

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

Dear Sir,

Sub. : Voting Results of Eighty Sixth Annual General Meeting of The Federal Bank Limited held on July 14, 2017.

The Eighty Sixth Annual General Meeting of The Federal Bank Limited was held on July 14, 2017 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 (July 07,2017) 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 July 11,2017 to July 13,2017.

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 (July 07,2017). The e-voting facility was provided through National Securities Depositories Limited (NSDL).

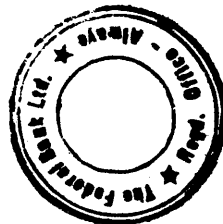
Submitting herewith the following details:

1. Consolidated Scrutinizers report dated July 14, 2017 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



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

To,

Mr. Shyam Srinivasan
Managing Director
The Federal Bank Ltd
Federal Towers, P B No. 103
Alwaye, Ernakulam,
Kerala - 683 101

86th Annual General Meeting of the Equity Shareholders of **THE FEDERAL BANK LTD** held on Friday, 14th day of July, 2017 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 86th Annual General Meeting of the Equity Shareholders of 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, 1st Floor, 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 86th Annual General Meeting of the Equity Shareholders of **THE FEDERAL BANK LTD (CIN: L65191KL1931PLC000368)** held on Friday, 14th day of July, 2017 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 Tuesday the 11th day of July 2017 (09.00 A.M.) to Thursday the 13th day of July 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 14th July 2017 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 14th July 2017 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 14th July 2017 attached herewith.

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

Re sl. 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 2017 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 2017 together with Report of Auditors.	E-voting	1,110,446,392	100%	358	0.00%
		Poll	198,752	100%	-	-
		Total	1,110,645,144	100%	358	0.00%
2	Declaration of Dividend.	E-voting	1,112,759,831	100%	2,083	0.00%
		Poll	193,247	100%	-	-
		Total	1,112,953,078	100%	2,083	0.00%
3	Re-appointment of Director Mr. Ashutosh Khajuria (DIN: 05154975) who retires by rotation.	E-voting	1,112,736,131	100%	19,989	0.00%
		Poll	193,242	100%	-	-
		Total	1,112,929,373	100%	19,989	0.00%
4	Appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s M M Nissim & Co, Chartered Accountants, Mumbai	E-voting	1,057,698,303	97.46%	27,586,110	2.54%
		Poll	198,852	100%	-	-



	as Joint Central Statutory Auditors of the Bank and fixation of remuneration thereof.	Total	1,057,897,155	97.46%	27,586,110	2.54%
SPECIAL BUSINESS (ORDINARY RESOLUTION):						
5	Appointment and fixation of remuneration of the branch auditors in consultation with the Central Statutory Auditors.	E-voting	1,084,805,932	99.96%	478,166	0.04%
		Poll	193,242	100%	-	-
		Total	1,084,999,174	99.96%	478,166	0.04%
6	Reappointment of Mr. Shyam Srinivasan (DIN-02274773) as the Managing Director & CEO of the Bank, for a further period of 3 years, with effect from 23 rd September 2016.	E-voting	1,080,140,386	99.84%	1,729,885	0.16%
		Poll	198,242	99.84%	310	0.16%
		Total	1,080,338,628	99.84%	1,730,195	0.16%
7	Grant of options under Employee Stock Option Scheme (ESOS) for the year 2016 to Mr. Ganesh Sankaran, Executive Director of the Bank @ Rs.72.45/- per option	E-voting	1,065,804,357	98.51%	16,069,762	1.49%
		Poll	192,932	99.84%	310	0.16%
		Total	1,065,997,289	98.51%	16,070,072	1.49%
8	Payment of remuneration of Rs. 1,25,000/- per month (Rs. 15,00,000/- per annum) to Mr. K M Chandrasekhar (DIN-06466854), Chairman of the Bank.	E-voting	1,081,844,755	100%	32,590	0.00%
		Poll	187,038	99.78%	410	0.22%
		Total	1,082,031,793	100%	33,000	0.00%
9	Payment of compensation in the form of profit related commission not exceeding Rs. 1,000,000/- per annum to each of the Non	E-voting	1,079,009,048	99.73%	2,871,898	0.27%
		Poll	188,348	98.22%	3,410	1.78%



	Executive/ Independent Directors of the Bank (other than Part Time Chairman), for each year effective from financial year ended 31 March 2017	Total	1,079,197,396	99.73%	2,875,308	0.27%
SPECIAL BUSINESS(SPECIAL RESOLUTION) :						
10	Reappointment of Mr. K. M. Chandrasekhar (DIN-06466854) as an Independent Director of the Bank, for a period of one (1) year with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.	E-voting	1,081,850,934	100%	21,725	0.00%
		Poll	198,423	99.99%	16	0.01%
		Total	1,082,049,357	100%	21,741	0.00%
11	Reappointment of CA Nilesh S Vikamsey (DIN- 00031213) as an Independent Director of the Bank, for a period of three (3) years with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.	E-voting	1,078,202,015	99.82%	1,951,729	0.18%
		Poll	198,852	100%	-	-
		Total	1,078,400,867	99.82%	1,951,729	0.18%
12	Reappointment of Mr. Dilip G. Sadarangani (DIN- 06610897) as an Independent Director of the Bank, for a period of three (3) years with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.	E-voting	1,080,119,090	100%	29,864	0.00%
		Poll	198,723	99.99%	16	0.01%
		Total	1,080,317,813	100%	29,880	0.00%
13	Reappointment of Mr. Harish H. Engineer (DIN- 01843009) as an Independent Director of	E-voting	841,872,914	77.87%	239,205,828	22.13%
		Poll	195,836	98.48%	3,016	1.52%



	the Bank, for a period of two (2) years with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.	Total	842,068,750	77.88%	239,208,844	22.12%
14	Reappointment of Ms. Grace Elizabeth Koshie (DIN- 06765216) as an Independent Director of the Bank, for a period of three (3) years with effect from 17 th July 2017 or till the date of her retirement whichever is earlier.	E-voting	1,062,228,795	98.31%	18,232,352	1.69%
		Poll	195,723	98.48%	3,016	1.52%
		Total	1,062,424,518	98.31%	18,235,368	1.69%
15	Reappointment of Ms. Shubhalakshmi Panse (DIN-02599310) as an Independent Director of the Bank, for a period of three (3) years with effect from 17 th July 2017 or till the date of her retirement whichever is earlier.	E-voting	1,081,866,399	100%	5,419	0.00%
		Poll	198,836	99.99%	16	0.01%
		Total	1,082,065,235	100%	5,435	0.00%
16	<p>a) To introduce and implement a scheme for grant of stock options (ESOS 2017) to employees and directors (including Managing Director and CEO) of the Bank and to create, grant, offer and allot under the scheme, equity shares of face value of Rs. 2/- each not exceeding aggregate of 5% of the paid up equity share capital of the Bank.</p> <p>b) To cover the Employee Stock</p>	E-voting	895,253,597	82.39%	191,401,480	17.61%
		Poll	195,852	98.49%	3,000	1.51%
		Total	895,449,449	82.39%	191,404,480	17.61%

For THE FEDERAL BANK LTD

Managing Director & CEO



	Option Scheme 2017 ["ESOS 2017"] to the person(s) who are in employment of the subsidiary (ies) of the Bank					
17	Amendment of Article 80 of Articles of Association of the Bank.	E-voting	1,112,752,896	100%	1,334	0.00%
		Poll	198,852	100%	-	-
		Total	1,112,951,748	100%	1,334	0.00%
18	Borrowing/ raising funds in Indian currency by way of issue debt instruments upto Rs. 4,000 Crore (Rupees Four Thousand Crore only) on a private placement basis.	E-voting	1,112,745,725	100%	2,830	0.00%
		Poll	195,499	98.37%	3,240	1.63%
		Total	1,112,941,224	100%	6,070	0.00%
19	To increase the borrowing limit of the Bank from Rs. 3000 Crore to Rs. 7000 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.	E-voting	1,111,508,943	99.89%	1,252,832	0.11%
		Poll	198,852	100%	-	-
		Total	1,111,707,795	99.89%	1,252,832	0.11%

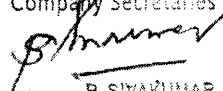
All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary and Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

Kochi
14.07.2017

For SVJS & Associates
Company Secretaries


P. SIVAKUMAR
Managing Partner
CP No: 2210

I have received the report

For THE FEDERAL BANK LTD.


Managing Director & CEO

14.07.2017

To,

Mr. Shyam Srinivasan
Managing Director
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, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of **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 86th Annual General Meeting of the Company held on 14th July 2017.

The Company has 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. Integrated Registry Management Services Private Limited is the Registrar and Share Transfer Agent of the Company.

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 the 11th day of July 2017 (09.00 A.M.) to Thursday the 13th day of July 2017 (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 14th July 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 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 throug h E- voting	% of Paid Up Capital	No. of Votes through E- voting	% of votes against on votes throug h E- voting
ORDINARY BUSINESS							
1	a) Adoption of audited Financial statements for the financial year ended 31 st March 2017 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 2017 together with Report of Auditors.	1110446750	1110446392	100%	57.12	358	0.00%
2	Declaration of dividend.	1112761914	1112759831	100%	57.24	2083	0.00%
3	Re-appointment of Director Mr. Ashutosh Khajuria (DIN: 05154975) who retires by rotation.	1112756120	1112736131	100%	57.24	19989	0.00%
4	Appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s M M Nissim & Co, Chartered Accountants, Mumbai as Joint Central Statutory Auditors of the Bank and fixation of remuneration thereof.	1085284413	1057698303	97.46%	54.41	27586110	2.54%
SPECIAL BUSINESS (Ordinary Resolution)							



5	Appointment and fixation of remuneration of the branch auditors in consultation with the Central Statutory Auditors.	1085284098	1084805932	99.96%	55.80	478166	0.04%
6	Reappointment of Mr. Shyam Srinivasan (DIN-02274773) as the Managing Director & CEO of the Bank, for a further period of 3 years, with effect from 23 rd September 2016.	1081870271	1080140386	99.84%	55.56	1729885	0.16%
7	Grant of options under Employee Stock Option Scheme (ESOS) for the year 2016 to Mr. Ganesh Sankaran, Executive Director of the Bank @ Rs.72.45/- per option	1081874119	1065804357	98.51%	54.82	16069762	1.49%
8	Payment of remuneration of Rs. 1,25,000/- per month (Rs. 15,00,000/- per annum) to Mr. K M Chandrasekhar (DIN-06466854), Chairman of the Bank.	1081877345	1081844755	100%	55.65	32590	0.00%
9	Payment of compensation in the form of profit related commission not exceeding Rs. 1,000,000/- per annum to each of the Non Executive/ Independent Directors of the Bank (other than Part Time Chairman), for each year effective from financial year ended 31 March 2017	1081880946	1079009048	99.73%	55.50	2871898	0.27%

SPECIAL BUSINESS (Special Resolution)

10	Reappointment of Mr. K. M. Chandrasekhar (DIN-06466854) as an Independent Director of the Bank, for a period of one (1) year with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.	1081872659	1081850934	100%	55.65	21725	0.00%
11	Reappointment of CA Nilesh S. Vikamsey (DIN-00031213) as an Independent Director of the Bank, for a period of three	1080153744	1078202015	99.82%	55.46	1951729	0.18%



	(3) years with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.						
12	Reappointment of Mr. Dilip G. Sadarangani (DIN-06610897) as an Independent Director of the Bank, for a period of three (3) years with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.	1080148954	1080119090	100%	55.56	29864	0.00%
13	Reappointment of Mr. Harish H. Engineer (DIN-01843009) as an Independent Director of the Bank, for a period of two (2) years with effect from 17 th July 2017 or till the date of his retirement whichever is earlier.	1081078742	841872914	77.87%	43.31	239205828	22.13%
14	Reappointment of Ms. Grace Elizabeth Koshie (DIN- 06765216) as an Independent Director of the Bank, for a period of three (3) years with effect from 17 th July 2017 or till the date of her retirement whichever is earlier.	1080461147	1062228795	98.31%	54.64	18232352	1.69%
15	Reappointment of Ms. Shubhalakshmi Pansa (DIN-02599310) as an Independent Director of the Bank, for a period of three (3) years with effect from 17 th July 2017 or till the date of her retirement whichever is earlier.	1081871818	1081866399	100%	55.65	5419	0.00%
16	a) To introduce and implement a scheme for grant of stock options (ESOS 2017) to employees and directors (including Managing Director and CEO) of the Bank and to create,	1086655077	895253597	82.39%	46.05	191401480	17.61%



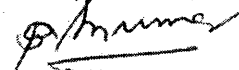
	grant, offer and allot under the scheme, equity shares of face value of Rs. 2/- each not exceeding aggregate of 5% of the paid up equity share capital of the Bank. b) To cover the Employee Stock Option Scheme 2017 ["ESOS 2017"] to the person(s) who are in employment of the subsidiary (ies) of the Bank						
17	Amendment of Article 80 of Articles of Association of the Bank.	1112754230	1112752896	100%	57.24	1334	0.00%
18	Borrowing/ raising funds in Indian currency by way of issue debt instruments upto Rs. 4,000 Crore (Rupees Four Thousand Crore only) on a private placement basis.	1112748555	1112745725	100%	57.24	2830	0.00%
19	To increase the borrowing limit of the Bank from Rs. 3000 Crore to Rs. 7000 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.	1112761775	1111508943	99.89%	57.18	1252832	0.11%

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. Tracy Lawson
14/12/84 B
Kiplan Road
Kochi - 682001



2. Nikhil George Pinto
Bruege College
Perumanoor
Cochin, Kerala - 682015



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. Shyam Srinivasan
Managing Director
The Federal Bank Ltd
Federal Towers, P B No. 103
Alwaye, Ernakulam
Kerala- 683101

86th Annual General Meeting of the Equity Shareholders of **THE FEDERAL BANK LTD** held on Friday, 14th day of July, 2017 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, 1st Floor, 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 86th Annual General Meeting of the Equity Shareholders of **THE FEDERAL BANK LTD** (CIN: L65191KL1931PLC000368), held on Friday, 14th day of July, 2017 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 statements for the financial year ended 31st March 2017 together with the Reports of Board of Directors' and Auditor's thereon.

b) Adoption of consolidated financial statements for the year ended 31st March 2017 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
64	198,752	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
4	1,204

(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
62	193,247	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
6	6,709

(c) **Resolution 3:**

Re-appointment of Director Mr. Ashutosh Khajuria (DIN: 05154975) 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
63	193,242	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
5	6,714

(d) **Resolution 4:**

Appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s M M Nissim & Co, Chartered Accountants, Mumbai as Joint Central Statutory Auditors of the Bank 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
65	198,852	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
3	1,104

(e) **Resolution 5:**

Appointment and fixation of remuneration of the 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
63	193,242	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
5	6,714



(f) Resolution 6:

Re-appointment of Mr. Shyam Srinivasan (DIN-02274773) as the Managing Director & CEO of the Bank, for a further period of 3 years, with effect from 23rd September 2016:

(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
62	198,242	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
2	310	0.16%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	1,404

(g) Resolution 7:

Grant of options under Employee Stock Option Scheme (ESOS) for the year 2016 to Mr. Ganesh Sankaran, Executive Director of the Bank @ Rs.72.45/- per option

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
61	192,932	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
2	310	0.16%



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
5	6,714

(h) **Resolution 8:**

Payment of remuneration of Rs. 1,25,000/- per month (Rs. 15,00,000/- per annum) to Mr. K M Chandrasekhar (DIN-06466854), 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
52	187,038	99.78%

(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	410	0.22%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
13	12,508

(i) **Resolution 9:**

Payment of compensation in the form of profit related commission not exceeding Rs. 1,000,000/- per annum to each of the Non Executive/ Independent Directors of the Bank (other than Part Time Chairman), for each year effective from financial year ended 31 March 2017:

(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
51	188,348	98.22%



(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	3,410	1.78%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
13	8,198

(j) **Resolution 10:**

Reappointment of Mr. K. M. Chandrasekhar (DIN- 06466854) as an Independent Director of the Bank, for a period of one (1) year with effect from 17th July 2017 or till the date of his retirement whichever is earlier:

(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
62	198,423	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	16	0.01%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	1,517

(k) **Resolution 11:**

Reappointment of CA Nilesh S Vikamsey (DIN- 00031213) as an Independent Director of the Bank, for a period of three (3) years with effect from 17th July 2017 or till the date of his retirement whichever is earlier:



(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
65	198,852	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
3	1,104

(I) **Resolution 12:**

Reappointment of Mr. Dilip G. Sadarangani (DIN- 06610897) as an Independent Director of the Bank, for a period of three (3) years with effect from 17th July 2017 or till the date of his retirement whichever is earlier:

(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
63	198,723	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	16	0.01%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	1,217



(m) Resolution 13:

Reappointment of Mr. Harish H. Engineer (DIN- 01843009) as an Independent Director of the Bank, for a period of two (2) years with effect from 17th July 2017 or till the date of his retirement whichever is earlier:

(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
63	195,836	98.48%

(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	3,016	1.52%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	1,104

(n) Resolution 14:

Reappointment of Ms. Grace Elizabeth Koshie (DIN- 06765216) as an Independent Director of the Bank, for a period of three (3) years with effect from 17th July 2017 or till the date of her retirement whichever is earlier:

(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
62	195,723	98.48%

(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	3,016	1.52%



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	1,217

(o) **Resolution 15:**

Reappointment of Ms. Shubhalakshmi Panse (DIN-02599310) as an Independent Director of the Bank, for a period of three (3) years with effect from 17th July 2017 or till the date of her retirement whichever is earlier:

(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
64	198,836	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	16	0.01%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	1,104

(p) **Resolution 16:**

a) To introduce and implement a scheme for grant of stock options (ESOS 2017) to employees and directors (including Managing Director and CEO) of the Bank and to create, grant, offer and allot under the scheme, equity shares of face value of Rs. 2/- each not exceeding aggregate of 5% of the paid up equity share capital of the Bank:

b) To cover the Employee Stock Option Scheme 2017 ["ESOS 2017"] to the person(s) who are in employment of the subsidiary (ies) 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
64	195,852	98.49%

(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	3,000	1.51%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	1,104

(q) Resolution 17:

Amendment of Article 80 of 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
65	198,852	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
3	1,104



(r) Resolution 18:

Borrowing/ raising funds in Indian currency by way of issue debt instruments upto Rs. 4,000 Crore (Rupees Four Thousand Crore only) on a private placement basis:

(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
62	195,499	98.37%

(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	3,240	1.63%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	1,217

(s) Resolution 19:

To increase the borrowing limit of the Bank from Rs. 3000 Crore to Rs. 7000 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
65	198,852	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
3	1,104

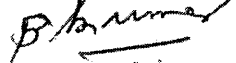
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe 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

Kochi
14.07.2017

For SVJS & Associates
Company Secretaries



P. SIVAKUMAR
Managing Partner
CP No: 2210

M/s. The Federal Bank Limited

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

Details of Voting Results

Date of the AGM/EGM	14.07.2017
Total number of shareholders on record date	196631
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	889
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Nil
Public:	Nil

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 1: a) Adoption of audited Financial statements for the financial year ended 31st March 2017 together with the Reports Board of Directors' and Auditor's thereon.

b) Adoption of consolidated financial statements for the year ended 31st March 2017 together with Report of Auditors.

Resolution required: (Ordinary/ Special)

Ordinary

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

Not Applicable

Category	Mode of Voting (1)	No. of shares held (2)	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
	E-Voting	NA	NA	NA	NA	NA	NA	NA



Promoter and Promoter Group	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	1944041607	1011920769	52.0524234	1011920411	358	99.9999646	0.00003538
	Poll	1944041607	198752	0.01022365	198752	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total	3888083214	1012119521	26.03132	1012119163	358	99.99996	0.0000354	
Total	1944041607	1110645502	57.13075	1110645144	358	99.99997	0.00003223	

Item 2: Declaration of Dividend

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA



Public- Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicabl e)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	1014235933	52.1715137	1014233850	2083	99.9997946	0.00020538
	Poll	1944041607	193247	0.00994048	193247	0	100	0
	Postal Ballot (if applicabl e)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	1014429180	52.18145	1014427097	2083	99.99979	0.0002053
Total	1944041607	1112955161	57.24955	1112953078	2083	99.99981	0.00018716	

Item 3: Re-appointment of Director Mr. Ashutosh Khajuria (DIN: 05154975) who retires by rotation.

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicabl e)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicabl e)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.06810043	98525981	0	100	0



	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	1014230139	52.1712156	1014210150	19989	99.9980291	0.001970854
	Poll	1944041607	193242	0.00994022	193242	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	1014423381	52.18116	1014403392	19989	99.99803	0.001970479
Total	1944041607	1112949362	57.24926	1112929373	19989	99.9982	0.001796039	

Item 4: Appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s M M Nissim & Co, Chartered Accountants, Mumbai as Joint Central Statutory Auditors of the Bank and fixation of remuneration thereof

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
	E-Voting	1944041607	986758432	50.7580922	959172322	27586110	97.2043705	2.795629518
	Poll	1944041607	198852	0.01022879	198852	0	100	0



Public- Non Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		1944041607	986957284	50.76832	959371174	27586110	97.20493	2.795066255
		1944041607	1085483265	55.83642	1057897155	27586110	97.45863	2.541366679

Item 5: Appointment and fixation of remuneration of the branch auditors in consultation with the Central Statutory Auditor

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	986758117	50.758076	986279951	478166	99.9515417	0.048458279
	Poll	1944041607	193242	0.00994022	193242	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	986951359	50.76802	986473193	478166	99.95155	0.048448791



Total		1944041607	1085477340	55.83612	1084999174	478166	99.95595	0.044051219
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Item 6: Reappointment of Mr. Shyam Srinivasan (DIN-02274773) as the Managing Director & CEO of the Bank, for a further of 3 years, with effect from 23rd September 2016 and payment of remuneration

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)							
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	983344290	50.5824714	981614405	1729885	99.8240815	0.175918548
	Poll	1944041607	198552	0.01021336	198242	310	99.8438696	0.156130384
	Postal Ballot (if applicable)							
	Total	1944041607	983542842	50.59268	981812647	1730195	99.82409	0.175914554
Total		1944041607	1082068823	55.66079	1080338628	1730195	99.8401	0.159896946



Item 7: Grant of options under Employee Stock Option Scheme (ESOS) for the year 2016 to Mr. Ganesh Sankaran, Executive Director of the Bank @ Rs.72.45/- per option

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	983348138	50.5826693	967278376	16069762	98.3658115	1.634188481
	Poll	1944041607	193242	0.00994022	192932	310	99.8395794	0.160420612
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	983541380	50.59261	967471308	16070072	98.3661	1.633898921
Total		1944041607	1082067361	55.66071	1065997289	16070072	98.51487	1.485126766

Item 8: Payment of remuneration of Rs. 1,25,000/- per month (Rs. 15,00,000/- per annum) to Mr. K M Chandrasekhar (DIP 06466854), Chairman of the Bank.

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	983351364	50.5828353	983318774	32590	99.9966858	0.003314177
	Poll	1944041607	187448	0.00964218	187038	410	99.7812727	0.218727327
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	983538812	50.59248	983505812	33000	99.99664	0.003355231
Total	1944041607	1082064793	55.66058	1082031793	33000	99.99695	0.003049725	

Item 9: Payment of compensation in the form of profit related commission not exceeding Rs. 1,000,000/- per annum to each Non Executive/ Independent Directors of the Bank (other than Part Time Chairman), for each year effective from financial year ended 31 March 2017

Resolution required: (Ordinary/ Special)

Ordinary

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	983354965	50.5830205	980483067	2871898	99.707949	0.292050999
	Poll	1944041607	191758	0.00986388	188348	3410	98.221717	1.778283044
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	983546723	50.59288	980671415	2875308	99.70766	0.292340764
Total	1944041607	1082072704	55.66098	1079197396	2875308	99.73428	0.265722256	

Item 10: Reappointment of Mr. K. M. Chandrasekhar (DIN- 06466854) as an Independent Director of the Bank, for a period (1) year with effect from 17th July 2017 or till the date of his retirement whichever is earlier.

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	983346678	50.5825942	983324953	21725	99.9977907	0.002209292
	Poll	1944041607	198439	0.01020755	198423	16	99.9919371	0.008062931
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	983545117	50.5928	983523376	21741	99.99779	0.002210473
Total	1944041607	1082071098	55.6609	1082049357	21741	99.99799	0.002009203	

Item 11: Reappointment of CA Nilesh S. Vikamsey (DIN- 00031213) as an Independent Director of the Bank, for a period of (3) years with effect from 17th July 2017 or till the date of his retirement whichever is earlier.

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	981627763	50.4941746	979676034	1951729	99.8011742	0.198825774
	Poll	1944041607	198852	0.01022879	198852	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	981826615	50.5044	979874886	1951729	99.80121	0.198785506
Total	1944041607	1080352596	55.5725	1078400867	1951729	99.81934	0.180656668	

Item 12: Reappointment of Mr. Dilip G. Sadarangani (DIN- 06610897) as an Independent Director of the Bank, for a period (3) years with effect from 17th July 2017 or till the date of his retirement whichever is earlier

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	981622973	50.4939282	981593109	29864	99.9969577	0.003042309
	Poll	1944041607	198739	0.01022298	198723	16	99.9919492	0.00805076
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	981821712	50.50415	981791832	29880	99.99696	0.003043322
Total	1944041607	1080347693	55.57225	1080317813	29880	99.99723	0.002765776	

Item 13: Reappointment of Mr. Harish H. Engineer (DIN- 01843009) as an Independent Director of the Bank, for a period of (2) years with effect from 17th July 2017 or till the date of his retirement whichever is earlier

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	982552761	50.5417558	743346933	239205828	75.6546582	24.3453418
	Poll	1944041607	198852	0.01022879	195836	3016	98.4832941	1.516705892
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	982751613	50.55198	743542769	239208844	75.65928	24.3407226
Total	1944041607	1081277594	55.62008	842068750	239208844	77.8772	22.12279671	

Item 14: Reappointment of Ms. Grace Elizabeth Koshie (DIN- 06765216) as an Independent Director of the Bank, for a period of three (3) years with effect from 17th July 2017 or till the date of her retirement whichever is earlier

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	981935166	50.5099872	963702814	18232352	98.1432224	1.856777579
	Poll	1944041607	198739	0.01022298	195723	3016	98.4824317	1.517568268
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	982133905	50.52021	963898537	18235368	98.14329	1.856708938
Total	1944041607	1080659886	55.58831	1062424518	18235368	98.31257	1.687428972	

Item 15: Reappointment of Ms. Shubhalakshmi Panse (DIN-02599310) as an Independent Director of the Bank, for a period three (3) years with effect from 17th July 2017 or till the date of her retirement whichever is earlier

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	983345837	50.582551	983340418	5419	99.9994489	0.000551078
	Poll	1944041607	198852	0.01022879	198836	16	99.9919538	0.008046185
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	983544689	50.59278	983539254	5435	99.99945	0.000552593
Total		1944041607	1082070670	55.66088	1082065235	5435	99.9995	0.000502278

Item 16. a) To introduce and implement a scheme for grant of stock options (ESOS 2017) to employees and directors (including Managing Director and CEO) of the Bank and to create, grant, offer and allot under the scheme, equity shares of face value 2/- each not exceeding aggregate of 5% of the paid up equity share capital of the Bank.
b) To cover the Employee Stock Option Scheme 2017 ["ESOS 2017"] to the person(s) who are in employment of the subsidiary(ies) of the Bank

Resolution required: (Ordinary/ Special)

Special



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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	988129096	50.8285981	796727616	191401480	80.6299115	19.37008846
	Poll	1944041607	198852	0.01022879	195852	3000	98.4913403	1.508659707
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	988327948	50.83883	796923468	191404480	80.63351	19.36649473
Total		1944041607	1086853929	55.90693	895449449	191404480	82.38913	17.61087437

Item 17. Amendment of Article 80 of Articles of Association of the Bank.

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	1014228249	52.17	1014226915	1334	99.9998685	0.000131529
	Poll	1944041607	198852	0.01022879	198852	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	1014427101	52.18135	1014425767	1334	99.99987	0.000131503
Total		1944041607	1112953082	57.24945	1112951748	1334	99.99988	0.000119861

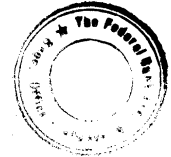
Item 18. Borrowing/ raising funds in Indian currency by way of issue debt instruments upto Rs. 4,000 Crore (Rupees Four Thousand Crore only) on a private placement basis.

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	1014222574	52.17	1014219744	2830	99.999721	0.000279031
	Poll	1944041607	198739	0.01022298	195499	3240	98.3697211	1.630278909
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	1014421313	52.18105	1014415243	6070	99.9994	0.000598371
Total	1944041607	1112947294	57.24915	1112941224	6070	99.99945	0.000545399	

Item 19. To increase the borrowing limit of the Bank from Rs. 3000 Crore to Rs. 7000 Crore over and above the Paid up Cap Free Reserves of the Bank, pursuant to Section 180 (1)(c) of the Companies Act, 2013.

Resolution required: (Ordinary/ Special)

Special

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	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1944041607	98525981	5.06810043	98525981	0	100	0
	Poll	1944041607	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	98525981	5.0681	98525981	0	100	0
Public- Non Institutions	E-Voting	1944041607	1014235794	52.17	1012982962	1252832	99.8764753	0.123524727
	Poll	1944041607	198852	0.01022879	198852	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1944041607	1014434646	52.18174	1013181814	1252832	99.8765	0.123500514
Total	1944041607	1112960627	57.24984	1111707795	1252832	99.88743	0.112567504	



Secretarial Department

FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SDF-24/ /2017-18

15th July 2017

Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), <u>Mumbai – 400 051.</u>	Department of Corporate Services – Listing BSE Limited Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, <u>MUMBAI – 400 001</u>
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Re.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Dear Sir,

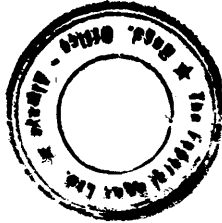
Sub. : Proceedings of Eighty Sixth Annual General Meeting of The Federal Bank Limited held on July 14, 2017

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015), we hereby submit the summary of the proceedings of the 86th Annual General Meeting of the Bank held on July 14th, 2017 at 10AM at Mahatma Gandhi Municipal Town Hall, Aluva, Ernakulam, Kerala-683101.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For The Federal Bank Limited

Girish Kumar G
Company Secretary



Summary of the proceedings of the Eighty Sixth Annual General Meeting of The Federal Bank Limited held on July 14, 2017

The Eighty Sixth Annual General Meeting of the members of The Federal Bank Limited was held on Friday, July 14th 2017 at 10am at Mahatma Gandhi Municipal Town Hall, Aluva, Ernakulam-- 683101, Kerala, India.

Mr. K M Chandrasekhar, Chairman of the Bank, chaired the meeting.

The Meeting was attended by members in person, by proxy and through Authorised representatives.

The following Directors were present in the meeting:

1. Mr. K.M. Chandrasekhar, Non Executive Part Time Chairman of the Board and Chairman of Customer Service and Marketing Strategy Committee.
2. Mr. Dilip G Sadarangani, Non Executive Independent Director and Chairman of Information Technology & Operation Committee and Investor Grievance, Share Transfer & Stakeholder Relationship Committee.
3. Ms. Grace E Koshie, Non Executive Independent Director and Chairperson of Audit Committee.
4. Ms. Shubhalakshmi Panse, Non Executive Independent Director and Chairperson of Risk Management Committee.
5. Mr. C Balagopal, Non Executive Independent Director and Chairman of Committee for Human Resource Policy
6. Mr. Shyam Srinivasan, MD & CEO and Chairman of Special Committee of the Board for Review Large Value Fraud and Review Committee of the Board on Non Cooperative Borrowers and Review Committee of the Board for Wilful Defaulters
7. Mr. Ashutosh Khajuria, Executive Director & CFO
8. Mr. Ganesh Sankaran, Executive Director

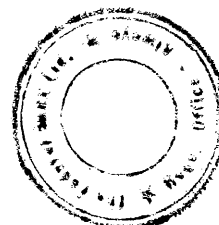
Mr. Nilesh S Vikamsey and Mr. Harish H Engineer, Independent Directors on the Board could not attend the AGM due to personal reasons. Mr. Girish Kumar Ganapathy, Company Secretary was also present in the meeting.

After ascertaining from the Company Secretary that the requisite quorum was present at the meeting, the Chairman declared the Meeting to be in order and welcomed the Members. The shareholders attending the AGM were provided with the copies of speech of both Chairman and MD & CEO.

The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Bank had extended the remote e-Voting facility to the members of the Bank in respect of the business to be transacted at the AGM as set out in the notice of AGM dated June 07, 2017. The Company Secretary further informed that the remote e-Voting facility had

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



commenced at 9 am on Tuesday, July 11, 2017 and ended on 5.00 pm on Thursday, July 13, 2017. The Company Secretary further informed that the members who could not cast their votes through Remote E-Voting, the Bank had provided the facility of voting through Ballot paper distributed at the venue of AGM. The Board had appointed Mr. P Sivakumar, partner of M/s. SVJS & Associates, Company Secretaries in Practice, Kochi, as Scrutinizer to scrutinize the remote e-Voting process and voting through ballot paper at the AGM venue, in a fair and transparent manner.

The Chairman thereafter introduced all the Directors and informed that the register of Proxies, instruments of proxy and inspection documents were open for inspection by the Members till the conclusion of the Meeting. On the invitation of the Chairman, several members addressed the Meeting, gave their suggestions and raised queries on the bank's accounts and businesses, which were replied by the Managing Director & CEO. With the consent of the Members present, the Notice convening the Eighty Sixth AGM was taken as read. The Chairman further informed that the Auditors Report on the financial statement for the year ended March 31, 2017 did not have any qualifications or other remarks.

The Chairman informed that the consolidated results of the Remote e-Voting and voting made at the AGM venue through ballot paper, would be announced within two days after AGM. The results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of SEBI Listing Regulations and would also be placed on the website of the Bank and also displayed at the Registered Office of the Bank and on NSDLs website.

The following items of business were transacted through remote e-Voting and through voting through ballot paper at the AGM venue:

Ordinary Business:

Ordinary Resolution

1. a) the audited financial statements, including audited Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon; and
b) the audited consolidated financial statements, including audited consolidated Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2017 and the Report of the Auditors thereon;
2. Declaration of Dividend
3. Re-appointment of Retiring Director, Mr. Ashutosh Khajuria
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 Auditors and fixation of remuneration thereof

SPECIAL BUSINESS (Ordinary Resolution)

5. Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors.
6. Approval for re-appointment of Mr. Shyam Srinivasan as Managing Director & Chief Executive Officer of the Bank as approved by RBI and taking on record the approval accorded by RBI for payment of remuneration to Mr. Shyam Srinivasan, MD &CEO of the Bank
7. Taking on record the approval accorded by RBI for grant of options under ESOS to Mr. Ganesh Sankaran, Executive Director of the Bank.
8. Taking on record the approval accorded by RBI to pay honorarium of ₹1,25,000/- per month (₹15,00,000/- per annum) to Mr. K M Chandrasekhar , Chairman of the Bank.
9. Payment of profit related commission to Non-Executive/Independent Directors of the Bank other than Part Time Chairman

SPECIAL BUSINESS (Special Resolution)

10. Reappointment of Mr. K M Chandrasekhar as an Independent Director of the Bank
11. Reappointment of Mr.Nilesh S Vikamsey as an Independent Director of the Bank
12. Reappointment of Mr.Dilip G Sadarangani as an Independent Director of the Bank
13. Reappointment of Mr. Harish H Engineer as an Independent Director of the Bank
14. Reappointment of Ms. Grace E Koshie as an Independent Director of the Bank
15. Reappointment of Ms. Shubhalakshmi Panse as an Independent Director of the Bank
16. To introduce and implement a scheme for grant of stock options - "ESOS 2017"
17. Approval for amendment of Article 80 of Articles of Association of the Bank
18. Approval for Raising of Funds through Issuance of Bonds
19. Approval for increase of the Borrowing power of the Bank not exceeding ₹ 7000 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

Based on the consolidated Scrutinizer's report dated July 14 2017, all resolutions as set out in the Notice of the AGM were passed by the Members with requisite Majority.

For The Federal Bank Limited


Arish Kumar G
Company Secretary

