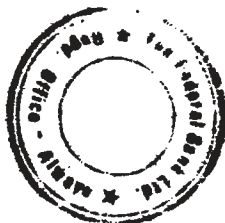
Submitting herewith the following details:

1. Consolidated Scrutinizers report dated August 12, 2016 issued by Scrutinizer Mr. Sivakumar P, partner M/s. SVJS & Associates, Cochin, Company Secretary in Practice, pursuant to section 108 of the Companies Act, 2013 and Rules 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.
2. Voting Results as per Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Kindly take the same on record. The above details are also hosted on the Bank's website www.federalbank.co.in

Thanking you,
Yours faithfully,


Girish Kumar G
Company Secretary



The Federal Bank Ltd. Registered Office: Federal Towers, P O Box No.103, Aluva, Kerala, India 683 101
E-mail: secretarial@federalbank.co.in | www.federalbank.co.in | Phone : 0484-2622263 fax:04842623119CIN:

L65191KL1931PLC000368

SDF-24/ /2016-17

12th August 2016

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

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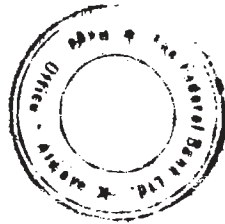
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Kindly take the same on record. The above details are also hosted on the Bank's website www.federalbank.co.in

Thanking you,
Yours faithfully,


Girish Kumar G
Company Secretary



The Federal Bank Ltd. Registered Office: Federal Towers, P O Box No.103, Aluva, Kerala, India 683 101
E-mail: secretarial@federalbank.co.in | www.federalbank.co.in | Phone : 0484-2622263 fax:04842623119CIN:

L65191KL1931PLC000368

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
M/s. THE FEDERAL BANK LTD**

To,

Mr. Nilesh S Vikamsey
Chairman
M/s. The Federal Bank Ltd
Federal Towers, P B No. 103
Alwaye, Ernakulam,
Kerala - 683 101

85th Annual General Meeting of the Equity Shareholders of **M/s. THE FEDERAL BANK LTD** held on Thursday, 11th day of August 2016 at 10.00 A.M. at Mahatma Gandhi Municipal Town Hall, Aluva.

Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 85th Annual General Meeting of the Equity Shareholders of M/s. THE FEDERAL BANK LTD.

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, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 85th Annual General Meeting of the Equity Shareholders of **M/s. THE FEDERAL BANK LTD (CIN: L65191KL1931PLC000368)** held on Thursday, the 11th day of August 2016 at 10.00 A.M. at Mahatma Gandhi Municipal Town Hall, Aluva.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of

the Company from Monday 8th August 2016 (09.00 A.M.) to Wednesday 10th August 2016 (5.00 P.M.). M/s. Integrated Enterprises India Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 11th August 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 12th day of August 2016 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to cast their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 12th day of August 2016 attached herewith.

The result of the Remote 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	
			No.	%	No.	%
ORDINARY BUSINESS :						
1	a) Adoption of audited Financial statements for the financial year ended 31 st March 2016 together with the Reports of Board of Directors' and Auditor's thereon.	E-voting	866,508,692	99.99%	5,220	0.01%
		Poll	193,856	99.49%	1,000	0.51%
	b) Adoption of consolidated financial statements for the year ended 31 st March 2016 together with Report of Auditors.	Total	866,702,548	99.99%	6,220	0.01%
2	Declaration of Dividend.	E-voting	866,511,642	99.99%	2,570	0.01%
		Poll	208,041	92.57%	16,700	7.43%



		Total	866,719,683	99.99%	19,270	0.01%
3	Re-appointment of Director Mr. Shyam Srinivasan (DIN: 02274773) who retires by rotation.	E-voting	866,485,126	99.99%	23,781	0.01%
		Poll	225,566	99.43%	1,290	0.57%
		Total	866,710,692	99.99%	25,071	0.01%
4	Appointment of Joint Central Statutory Auditors, M/s B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s MM Nissim & Co, Chartered Accountants, Mumbai as Joint Central Statutory Auditors and fixation of remuneration thereof.	E-voting	841,865,577	99.28%	6,089,607	0.72%
		Poll	227,776	99.56%	1,000	0.44%
		Total	842,093,353	99.28%	6,090,607	0.72%
SPECIAL BUSINESS (ORDINARY RESOLUTION) :						
5	Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose.	E-voting	841,858,230	99.28%	6,088,457	0.72%
		Poll	226,306	99.54%	1,040	0.46%
		Total	842,084,536	99.28%	6,089,497	0.72%
6	Appointment of Mr. C Balagopal (DIN 00430938) as the Independent Director of the Bank.	E-voting	847,374,249	99.99%	33,671	0.01%
		Poll	227,346	99.56%	1,000	0.44%
		Total	847,601,595	99.99%	34,671	0.01%
7	Payment of Remuneration of Rs. 1,25,000/- per month (Rs. 15,00,000/- per annum) to Mr. Nilesh S Vikamsey, Chairman of the Bank.	E-voting	847,376,012	99.99%	28,358	0.01%
		Poll	226,246	99.56%	1,000	0.44%
		Total	847,602,258	99.99%	29,358	0.01%



8	Payment of Remuneration and variable pay of Mr. Shyam Srinivasan, Managing Director & Chief Executive Officer of the Bank as approved by RBI.	E-voting	845,521,033	99.78%	1,892,281	0.22%
		Poll	227,196	99.54%	1,050	0.46%
		Total	845,748,229	99.78%	1,893,331	0.22%
9	Appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as Executive Director on the Board of the Bank as per the terms and conditions approved by RBI.	E-voting	845,522,428	99.78%	1,890,542	0.22%
		Poll	217,346	99.54%	1,000	0.46%
		Total	845,739,774	99.78%	1,891,542	0.22%
10	Appointment of Mr. Ganesh Sankaran (DIN 07580955) as the Executive Director on the Board of the Bank as per the terms and conditions approved by RBI.	E-voting	845,490,148	99.78%	1,891,577	0.22%
		Poll	217,146	99.54%	1,000	0.46%
		Total	845,707,294	99.78%	1,892,577	0.22%
11	Taking on record the approval accorded by RBI for payment of variable pay to Mr. Abraham Chacko erstwhile Executive Director of the Bank.	E-voting	845,503,409	99.77%	1,908,091	0.23%
		Poll	216,746	99.54%	1,000	0.46%
		Total	845,720,155	99.78%	1,909,091	0.22%

SPECIAL BUSINESS(SPECIAL RESOLUTION) :

12	Approval of the amendment of the Memorandum of Association of the Bank.	E-voting	866,503,247	99.99%	9,159	0.01%
		Poll	218,346	100%	-	-
		Total	866721593	99.99%	9159	0.01%
13	Approval of the amendment of the Articles of Association of the Bank.	E-voting	835,937,193	96.47%	30,571,213	3.53%
		Poll	218,246	100%	-	-
		Total	836,155,439	96.47%	30,571,213	3.53%




14	Approval for borrowing/ raising funds in Indian Currency by issue of Debt instruments including but not limited to bonds and non convertible debentures up to Rs. 4,000 crore.	E-voting	866,507,412	99.99%	6,145	0.01%
		Poll	212,796	98.27%	3,750	1.73%
		Total	866,720,208	99.99%	9,895	0.01%

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary and Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries


P. SIVAKUMAR
Managing Partner
CP No: 2210

Kochi

12.08.2016

For The Federal Bank Ltd.


Shyam Srinivasan
Managing Director & CEO

12.08.2016

To,

Mr. Nilesh S Vikamsey
Chairman
M/s. The Federal Bank Ltd
Federal Towers, P B No. 103
Alwaye, Ernakulam
Kerala - 683 101

Sir,

Sub: Report of the Scrutinizer on Remote 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, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of **M/s. THE FEDERAL BANK LTD (CIN: L65191KL1931PLC000368)** Federal Towers, P B No. 103, Alwaye, Ernakulam, Kerala - 683 101 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 85th Annual General Meeting of the Company held on 11th August 2016.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Monday the 8th day of August 2016 (09.00 A.M.) to Wednesday the 10th day of August 2016 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 11th August 2016, 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 remote e-voting result:

Res olut ion 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
ORDINARY BUSINESS							
1	a) Adoption of audited Financial statements for the financial year ended 31 st March 2016 together with the Reports of Board of Directors' and Auditor's thereon. b) Adoption of consolidated financial statements for the year ended 31 st March 2016 together with Report of Auditors.	866,513,912	866,508,692	99.99%	50.39%	5,220	0.01%
2	Declaration of dividend.	866,514,212	866,511,642	99.99%	50.39%	2,570	0.01%
3	Re-appointment of Director Mr. Shyam Srinivasan (DIN: 02274773) who retires by rotation.	866,508,907	866,485,126	99.99%	50.39%	23,781	0.01%
4	Appointment of Joint Central Statutory Auditors, M/s B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s M M Nissim & Co, Chartered Accountants, Mumbai as Joint Central Auditors of the Bank and fixation of remuneration thereof.	847,955,184	841,865,577	99.28%	48.96%	6,089,607	0.72%



SPECIAL BUSINESS (Ordinary Resolution)

5	Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose.	847,946,687	841,858,230	99.28%	48.96%	6,088,457	0.72%
6	Appointment of Mr. C Balagopal (DIN 00430938) as the Independent Director of the Bank.	847,407,920	847,374,249	99.99%	49.28%	33,671	0.01%
7	Payment of Remuneration of Rs. 1,25,000/- per month (Rs. 15,00,000/- per annum) to Mr. Nilesh S Vikamsey, Chairman of the Bank	847,404,370	847,376,012	99.99%	49.28%	28,358	0.01%
8	Payment of Remuneration and variable pay of Mr. Shyam Srinivasan, Managing Director & Chief Executive Officer of the Bank as approved by RBI.	847,413,314	845,521,033	99.78%	49.17%	1,892,281	0.22%
9	Appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as Executive Director on the Board of the Bank as per the terms and conditions approved by RBI.	847,412,970	845,522,428	99.78%	49.17%	1,890,542	0.22%
10	Appointment of Mr. Ganesh Sankaran (DIN 07580955) as Executive Director on the Board of the Bank as per the terms and conditions approved by RBI.	847,381,725	845,490,148	99.78%	49.17%	1,891,577	0.22%
11	Taking on record the approval accorded by RBI for payment of variable pay to Mr. Abraham Chacko erstwhile Executive Director of the Bank.	847,411,500	845,503,409	99.77%	49.17%	1,908,091	0.23%

SPECIAL BUSINESS (Special Resolution)

12	Approval for amendment of the Memorandum of Association of the Bank.	866,512,406	866,503,247	99.99%	50.39%	9,159	0.01%
13	Approval for amendment of the Articles of Association of the Bank.	866,508,406	835,937,193	96.47%	48.61%	30,571,213	3.53%




14	Approval for borrowing/raising funds in Indian Currency by issue of Debt instruments including but not limited to bonds and non convertible debentures up to Rs. 4,000 Crore.	866,513,557	866,507,412	99.99%	59.39%	6,145	0.01%
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All resolutions stand passed under Remote E-voting as Ordinary and special resolutions with requisite majority as specified under the Companies Act, 2013.

Thank you

Yours faithfully

For SVJS & Associates
Company Secretaries


P. SIVAKUMAR
Managing Partner
CP No: 2210

Witnesses to the unblocking of votes:

1. CS. Tray Lumar
14/1284 B
Kumbar Road
Kochi - 682 001



2. Asin Wilson
Moolachal (b)
Kattappana
Idukki - 685515



Corp. Office : 39/3519 B, 1st Floor
Padmam Apartments, Ravipuram, Kochi
Ernakulam, Kerala, India - 682 016

www.svjs.in
info@svjs.in / svjsassociates@gmail.com

Tele - Fax : +91 484 4030578
+91 484 2356449 (Regd. Office)
+91 484 2357039 (Corp. Office)

FORM No. MGT-13
Report of Scrutinizer

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

To,

Mr. Nilesh S Vikamsey
Chairman
M/s. The Federal Bank Ltd
Federal Towers, P B No. 103
Alwaye, Ernakulam
Kerala- 683101

85th Annual General Meeting of the Equity Shareholders of **M/s. THE FEDERAL BANK LTD**
held on Thursday, 11th day of August, 2016 at 10.00 A.M. at Mahatma Gandhi Municipal
Town Hall, Aluva.

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, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala -682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 85th Annual General Meeting of the Equity Shareholders of **M/s. THE FEDERAL BANK LTD** (CIN: L65191KL1931PLC000368), held on Thursday, 11th day of August, 2016 at 10.00 A.M. at Mahatma Gandhi Municipal Town Hall, Aluva submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) 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 diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(a) Resolution 1:

- a) **Adoption of audited Financial statement for the year ended March 31, 2016 together with the Reports of Board of Directors' and Auditor's thereon**
- b) **Adoption of consolidated financial statements for the year ended 31st March 2016 together with Report of 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
75	193,856	99.49%

(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	1,000	0.51%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
24	74497

(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
68	208,041	92.57%

(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
4	16,700	7.43%



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
28	44612

(c) **Resolution 3:**

Re-appointment of Director Mr. Shyam Srinivasan (DIN: 02274773) who retires by rotation:

(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
72	225,566	99.43%

(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	1290	0.57%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
24	42497

(d) **Resolution 4:**

Appointment of Joint Central Statutory Auditors, M/s B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s MM Nissim & Co, Chartered Accountants, Mumbai as Joint Central Statutory 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
76	227,776	99.56%



(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	1,000	0.44%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
23	40577

(e) **Resolution 5:**

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

(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
74	226,306	99.54%

(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	1,040	0.46%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
24	42007



(f) **Resolution 6:**

Appointment of Mr. C Balagopal (DIN 00430938) as the 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
77	227,346	99.56%

(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	1,000	0.44%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
22	41007

(g) **Resolution 7:**

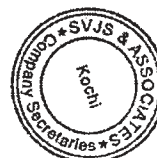
Payment of Remuneration of Rs. 1,25,000/- per month (Rs. 15,00,000/- per annum) to Mr. Nilesh S Vikamsey, Chairman of the Bank:

(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
74	226,246	99.56%

(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	1,000	0.44%



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
25	42107

(h) **Resolution 8:**

Payment of Remuneration and variable pay of Mr. Shyam Srinivasan, Managing Director & Chief Executive Officer of the Bank as approved by RBI:

(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
75	227,196	99.54%

(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	1,050	0.46%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
23	41107

(i) **Resolution 9:**

Appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as Executive Director on the Board of the Bank as per the terms and conditions approved by RBI:

(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
76	217,346	99.54%



(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	1,000	0.46%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
23	51007

(j) **Resolution 10:**

Appointment of Mr. Ganesh Sankaran (DIN 07580955) as the Executive Director on the Board of the Bank as per the terms and conditions approved by RBI:

(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
75	217,146	99.54%

(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	1,000	0.46%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
24	51207

(k) **Resolution 11:**

Taking on record the approval accorded by RBI for payment of variable pay to Mr. Abraham Chacko erstwhile 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
74	216,746	99.54%

(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	1,000	0.46%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
25	51607

(I) **Resolution 12:**

Approval of the amendment of the Memorandum of Association 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
77	218,346	100%

(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
-	-	-

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
23	51007



(m) Resolution 13:

Approval of the amendment of the Articles of Association 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
76	218,246	100%

(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
-	-	-

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
24	51107

(n) Resolution 14:

Approval for borrowing/ raising funds in Indian Currency by issue of Debt instruments including but not limited to bonds and non convertible debentures up to Rs. 4,000 crore:

(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
73	212,796	98.27%

(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	3,750	1.73%



(B) **Invalid Votes**

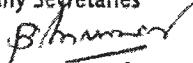
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
25	52807

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 authorized by the Board for safe keeping.
7. All resolutions stand passed under the poll as Ordinary / Special resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries



P. SIVAKUMAR
Managing Partner
CP No: 2210

Kochi

12.08.2016

M/s. The Federal Bank Limited

Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

Details of Voting Results

Sr. No	Particulars	Details
1.	Date of AGM	11 th August 2016
2.	Total number of shareholders as on record date (cut off date for voting) that is August 05,2016	154265
3.	No. of persons present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	NIL 846
4.	No. of Shareholders attended the meeting through video conferencing Promoters and Promoter Group Public:	Not Applicable Not Applicable

Agenda –wise disclosure (to be disclosed separately for each agenda item:

As disclosed below.

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

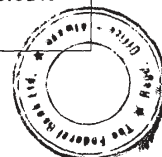
Not Applicable

Mode of Voting includes both remote e-Voting and through ballot/polling paper distributed at the AGM venue.



Details of Agenda**Item No.01**

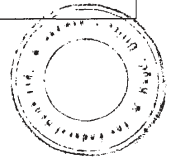
Resolution required: (Ordinary/ Special)				Ordinary- a) Adoption of audited Financial statements for the financial year ended 31st March 2016 together with the Reports of Board of Directors' and Auditor's thereon. b) Adoption of consolidated financial statements for the year ended 31st March 2016 together with Report of Auditors.				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		462,202,089	91.68%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total		504,197,519	462202089	91.68%	462,202,089	-	100%
Public Non-Institutions	E-Voting		404,311,823	33.26%	404,306,603	5,220	99.99%	0.01%



			194,856		193,856	1,000	99.49%	0.51%
	Poll			0.016%				
	Total	1,215,449,190	404506679	33.28%	404500459	6220	99.99%	0.01%
	Total	1,719,646,709	866,708,768	50.40%	866,702,548	6,220	99.99%	0.01%

Item No.02

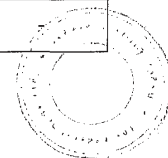
Resolution required: (Ordinary/ Special)				Ordinary- Declaration of Dividend				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- In favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							



Public Institutions	E-Voting		462,202,089	91.67%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	462,202,089	91.67%	462,202,089	-	100%	-
Public Non-Institutions	E-Voting		404,312,123	33.27%	404,309,553	2,570	99.99%	0.01%
	Poll		224,741	0.019%	208,041	16,700	92.57%	7.43%
	Total	1,215,449,190	404536864	33.29%	404517594	19270	99.99%	0.01%
	Total	1,719,646,709	866,738,953	50.40%	866,719,683	19,270	99.99%	0.01%

Item No.03

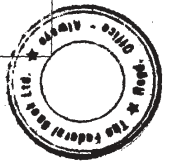
Resolution required: (Ordinary/ Special)				Ordinary- Re-appointment of Director Mr. Shyam Srinivasan (DIN: 02274773) who retires by rotation.				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-In favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	-	-	-	-	-	-	-



Promoter Group	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		462,202,089	91.68%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	462,202,089	91.68%	462,202,089	-	100%	-
Public Non-Institutions	E-Voting		404,306,818	33.27%	404,283,037	23,781	99.99%	0.01%
	Poll		226,856	0.019%	225,566	1290	99.43%	0.57%
	Total	1,215,449,190	404533674	33.29%	404508603	25071	99.99%	0.01%
Total		1,719,646,709	866,735,763	50.40%	866,710,692	25,071	99.99%	0.01%

Item No.04

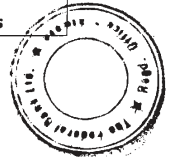
Resolution required: (Ordinary/ Special)				Ordinary- Appointment of Joint Central Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s M M Nissim & Co, Chartered Accountants, Mumbai, and fixation of remuneration thereof				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares	No. of Votes- In favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled



				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		462,202,089	91.67%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	462,202,089	91.67%	462,202,089	-	100%	-
Public Non-Institutions	E-Voting		385,753,095	31.74%	379,663,488	6,089,607	98.42%	1.58%
	Poll		228,776	0.019%	227,776	1,000	99.56%	0.44%
	Total	1,215,449,190	385,981,871	31.76%	379,891,264	6,090,607	98.42%	1.58%
Total		1,719,646,709	848,183,960	49.32%	842,093,353	6,090,607	99.28%	0.72%

Item No.05

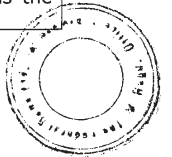
Resolution required: (Ordinary/ Special)				Ordinary- Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose.				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of	No. of shares held	No. of Votes Polled	% of Votes	No. of Votes- In favour	No. of Votes-	% of Votes in favour	% of Votes



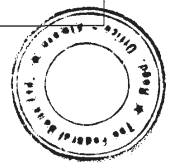
	Voting	(1)	(2)	Polled on outstand ing shares (3)=[(2) /(1)]* 100	(4)	against (5)	on votes polled (6)=[(4)/(2)]* 100	against on votes polled (7)=[(5)/ (2)]* 100
Promoter and Promoter Group	E- Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Instituti ons	E- Voting		462,202,089	91.68%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	462202089	91.68%	462202089	-	100%	-
Public Non- Instituti ons	E- Voting		385,744,598	31.74%	379,656,141	6,088,457	98.42%	1.58%
	Poll		227,346	0.019%	226,306	1,040	99.54%	0.46%
	Total	1,215,449,190	385971944	31.76%	379882447	6089497	98.42%	1.58%
	Total	1,719,646,709	848,174,033	49.32%	842,084,536	6,089,497	99.28%	0.72%

Item No.06

Resolution required: (Ordinary/ Special)	Ordinary- Appointment of Mr. C Balagopal (DIN 00430938) as the Independent Director of the Bank.
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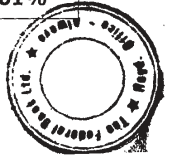


Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-In favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		44,3104,973	87.88%	443,104,973	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	44,3104,973	87.88%	443,104,973	-	100%	-
Public Non-Institutions	E-Voting		404,302,947	33.27%	404,269,276	33671	99.99%	0.01%
	Poll		228,346	0.019%	227,346	1,000	99.56%	0.44%
	Total	1,215,449,190	404531293	33.29%	404496622	34671	99.99%	0.01%
Total		1,719,646,709	847,636,266	49.29%	847,601,595	34,671	99.99%	0.01%



Item No.07

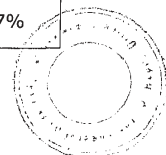
Resolution required: (Ordinary/ Special)				Ordinary- Payment of Remuneration of Rs. 125,000/- Per month (Rs. 15,00,000/- per annum) to Mr. Nilesh S Vikamsey, Chairman of the Bank				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- In favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		443,104,973	87.88%	443,104,973	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	443,104,973	87.88%	443,104,973	-	100%	-
Public Non-Institutions	E-Voting		404,299,397	33.27%	404,271,039	28,358	99.99%	0.01%
	Poll		227,246	0.019%	226,246	1,000	99.56%	0.44%
	Total	1,215,449,190	404526643	33.29%	404497285	29358	99.99%	0.01%



	Total	1,719,646,709	847,631,616	49.29%	847,602,258	29,358	99.99%	0.01%
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Item No.08

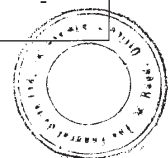
Resolution required: (Ordinary/ Special)				Ordinary- Payment of Remuneration and variable pay of Mr. Shyam Srinivasan, Managing Director & Chief Executive Officer of the Bank as approved by RBI				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- In favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		443,104,973	87.88%	443,104,973	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	443,104,973	87.88%	443,104,973	-	100%	-
Public Non-	E-Voting		404,308,341	33.27%	402,416,060	1,892,281	99.53%	0.47%



Institutions	Poll		228,246	0.019%	227,196	1,050	99.54%	0.46%
	Total	1,215,449,190	404536587	33.29%	402643256	1893331	99.53%	0.47%
	Total	1,719,646,709	847,641,560	49.29%	845,748,229	1,893,331	99.78%	0.22%

Item No.09

Resolution required: (Ordinary/ Special)				Ordinary- Appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as Executive Director on the Board of the Bank as per the terms and conditions approved by RBI				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institution	E-Voting		443,104,973	87.88%	443,104,973	-	100%	-



ns	Poll		-	-	-	-	-	-
	Total	504,197,519	443,104,973	87.88%	443,104,973	-	100%	-
Public Non-Institutions	E-Voting		404,307,997	33.26%	402,417,455	1,890,542	99.53%	0.47%
	Poll		218,346	0.018%	217,346	1,000	99.54%	0.46%
	Total	1,215,449,190	404526343	33.28%	402634801	1891542	99.53%	0.47%
	Total	1,719,646,709	847,631,316	49.29%	845,739,774	1,891,542	99.78%	0.22%

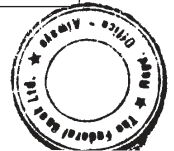
Item No.10

Resolution required: (Ordinary/ Special)				Ordinary- Appointment of Mr. Ganesh Sankaran (DIN 07580955) as Executive Director on the Board of the Bank as per the terms and conditions approved by RBI				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-

	Total							
Public Institutions	E-Voting		443,104,973	87.88%	443,104,973	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	443,104,973	87.88%	443,104,973	-	100%	-
Public Non-Institutions	E-Voting		404,276,752	33.26%	402,385,175	1,891,577	99.53%	0.46%
	Poll		218,146	0.018%	217,146	1,000	99.54%	0.46%
	Total	1,215,449,190	404,494,898	33.28%	402,602,321	1,892,577	99.53%	0.47%
	Total	1,719,646,709	847,599,871	49.29%	845,707,294	1,892,577	99.78%	0.22%

Item No.11

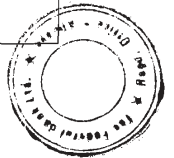
Resolution required: (Ordinary/ Special)				Ordinary- Taking on record the approval accorded by RBI for payment of variable pay to Mr. Abraham Chacko erstwhile Executive Director of the Bank				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes-In favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*



					100				100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Total								
Public Institutions	E-Voting		443,104,973	87.88%	443,104,973	-	100%	-	
	Poll		-	-	-	-	-	-	-
	Total	504,197,519	443,104,973	87.88%	443,104,973	-	100%	-	
Public Non-Institutions	E-Voting		404,306,527	33.26%	402,398,436	1,908,091	99.53%	0.47%	
	Poll		217,746	0.018%	216,746	1,000	99.54%	0.46%	
	Total	1,215,449,190	404,524,273	33.28%	402,615,182	1,909,091	99.53%	0.47%	
	Total	1,719,646,709	847,629,246	49.29%	845,720,155	1,909,091	99.78%	0.22%	

Item No.12

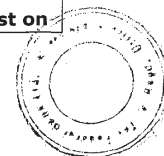
Resolution required: (Ordinary/ Special)				Special - Approval for amendment of the Memorandum of Association of the Bank				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares	No. of Votes- In favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled



				(3)=[(2)/ (1)]* 100			100	(7)=[(5)/ (2)]* 100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		462,202,089	91.67%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	462,202,089	91.67%	462,202,089	-	100%	-
Public Non-Institutions	E-Voting		404,310,317	33.26%	404,301,158	9159	99.99	0.01%
	Poll		218,346	0.018%	218,346	-	100%	-
	Total	1,215,449,190	404528663	33.28%	404519504	9159	99.99%	0.01%
	Total	1,719,646,709	866,730,752	50.40%	866,721,593	9,159	99.99%	0.01%

Item No.13

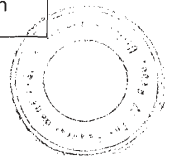
Resolution required: (Ordinary/ Special)				Special - Approval for amendment of the Articles of Association of the Bank				
Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on	No. of Votes- In favour (4)	No. of Votes- against	% of Votes in favour on	% of Votes against on



				outstand ing shares (3)=[(2) /(1)]* 100		(5)	votes polled (6)=[(4) /(2)]* 100	votes polled (7)=[(5)/ (2)]* 100
Promoter and Promoter Group	E- Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Instituti ons	E- Voting		462,202,089	91.67%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	462,202,089	91.67%	462,202,089	-	100%	-
Public Non- Instituti ons	E- Voting		404,306,317	33.26%	373,735,104	30,571,213	92.44%	7.56%
	Poll		218,246	0.018%	218,246	-	100%	-
	Total	1,215,449,190	404524563	33.28%	373953350	30571213	92.44%	7.56%
	Total	1,719,646,709	866,726,652	50.40%	836,155,439	30,571,213	96.47%	3.53%

Item No.14

Resolution required: (Ordinary/ Special)	Special - Approval for borrowing/ raising funds in Indian Currency by issue of Debt instruments including but not limited to bonds and non convertible debentures up to Rs. 4,000 crore.
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Whether promoter/ promoter group are interested in the agenda/resolution				Not Applicable				
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-In favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total							
Public Institutions	E-Voting		462,202,089	91.67%	462,202,089	-	100%	-
	Poll		-	-	-	-	-	-
	Total	504,197,519	462,202,089	91.67%	462,202,089	-	100%	-
Public Non-Institutions	E-Voting		404,311,468	33.26%	404,305,323	6,145	99.99%	0.01%
	Poll		216,546	0.018%	212,796	3,750	98.27%	1.73%
	Total	1,215,449,190	404,528,014	33.28%	404,518,119	9,895	99.99%	0.01%
	Total	1,719,646,709	866,730,103	50.40%	866,720,208	9,895	99.99%	0.01%

For THE FEDERAL BANK LTD.


GIRISH KUMAR G.
Company Secretary

For THE FEDERAL BANK LTD.

GIRISH KUMAR G.
Company Secretary

