

SD/ F 24/ /2017-18

09th June 2017

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

Department of Corporate Services – Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Floor 25, Dalal Street,
MUMBAI – 400 001

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

Dear Sir,

Subject: Declaration of results of postal ballot


Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the underlying rules, the Bank sought approval of shareholders through postal ballot for the following matters:

1. Raising of Capital of the Bank through Issuance of Securities
2. Increasing the ceiling limit on total holdings of FII/FPIs through primary or secondary market route, up to an aggregate limit of 74% of the paid-up share capital of the Bank.

The last date for receipt of physical postal ballot forms and for e-voting was 7th June, 2017.

Mr. P Sivakumar, Managing Partner of SVJS & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer for conducting the Postal Ballot process, has submitted his report on the same dated June 8, 2017. Based on the report, we confirm that all the resolutions as contained in the postal ballot notice dated April 28, 2017 were approved by requisite majority of shareholders. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose the voting results along with the scrutinizer's report.

Thanking you,
Yours faithfully,
For The Federal Bank Limited


Girish Kumar G
Company Secretary



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 the Postal Ballot	28 th April 2017
2.	Total number of shareholders as on record date (cut off date for voting) that is April,28,2017	168881
3.	No. of persons present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable Not Applicable
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 postal ballot form.



Details of Agenda

Item No. 01: Raising of Capital of the Bank through Issuance of Securities

Resolution required: (Ordinary/ Special)				Special Resolution				
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	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public	E- Voting	1,725,293,574	9,82,359,826	56.94	9,79,959,514	2,400,312	99.76	0.24



Institutions	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	1,725,293,574	1,001,310	0.06	1,001,310	0	100.00	0.00
	Total	1,725,293,574	9,83,361,136	57.00	9,80,960,824	2,400,312	99.76	0.24
Public Non-Institutions	E- Voting	1,725,293,574	1,07,439,083	6.23	1,07,420,031	19,052	99.98	0.02
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	1,725,293,574	3,580,642	0.21	3,545,586	35,056	99.02	0.98
	Total	1,725,293,574	1,11,019,725	6.43	1,10,965,617	54,108	99.95	0.05
Total		1,725,293,574	1,094,380,861	63.43	1,091,926,441	2,454,420	99.78	0.22



Item No.02 : Increasing the ceiling limit on total holdings of FII/FPIs through primary or secondary market route, up to an aggregate limit of 74% of the paid-up share capital of the Bank.

Resolution required: (Ordinary/ Special)				Special Resolution				
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	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Institutions	E- Voting	1,725,293,574	982,359,826	56.94	980,550,285	18,09,541	99.82	0.18
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	1,725,293,574	1,001,310	0.06	1,001,310	0	100.00	0.00



	Total	1,725,293,574	983,361,136	57.00	981,551,595	1,809,541	99.82	0.18
Public Non- Institutions	E- Voting	1,725,293,574	107,437,736	6.23	107,401,853	35,883	99.97	0.03
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	1,725,293,574	3,303,324	0.21	3,114,822	188,502	94.29	5.71
	Total	1,725,293,574	110,741,060	6.43	110,516,675	224,385	99.80	0.20
Total		1,725,293,574	1,094,102,196	63.43	1,092,068,270	2,033,926	99.81	0.19



SVJS & Associates
Company Secretaries



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

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POSTAL BALLOT
FOR THE FEDERAL BANK LIMITED**

08.06.2017

To

The Chairman/The Managing Director
The Federal Bank Limited
Federal Towers, P.E. No. 103
Alwaye, Ernakulam - 683101

**Subj: Passing of Resolution through Remote e-Voting and Postal Ballot of The
Federal Bank Limited**

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, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016 have been appointed as Scrutinizer for the Remote Electronic Voting and Postal Ballot voting process in respect of the under noted resolutions of The Federal Bank Limited (CIN : L65191KL1931PLC000368).

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 Tuesday, 09th May, 2017, (09:00 A.M.) to Wednesday, 07th June, 2017 (5:00 P.M.). Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 08.06.2017 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 08.06.2017 attached herewith.

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




Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
SPECIAL BUSINESS - SPECIAL RESOLUTION						
1	Raising of Capital of the Bank through Issuance of Securities	E Voting	1087379545	99.78	2419364	0.22
		Postal Ballot	4546896	99.23%	35056	0.77%
2	Increasing the ceiling limit on total holdings of FII/FPIs through primary or secondary market route, up to an aggregate limit of 74% of the paid-up share capital of the Bank	E Voting	1087952138	99.83	1849424	0.17
		Postal Ballot	4116132	95.62%	188302	4.38%

The Resolutions stand passed under Remote e-Voting and Postal Ballot as Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank You

Yours faithfully

For SVS & Associates
Company Secretaries

P. SIVAKUMAR
Managing Partner
CP No. 2210

I have received the report

For The Federal Bank Ltd.


Shyam Srinivasan
Managing Director & CEO

SVJS & Associates
Company Secretaries



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

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+91 484 2357039 (Corp. Office)

08.06.2017

The Chairman/The Managing Director
The Federal Bank Limited
Federal Towers, P.B.No.103
Alwaye, Ernakulam - 683101

Dear Sir

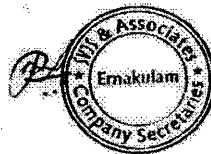
Sub: Report of the Scrutinizer on Remote E- Voting

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, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of The Federal Bank Limited (CIN : L65191KL1931PLC000368), Federal Towers, P.B.No.103, Alwaye, Ernakulam - 683101, as the Scrutinizer for the Electronic Voting of the resolutions included in the postal ballot and Remote e voting notice.

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 Tuesday, 09th May, 2017, (09.00 A.M.) to Wednesday, 07th June, 2017 (5.00 P.M.).

On completion of the 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 08.06.2017, 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:



			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolution No.	Subject Matter of Resolution	Total No. of shares through E-voting	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
SPECIAL BUSINESS – SPECIAL RESOLUTION							
1	Raising of Capital of the Bank through Issuance of Securities	1089798909	1087379545	99.78	63.02	2419364	0.22
2	Increasing the ceiling limit on total holdings of FII/FPIs through primary or secondary market route, up to an aggregate limit of 74% of the paid-up share capital of the Bank	1089797562	1087952138	99.83	63.06	1845424	0.17

Thank you

Yours faithfully

For SVJS & Associates
Company Secretaries

P. Sivakumar

P. SIVAKUMAR
Managing Partner
CP No: 2210

Witnesses to the unblocking of votes:

1. Nikhil George Pinto
Bruege College
Pettimannour
Cochin - 682015

[Signature]

2. TRACY CAESAR
W/ 1284 B
KURUPLAVU ROAD
KOCHI - 682001

[Signature]

08.06.2017

The Chairman/The Managing Director
The Federal Bank Limited
Federal Towers, P.B.No.103
Alwaye, Ernakulam - 683101

Dear Sir

Sub: Scrutinizer's Report

The Board of Directors of the Company has appointed me as Scrutinizer for conducting the postal ballot voting process in respect of the Special Resolutions under Section 62 and 42 of the Companies Act, 2013, relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and under the provisions of the Foreign Exchange Management Act, 1999 for authorizing the board of directors to make an issue of securities and increasing the ceiling limit on total holdings of FII/FPIs upto an aggregate limit of 74% of the paid up share capital, as stated in the notice sent by the Company to the shareholders.

I note that as per the instructions and conditions attached to the said Postal Ballot, duly completed postal ballots should reach the scrutinizer no later than 05.00 P. M on 07th June, 2017. Postal Ballot forms received after this date are to be strictly treated as if the reply from the member has not been received. The envelopes containing postal ballot form, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.

Up to 05.00 P.M. on 07th June, 2017 as above, the total number of ballot forms received is as shown below:

Total number of Postal/Electronic Ballot Forms received	: 1352
Covers which contain unfilled Postal Ballot form	: <u>0</u>
	1352



The summarized result of postal ballot forms received up to 05.00 P.M. on 07th June, 2017 is as under:

1. Resolution 1 : Raising of Capital

PARTICULARS	NO. OF POSTAL/ELECTRONIC BALLOT RECEIVED	NO. OF SHARES	% OF VALID VOTES RECEIVED
Total postal/electronic ballots received	1352	4589032	-
Less: Invalid postal ballot forms	7	7080	-
Net Valid postal/electronic ballot received	1345	4581952	100
Postal/electronic ballot with assent for the Resolution	1329	4546896	99.23%
Postal/electronic ballot with dissent for the Resolution	16	35056	0.77%

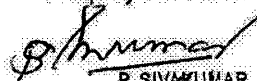
2. Resolution 2 : Increasing the ceiling limit on total holdings of FII/FPIs

PARTICULARS	NO. OF POSTAL/ELECTRONIC BALLOT RECEIVED	NO. OF SHARES	% OF VALID VOTES RECEIVED
Total postal/electronic ballots received	1352	4311714	-
Less: Invalid postal ballot forms	7	7080	-
Net Valid postal/electronic ballot received	1345	4304634	100
Postal/electronic ballot with assent for the Resolution	1301	4116132	95.62%
Postal/electronic ballot with dissent for the Resolution	44	188502	4.38%

I enclose a complete list of Postal Ballot forms received giving the particulars as above.

Signed on this the 08th Day of June, 2017.

For SVJS & Associates
Company Secretaries


P. SIVAKUMAR
Managing Partner
CP No: 2210

ANNEXURE-1

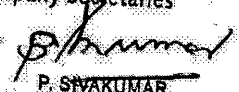
The Chairman/The Managing Director
The Federal Bank Limited
Federal Towers, P.B.No.103
Alwaye, Ernakulam - 683101

Consolidated Details of Postal/Electronic Ballots and votes thereon

Particulars	Resolution No.1		Resolution No.2	
	No. of ballots	No. of Votes	No. of ballots	No. of Votes
Total filled Postal/Electronic Ballots received	1352	4589032	1352	4311714
Total valid votes	1345	4581952	1345	4304634
Votes in favour of the Resolution	1329	4546896	1301	4116132
Votes against the Resolution	16	35056	44	188502
Total invalid votes	7	7080	7	7080
% of Votes in favour of the Resolution	99.23%		95.62%	

Signed on this the 08th Day of June, 2017.

For SVJS & Associates
Company Secretaries


P. SIVAKUMAR
Managing Partner
CP No: 2210