



Secretarial Department

SD/ F 24/ /2018-19

18th July 2018

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.: Intimation of the date of the Annual General Meeting and Book Closure for Dividend and submission of AGM Notice and Annual Report and E- Voting related matters.

This is to inform you that the 87th the Annual General Meeting of The Federal Bank Limited will be held on **Friday, 10 August 2018 at 10 am**, at Mahatma Gandhi Municipal Town Hall, Aluva, Ernakulam, Kerala-683101. We also hereby submit a copy of the Notice of the 87th AGM, Annual Report of the Bank for FY 2017-18 and other relevant documents. These documents are also available on the website of the Bank at the link given below:

<http://www.federalbank.co.in/shareholder-information>

The Register of Members and the share transfer books of the Bank will remain closed from **Saturday, 04th August 2018 to Friday 10th August 2018 (both days inclusive)** for the purpose of the Annual General Meeting of the Bank and for determining the entitlement of the dividend declared, if any, for the year ended March 31, 2018. Dividend for FY 2017-18, if declared by the members at the Annual General Meeting will be paid to the members of the Bank from 11 August, 2018 onwards.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank is providing electronic voting facility to its members for transacting all the items of business as set out in the Notice, through **NSDL's** e-voting platform, which will commence on **Tuesday, 07th August 2018 at 9:00 am** and end on **Thursday, 09th August 2018 at 5:00 pm**. The e-Voting module will be disabled after **5 p.m on Thursday, 09th August 2018**. The facility for voting through ballot paper shall be made available at the meeting and the members who are attending the meeting and have not casted their vote by remote E-voting shall be able to vote at the meeting through "Ballot Paper". A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e **Friday, 03rd August 2018** only shall be entitled to avail the facility of remote e-voting or voting at the meeting through Ballot Paper at the venue of AGM.

Secretarial Department

In terms of Regulation 46 of SEBI LODR, this information is also hosted on the Bank's website
www.federalbank.co.in

Kindly take the same on your records.

Thanking you,
Yours faithfully,
For The Federal Bank Limited


Girish Kumar G
Company Secretary



NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eighty Seventh Annual General Meeting (AGM) of The Federal Bank Limited will be held as shown below:

Date: 10.08.2018

Day: Friday

Time: 10 am

Venue: Mahatma Gandhi Municipal Town Hall, Aluva.

To transact the following items of business.

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) the audited financial statements, including audited Balance Sheet and Profit and Loss Account of the Bank for the financial year ended March 31, 2018 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, 2018 and the Report of the Auditors thereon;
2. To declare a dividend.
3. To appoint a Director in place of Mr. Ganesh Sankaran (DIN-07580955), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

To appoint Joint Central Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next AGM and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time and subject to the approval from Reserve Bank of India, M/s. B S R & Co. LLP, Chartered Accountants, Mumbai, (ICAI FRN-101248 W) together with M/s M M Nissim & Co, Chartered Accountants, Mumbai, (ICAI FRN-107122 W) be and are hereby appointed as Joint Central Statutory Auditors of the Bank, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank, on such remuneration as shall be decided by the Board of Directors of the Bank”.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and section 143(8) of the Companies Act,2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Board of Directors of the Bank be and is hereby authorised to arrange for the audit of the Bank's branches for the accounting year 2018-19 and to appoint and fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose”.

6. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Mr. A P Hota (DIN- 02593219), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013, by the Board of the Bank and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of Independent director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM and to hold office upto the AGM to be held in 2021”.

7. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 160 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, Mr. Deepak Maheshwari (DIN- 08163253), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013, by the Board of the Bank and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing, proposing his candidature for the office of Independent director, be and is hereby appointed as an Independent Director of the Bank, for a period of three (3) years with effect from the date of this AGM and to hold office upto the AGM to be held in 2021”.

8. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary Resolution:

“RESOLVED to approve the appointment and payment of remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month (₹ 18,00,000/- (Rupees Eighteen Lakh only) per annum) with effect from 01st March 2018 till his retirement from the Board of the Bank on completion of eight years, to Mr. Nilesh Vikamsey (DIN- 00031213), as Chairman of the Bank, subject to Reserve Bank of India approval and pursuant to the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, and as per the provisions of Companies Act, 2013 and rules made there under”.

9. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary resolution:

“RESOLVED THAT variable pay of Mr. Shyam Srinivasan, (DIN 02274773) Managing Director and Chief Executive Officer of the Bank, as approved by Reserve Bank of India for FY 2016-17 and shown in the statement pursuant to section 102(1) of Companies Act 2013 mentioned herewith(explanatory statement), be and is hereby approved”.

10. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary resolution:

“RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013, the Rules made hereunder, (including any amendment, modification, variation or re-enactment thereof) and pursuant to the approval granted by the Reserve Bank of India (RBI) under the relevant provisions of the Banking Regulation Act, 1949 and the Articles of Association of the Bank, approval of the Members of the Bank be and is hereby accorded for reappointment of Mr. Ashutosh Khajuria (DIN 05154975) as the Executive Director of the Bank designated as “Executive Director & Chief Financial Officer” of the Bank for a period of 2 years, with effect from 28th January 2018. The Bank has received a notice in writing, proposing his candidature for the office of director.”

“RESOLVED FURTHER THAT Mr. Ashutosh Khajuria be paid remuneration by way of salary, allowances and perquisites, as the Executive Director designated as “Executive Director & Chief Financial Officer of the Bank” on the terms and conditions, provided in the statement pursuant to section 102(1) of Companies Act 2013 mentioned herewith (explanatory statement) for the aforesaid period and pursuant to the approval accorded by the Reserve Bank of India”.

11. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary resolution:

“RESOLVED THAT variable pay of Mr. Ashutosh Khajuria (DIN 05154975), Executive Director of the Bank, as approved by Reserve Bank of India for FY 2016-17 and shown in the statement pursuant to section 102(1) of Companies Act 2013 mentioned herewith(explanatory statement), be and is hereby approved”.

12. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary resolution:

“RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013, the Rules made hereunder, (including any amendment, modification, variation or re-enactment thereof) and the Articles of Association of the Bank and subject to approval from Reserve Bank of India, approval of the Members of the Bank be and is hereby accorded for reappointment of Mr. Ganesh Sankaran (DIN 07580955) as the Executive Director of the Bank designated as “Executive Director” with a seat on the Board of the Bank for a period of 2 years, with effect from 04th July 2018. The Bank has received a notice in writing, proposing his candidature for the office of director”.

13. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an Ordinary resolution:

“RESOLVED THAT variable pay of Mr. Ganesh Sankaran (DIN 07580955), Executive Director of the Bank, as approved by Reserve Bank of India for FY 2016-17 and shown in the statement pursuant to section 102(1) of Companies Act 2013 mentioned herewith(explanatory statement), be and is hereby approved”.

14. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 42 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Simplified Listing Agreement for Debt Securities, as amended from time to time and other applicable laws, if any, the provisions of the Memorandum and Articles of Association of the Bank and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank for borrowing/ raising funds in Indian currency by way of issue of debt instruments including but not limited to Tier II bonds, Long Term Bonds (Infrastructure & Affordable Housing), Masala Bonds, Green bonds, non-convertible debentures or such other debt securities as may be permitted by RBI from time to time, upto ₹ 8,000 Crore (Rupees Eight Thousand Crore only) in domestic market and/or overseas market, under one or more shelf disclosure document and/or under one or more letter of offers as may be issued by the Bank and in one or more tranches, on a private placement basis during a period of one year from the date of passing of this Resolution, within the overall borrowing limits of the Bank approved by way of special resolution under the provisions of Section 180(1) of the Companies Act 2013, on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc. as may be approved by the Board of Directors of the Bank, from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to execute all such agreements, documents, instruments and writings, to settle, questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem appropriate and to do all such acts, deeds, matters and things as may be required to give effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Board of Directors of the Bank or any one or more of the Directors or Executives of the Bank or any Committee of the Executives of the Bank, for giving effect to this resolution”.

15. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of the resolution limiting the borrowing authority of the Board of Directors of the Bank (“Board”) upto ₹ 7000 Crore over and above the Paid up Capital and Free Reserves of the Bank passed by the Bank at the Annual General Meeting held on 14 July 2017, the Board be and is hereby authorized to borrow moneys from time to time such that the amount of such moneys borrowed and remaining to be repaid shall in the aggregate not exceed ₹ 12000 Crore (Rupees Twelve Thousand Crore only) over and above the Paid up Capital, Free Reserves including Securities Premium of the Bank, notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Bank may exceed the aggregate of the Bank’s Paid up Capital, Free Reserves including Securities Premium, that is to say, reserves not set apart for any specific purposes”.

By order of the Board of Directors

Place : Aluva
Dated : 22nd June 2018

Girish Kumar Ganapathy
Company Secretary

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Bank. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent of the total share capital of the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not later than forty-eight hours before the commencement of the Meeting.**
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The register of Members and share transfer books of the Bank would remain closed from –Saturday, 04th August 2018 to Friday 10th August 2018 (both days inclusive).
8. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2018, if approved at the Meeting, will be payable to those eligible Members who hold shares:
 - (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 03rd August 2018.
 - (b) In physical mode, if their names appear in the Bank's Register of Members after giving effect to all valid transfers in physical form lodged with the Bank and its Registrar and Transfer Agents on or before Friday, 03rd August 2018.
9. In support of the “Green Initiative” announced by the Government of India and as per the Listing Agreement executed with Stock Exchanges, electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Bank /Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode.

The Bank hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or with M/s. Integrated Registry Management Services Private Limited, Chennai, Registrar and Transfer Agent (R&T) of the Bank. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Bank.
10. Shareholders holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents, M/s. Integrated Registry Management Services Private Limited, Chennai or to the Registered Office of the Bank, quoting their Folio number(s).
11. Shareholders holding shares in dematerialised mode are requested to intimate all changes pertaining to their Bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the Bank or its Registrar and Share Transfer Agents. Any such changes effected by the DPs will be automatically reflected in the records of the Bank subsequently.
12. Any grievance connected with e-voting should be addressed either to the Company Secretary, The Federal Bank Limited, Federal Towers, Aluva- 683101 or to the Bank's Registrar and Share Transfer Agent, M/s. Integrated Registry Management Services Private Limited, 2nd Floor ,Kences Towers,1, Ramakrishna Street, North Usman Road, T Nagar, Chennai- 600017 or emailed to secretarial@federalbank.co.in/csdstd@integratedindia.in;
13. All documents referred to in the notice are open for inspection at the Registered Office of the Bank on all working days between 10.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
14. The route map to the venue of the Annual General Meeting also forms part of this Notice.

**EXPLANATORY STATEMENT
(As required under Section 102(1) of the Companies Act, 2013)**

In conformity with Section 102(1) of the Companies Act, 2013 (“the Companies Act”) the following explanatory statement set out the material facts relating to Item Nos 3, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14 and 15 of the Notice.

Item No.3

Although not required, the Explanatory Statement is being given in respect of Item No. 3 of the Notice.

In terms of Section 152(6)(a) of Companies Act 2013, not less than two-thirds of the total number of directors of a public company are liable to retire by rotation. Mr. Ganesh Sankaran retires at this AGM and is offering himself for reappointment.

The Board of Directors of the Bank at its meeting held on 10th March 2016 appointed Mr. Ganesh Sankaran as Executive Director of the Bank, for which RBI approval was obtained vide its letter no. DBR. Appt No.163/08.38.001/2016-17 dated 04th July 2016 and as such Mr. Ganesh Sankaran took charge as Executive Director of the Bank w.e.f 04th July 2016 after getting the RBI approval for a period of two years w.e.f 04th July 2016 as per the terms and conditions of appointment approved by RBI. The Board of the Bank on 16.04.2018 approved the reappointment of Mr. Ganesh Sankaran as Executive Director with a seat on the Board of the Bank for a period of two years with effect from completion of his present term(reappointment to be made effective from 04th July 2018) and as per Article 63A of Articles of Association of the Bank and based on the revised terms and conditions approved by the Board at its meeting held on 19th October 2017, subject to RBI approval.

Existing Remuneration/Terms and Conditions of Mr. Ganesh Sankaran, Executive Director of the Bank, as approved by RBI is shown below:

Remuneration	Existing Terms and Conditions as Executive Director and approved by RBI
1	2
1. Salary	i) Basic Salary ₹ 20,00,000/- per annum ii) Personal Fixed pay ₹ 45,00,000/- per annum
Total	₹ 65,00,000/-per annum
2. House Rent allowance	Leased accommodation @ ₹ 18,50,000/- per annum or own arrangement @ ₹ 14,00,000/- per annum
3. Entertainment Allowance	Bank's Corporate Membership of One club
4. Performance linked incentive	With prior approval of RBI
Perquisites	
1. Free furnished House	Nil
2. Driver's Wages	₹ 2,20,000/- per annum
3. Free Use of Bank's Car for a. Official Purposes b. For private purposes on compensating the Bank with suitable amount	Entitled to use Bank's Car for official purposes and private purposes.
4. Provident Fund	10 % of Basic Salary (₹ 2,00,000) per annum
5. Pension	Not eligible
6. Gratuity	As applicable
7. A. Travelling B. Halting Allowances	Actual expenses incurred, supported by bills
8. Medical Benefits	Reimbursement of medical expenses, including hospitalization in full for self & dependents.
Other Benefits	
9. ESOS	With prior approval of RBI
10. Official Travel	Highest class by whichever mode within the country and business class by Air on foreign travel.
11. Personal Accident Insurance	Coverage ₹ 30,00,000/-
12. Telephone, Mobile and Ipad	Actual of cost and call charges.
13. Leave Fare Concession	Once in a year for Domestic travel by highest class by whichever mode of travel anywhere in India. Once in two years for foreign travel and reimbursement is limited to ₹ 1,25,000/- per person.
14. Leave Encashment	Once in a year, maximum 30 days. Balance privilege leave is encashable on retirement.

During FY 2017-18 Mr. Ganesh Sankaran was paid an aggregate amount of ₹ 102.05 Lakh as remuneration. For break up of remuneration paid, kindly refer to details contained in Annual Report.

Mr. Ganesh Sankaran aged 48 years is an alumnus of VJTI Mumbai and also has a Masters degree in Business Administration from Symbiosis Institute of Business Management.

He brings banking experience of over 22 years across Relationship and Risk functions. He has top quality exposure in building corporate relationships and providing strategic direction for managing credit risk across diverse verticals. He was a senior leader in wholesale banking at HDFC Bank and was responsible for managing the balance sheet and profitability for the corporate bank as well as influencing and driving strategic initiatives. He brings firsthand experience to risk dimensions in several key domains such as SME, commercial transportation, agriculture lending, microfinance and sustainable livelihood, large ticket retail lending, risk intelligence & control etc.

At Federal Bank, he is in charge of creating a robust business architecture that straddles across the Wholesale Bank, Micro & Rural bank and Business Banking as well as bring senior leadership & strategic insight into building a high quality retail bank. Mr. Ganesh Sankaran represents sectors banking, credit, finance and risk management as per section 10 A of the Banking Regulation Act, 1949.

Mr. Ganesh Sankaran, as an Executive Director, during his ongoing term, has been instrumental in driving the performance curve of the Bank, especially on the credit side. As custodian of the Corporate and Institutional Banking, his contributions are good, reflected by the growth in numbers and also by the quality of assets.

Mr. Ganesh Sankaran is a director on following other companies as on 31st March 2018

Fedbank Financial Services Limited - Director

He is on the Committee of the Board of following Companies as on 31st March 2018

Fedbank Financial Services Limited - Chairman of Credit Committee.
Member (Audit Committee and Risk Management Committee)

Presently he is a member of Credit Committee & Investment and Raising Capital Committee, Risk Management Committee and Committee for Human Resource Policy of the Board of the Bank. Mr. Ganesh Sankaran attended ten Board meetings in Financial Year 2017-18. Mr. Ganesh Sankaran did not hold any shares of the Bank as on 31 March 2018.

Mr. Ganesh Sankaran is not related to any other Director and Key Managerial Personnel of the Bank.

Accordingly, your Directors recommend the adoption of the Resolution No. 3 of the Notice for the re-appointment of Mr. Ganesh Sankaran as the Director of the Bank who is liable to retire by rotation.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution No. 3 of the Notice except Mr. Ganesh Sankaran.

Item No.5

In accordance with the provisions of Section 139 and Section 143(8) of the Companies Act, 2013, RBI and other regulatory requirements, the shareholders of the Bank may authorize its Board of Directors to appoint branch auditors in consultation with the Bank's(Central Statutory) auditors.

Accordingly, your Directors recommend the adoption of the Resolution No. 5 of the Notice.

None of the Directors, Key Managerial Personnel or relatives thereof are in any way, concerned or interested in this resolution.

Item No.6

The Board of Directors had appointed Mr. Abhaya Prasad Hota as an Additional Independent Director at its Board meeting held on 15th January 2018 under Section 161 of the Companies Act, 2013. In terms of the said Section, Mr Abhaya Prasad Hota vacates office at this meeting.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. The relevant sections and rules under Banking Regulation Act, 1949 and prescribed by RBI from time to time are applicable to all Directors of the Bank. In view of the above provisions, and as per the terms and conditions of appointment of Mr. Abhaya Prasad Hota, the proposal for the appointment of Mr. Abhaya Prasad Hota as an Independent Director, for a period of three years has been put up for the approval of shareholders. Mr. Abhaya Prasad Hota's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. The terms and conditions applicable to Independent Director(s) of the Bank and hosted in the website of the Bank is applicable to Mr. Abhaya Prasad Hota also.

Mr. Abhaya Prasad Hota, aged 61 years is a post graduate in English Literature and a Certified Associate in Indian Institute of Bankers. He has banking experience of over 27 years across Technology and Payment Systems. He has been serving in Reserve Bank of India for over 27 years mostly in Technology and Payment Systems. He has been the MD & CEO of the National Payments Corporation of India over a period of 8 years (from 2009-2017). He also has experience of working in the Boards of Vijaya Bank and Andhra Bank in the past, as RBI Nominee Director.

Mr. Abhaya Prasad Hota is a director on following other companies as on 31st March 2018

IDBI Intech Limited - Director

Motilal Oswal Asset Management Company - Director

He is on the Committee of the Board of following Companies as on 31st March 2018

IDBI Intech Limited - Member
(Audit Committee and Nomination and Remuneration Committee)

Motilal Oswal Asset Management Company - Member (Audit Committee)

Presently he is the Chairman of Information Technology and Operations Committee and member of Audit Committee, Customer Service & Marketing Strategy and Digital Banking Committee and CSR Committee of the Board of the Bank. Mr. Abhaya Prasad Hota attended two Board meetings in Financial Year 2017-18, after his appointment. Mr. Abhaya Prasad Hota did not hold any shares of the Bank as on 31 March, 2018 either by himself or on a beneficial basis. Mr. Abhaya Prasad Hota is not related to any other Director or KMP of the Bank.

A notice has been received from a member, proposing Mr. Abhaya Prasad Hota as a candidate for the office of the Independent Director of the Bank. Mr. Abhaya Prasad Hota has consented to act as Independent Director, if appointed as Director of the Bank. Mr. Abhaya Prasad Hota is representing the sector of Banking, Information Technology, Payment and Settlement Systems as per the requirement of Banking Regulation Act, 1949 and hence found suitable for appointment.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 6 of the Notice except Mr. Abhaya Prasad Hota.

The Board of Directors have reviewed the declaration made by Mr. Abhaya Prasad Hota and that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

Accordingly, your Directors recommend the Resolution No.6, for the approval of the shareholders appointing Mr. Abhaya Prasad Hota as an Independent Director of the Bank, for a period of three years with effect from the date of this AGM and to hold office upto the AGM to be held in 2021.

Item No.7

The Board of Directors had appointed Mr. Deepak Maheshwari as an Additional Independent Director at its Board meeting held on 22nd June 2018 under Section 161 of the Companies Act, 2013. In terms of the said Section, Mr Deepak Maheshwari vacates office at this meeting.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. The relevant sections and rules under Banking Regulation Act, 1949 and prescribed by RBI from time to time are applicable to all Directors of the Bank. In view of the above provisions, and as per the terms and conditions of appointment of Mr. Deepak Maheshwari, the proposal for the appointment of Mr. Deepak Maheshwari as an Independent Director, for a period of three years has been put up for the approval of shareholders. Mr. Deepak Maheshwari's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. The terms and conditions applicable to Independent Director(s) of the Bank and hosted in the website of the Bank is applicable to Mr. Deepak Maheshwari also.

Mr. Deepak Maheshwari, aged 63 years is a graduate in Commerce and a Certified Associate in Indian Institute of Bankers. He has served in State Bank of India and in HDFC Bank and has banking experience of over 40 years in various capacities. He was responsible for the asset quality of wholesale loans portfolio in HDFC Bank.

Mr. Deepak Maheshwari does not hold directorship in any other Companies as on the date of this notice.

Mr. Deepak Maheshwari attended one Board meeting after his appointment in the Board as on the date of this notice. Mr. Deepak Maheshwari did not hold any shares of the Bank on the date of this notice either by himself or on a beneficial basis. Mr. Deepak Maheshwari is not related to any other Director or KMP of the Bank.

A notice has been received from a member, proposing Mr. Deepak Maheshwari as a candidate for the office of the Independent Director of the Bank. Mr. Deepak Maheshwari has consented to act as Independent Director, if appointed as Director of the Bank. Mr. Deepak Maheshwari is representing the sector of Banking, Credit & Recovery as per the requirement of Banking Regulation Act, 1949 and hence found suitable for appointment.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 7 of the Notice except Mr. Deepak Maheshwari.

The Board of Directors have reviewed the declaration made by Mr. Deepak Maheshwari and that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013, and the Board is of

opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

Accordingly, your Directors recommend the Resolution No.7, for the approval of the shareholders appointing Deepak Maheshwari as an Independent Director of the Bank, for a period of three years with effect from the date of this AGM and to hold office upto the AGM to be held in 2021.

Item No.8

CA. Nilesh Shivji Vikamsey was appointed as an Additional Independent Director on the Board of the Bank on 24.06.2011 and was elected as a Director at the 80th Annual General Meeting held on 03.09.2011. He was elected as an Independent Director on the Board of the Bank at the Annual General Meeting held on 17.07.2014. The Board had in its meeting dated 22nd February 2018, appointed Mr. Nilesh Vikamsey as Part Time Chairman of the Bank, subject to the approval from Reserve Bank of India, in place of Mr K M Chandrasekhar, with effect from 1st March 2018 till his retirement from the Board of the Bank on completion of eight years. The approval from RBI is awaited for the same.

The Board of Directors fixed the remuneration payable to CA. Nilesh Shivji Vikamsey as ₹1,50,000/- per month (₹.18,00,000/- (Rupees Eighteen Lakh only) per annum) in addition to payment of sitting fee for attending Board/Committees meetings, for which Reserve Bank of India approval is awaited. Before taking charge as Chairman of the Board of the Bank, CA. Nilesh Shivji Vikamsey was paid only sitting fee for attending Board/Committee meetings and reimbursement of expenses for participation in Board/Committee meetings. CA. Nilesh Shivji Vikamsey is not related to any other Director and Key Managerial Personnel of the Bank.

CA. Nilesh Shivji Vikamsey, aged 53 years is a Chartered Accountant by profession, and holds a Diploma in Information System Audit and was also associated with Business Consultancy Studies Course of Bombay Chartered Accountants Society jointly with Jamnalal Bajaj Institute of Management Studies. He is the senior partner of Khimji Kunverji & Co, Chartered Accountants, a firm which has over 80 years of experience in the areas of Auditing, Taxation, Corporate & Personal Advisory Services, Business & Management Consulting Services, due diligence, valuations, inspections, and investigations. He is a member of the Central Council and Immediate Past President (2017-18) of the Institute of Chartered Accountants of India (ICAI).

Mr. Nilesh Vikamsey is on the Board of following other Companies as on 31st March 2018

1	HLB Offices and Service Private Limited	-	Director
2	IIFL Holdings Limited	-	Director
3	Trunil Properties Private limited	-	Director
4	Barkat Properties Private Limited	-	Director
5	Thomas Cook (India) Limited	-	Director
6	SOTC Travel Limited	-	Director
7	SBI Life Insurance Company Limited	-	Director
8	IIFL Wealth Management Limited	-	Director
9	Navneet Education Limited	-	Director
10	PNB Housing Finance Limited	-	Director
11	NSEIT Limited	-	Director
12	India Infoline Finance Limited	-	Director

He is on the Committee of the Board of following other Companies as on 31st March 2018

IIFL Holdings Limited	-	Member (Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and CSR Committee)
SBI Life Insurance Company Limited	-	Member (Audit Committee, Investment Committee, Risk Management Committee, Policy Holder Protection Committee and Nomination and Remuneration Committee)
IIFL Wealth Management Limited	-	Member (Audit Committee, Nomination and Remuneration Committee, CSR Committee)
Navneet Education Limited	-	Member (Audit Committee)
Thomas Cook (India) Limited	-	Chairman (Audit Committee)
SOTC Travel Limited	-	Chairman (Audit Committee) Member (Nomination and Remuneration Committee)
PNB Housing Finance Limited	-	Member (Audit Committee, Nomination and Remuneration Committee)
NSEIT Limited	-	Member (Audit Committee)
India Infoline Finance Limited	-	Member (Audit Committee, Risk Management Committee and Group Credit Committee)

Presently he is the member of Nomination, Remuneration, Ethics and Compensation Committee, Audit Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds (SCBF) and Committee for Human Resource Policy of the Board of the Bank. He does not hold any shares of the Bank as on 31st March 2018. CA. Nilesh Shivji Vikamsey attended eight Board meetings in Financial Year 2017-18, out of total ten Board meetings held during the year. During FY 2017-18, CA. Nilesh Shivji Vikamsey was paid an amount of ₹ 12,40,000 as sitting fees.

Accordingly, your Directors recommend the Resolution No.8 for appointment and payment of remuneration of ₹ 1,50,000/- per month (₹18,00,000/- (Rupees Eighteen Lakh only) per annum) to CA. Nilesh Shivji Vikamsey, Chairman of the Board of the Bank subject to Reserve Bank of India approval, in addition to payment of sitting fee for attending Board/Committees meetings and reimbursement of expenses for participation in Board/Committee meetings.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 8 of the Notice except CA. Nilesh S Vikamsey.

Item No.9

Mr. Shyam Srinivasan was reappointed as the Managing Director and Chief Executive Officer, by the Board of the Bank for a period of three years, with effect from September 23, 2016 to September 22, 2019, on the completion of his second term, for which approval from Reserve Bank of India was obtained vide letter No.DBR Appt No.1374/08.38.001/2016-17 dated July 28,2016, on the existing terms and conditions.

Mr. Shyam Srinivasan took charge as the Managing Director & CEO of Federal Bank on 23rd September 2010 with RBI approval. He joined Federal Bank, equipped with the experience of over 28 years with leading multinational banks in India, Middle East and South East Asia, where he gained significant expertise in retail lending, wealth management and SME banking.

Mr. Shyam Srinivasan aged 56 years is an alumnus of the Indian Institute of Management, Kolkata and Regional Engineering College, Tiruchirapally. He has completed a Leadership Development Program from the London Business School and has served on the Global Executive Forum (the top 100 executives) of Standard Chartered Bank from 2004 to 2010. Mr Shyam Srinivasan is also presently Deputy Chairman of Managing Committee of Indian Banks Association.

At Federal Bank, he has been instrumental in implementing various path-breaking initiatives which include : Increasing the presence and visibility of the Bank to a national level, creating an inherent capability within the Bank to reinvent and re-implement processes - especially the customer-critical ones, initiating the Total Quality Management Journey of the Bank, focusing on under-writing quality at every stage right from credit selection, incubating the human resource potential of the Bank and so on. Under his leadership the Bank has created a culture of Ethics and Excellence in the Bank.

There was growth both in the size of the business of the Bank and also on the profitability of the Bank, since he had taken charge as MD & CEO of the Bank.

During FY 2017-18 Mr. Shyam Srinivasan was paid an aggregate amount of ₹ 159.40 Lakh as remuneration. For break up of remuneration paid, kindly refer to details contained in Annual Report for the year under consideration.

Mr. Shyam Srinivasan is a director in following other companies as on 31st March 2018

1. Fedbank Financial Services Limited - Director
2. IDBI Federal Life Insurance Company Limited - Director
3. Indian Institute of Banking and Finance (Guarantee Company) - Governing Council Member

He is on the Committee of the Board of following Companies as on 31st March 2018

1. IDBI Federal Life Insurance Company Limited - Chairman(Policy Holder Protection Committee)
- Member (Nomination & Remuneration Committee)
2. Fedbank Financial Services Limited - Member (Nomination & Remuneration Committee and CSR Committee)

Mr. Shyam Srinivasan holds 4881000 shares of the Bank as on 31 March 2018, in his personal capacity only. Presently he is the Chairman of Special Committee of the Board for monitoring & follow up of cases of Fraud (SCBF), Review Committee of the Board on Non Cooperative Borrowers and Review Committee of the Board for Wilful Defaulters and member of Risk Management Committee, Customer Service, Marketing Strategy and Digital Banking Committee, Credit Committee & Investment and Raising Capital Committee, Information Technology & Operations Committee, Investor Grievance, Share Transfer & Stakeholder Relationship Committee, Committee for Human Resource Policy, Corporate Social Responsibility Committee of the Bank. Mr. Shyam Srinivasan attended ten Board meetings in Financial Year 2017-18, out of total ten Board meetings held during the year. Mr. Shyam Srinivasan is not related to any other Director and Key Managerial Personnel of the Bank.

The Board of Directors of the Bank had in its meeting dated 07th June 2017, approved a variable pay of ₹ 25.00 Lakh for the financial year ended 31 March 2017 to Mr. Shyam Srinivasan, MD & CEO of the Bank, for which approval from Reserve Bank of India was obtained vide its letter DBR.Appt.No.3110/08.38.001/2017-18 dated September 28,2017.

Accordingly, your Directors recommend the passing of Resolution No 9, in terms of Reserve Bank of India's approval for the payment of performance linked incentive to Mr. Shyam Srinivasan, Managing Director & CEO of the Bank for FY 2016-17. No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 9 of the Notice except Mr. Shyam Srinivasan.

Item No. 10

Mr. Ashutosh Khajuria was initially appointed as Executive Director & CFO of the Bank w.e.f 28th January 2016 with RBI approval and as per the terms and conditions of appointment approved by RBI. The Board of Directors of the Bank at its meeting held on 16th October 2017 approved the proposal for reappointment of Mr. Ashutosh Khajuria as Executive Director of the Bank for a period of two years w.e.f 28th January 2018, based on revised terms and conditions/ compensation for which RBI approval was obtained vide its letter no. DBR. Appt No.6837/08.38.001/2017-18 dated 25th January 2018 and the revised remuneration to be made effective from 01st February 2018.

Mr. Ashutosh Khajuria took charge as the Executive Director of Federal Bank with effect from 28th January 2016 with RBI approval. Prior to that he was acting as Head of Network II & President - Treasury of the Bank and after being relieved of this responsibility, was assigned with the responsibility of Chief Financial Officer of the Bank w.e.f 16th September 2015.

Mr. Ashutosh Khajuria aged 57 years is a Graduate in Science and Law and also a Post Graduate in Economics. He has over thirty years of banking experience, having worked in SBI, IDBI Bank Ltd., and had handled forex business, international banking, corporate credit etc. there at. He is an expert in treasury operations and has featured regularly in various television channel discussions and is also a regular invitee as panelist on various topics in Industry level conferences.

Remuneration/Terms and Conditions of Mr. Ashutosh Khajuria, Executive Officer & CFO of the Bank, as approved by RBI made effective from 01st February 2018 is shown below:

Remuneration	Terms and Conditions as Executive Director and CFO and approved by RBI
	3
1. Salary	i) Basic Salary ₹ 22,00,000/- per annum ii) Personal Fixed pay ₹ 46,00,000/- per annum
Total	₹ 68,00,000/-per annum
2. House Rent allowance	Leased accommodation @ ₹ 22,50,000/- per annum or own arrangement @ ₹ 18,00,000/- per annum
3. Entertainment Allowance	Bank's Corporate Membership of One club
4. Performance linked incentive	With prior approval of RBI
Perquisites	
1. Free furnished House	Nil
2. Driver's Wages	₹ 2,50,000/- per annum
3. Free Use of Bank's Car for a. Official Purposes b. For private purposes on compensating the Bank with suitable amount	Entitled to use Bank's Car for official purposes and private purposes.
4. Provident Fund	10 % of Basic Salary
5. Pension	Not eligible
6. Gratuity	As per rule/act
7. A. Travelling B. Halting Allowances	NIL
8. Medical Benefits	Reimbursement of medical expenses, including hospitalization in full for self & dependents.
Other Benefits	
9. ESOS	With prior approval of RBI
10. A. Official Travel B. Boarding and Lodging Expenses	Highest class in train and business class by Air for both domestic and foreign travel. Actual expenses incurred, supported by bills.
11. Personal Accident Insurance	Coverage ₹ 30,00,000/-
12. Telephone, Mobile and Ipad	Actual of cost and call charges.
13. Leave Fare Concession	An amount of ₹ 4,00,000/- will be paid yearly in lieu LFC, without considering whether the same is availed or not.
14. Casual Leave	12 days
13. Privilege Leave	30 days for every 11 months. Can be accumulated upto 90 days.
14. Leave Encashment	Once in a year, maximum 30 days. Balance privilege leave is encashable on retirement.

During FY 2017-18 Mr. Ashutosh Khajuria was paid an aggregate amount of ₹ 99.07 Lakh as remuneration. For break up of remuneration paid, kindly refer to details contained in Annual Report.

Mr. Ashutosh Khajuria is a director on following other companies as on 31st March 2018

IDBI Federal Life Insurance Company Limited - Director

He is on the Committee of the Board of following Companies as on 31st March 2018

IDBI Federal Life Insurance Company Limited - Chairman of Investment Committee.
Member (Business Development Committee, and Risk Management Committee)

Presently he is a member of Special Committee of the Board for monitoring & follow up of cases of Fraud (SCBF), Customer Service & Marketing Strategy and Digital Banking Committee, Investor Grievance, Share Transfer & Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Board of the Bank. Mr. Ashutosh Khajuria attended ten Board meetings in Financial Year 2017-18. Mr. Ashutosh Khajuria holds 242000 shares of the Bank as on 31 March 2018 in his personal capacity only.

Mr. Ashutosh Khajuria is not related to any other Director and Key Managerial Personnel of the Bank. A notice has been received from a member, proposing Mr. Ashutosh Khajuria as a candidate for the office of the Director of the Bank.

Accordingly, your Directors recommend the adoption of the Resolution No. 10 of the Notice for the reappointment of Mr. Ashutosh Khajuria as Executive Director of the Bank for a period of two years with effect from 28th January 2018 based on the revised terms and conditions of appointment.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution No. 10 of the Notice except Mr. Ashutosh Khajuria.

Item No.11

The Board of Directors of the Bank had in its meeting dated 07th June 2017, approved a variable pay of ₹ 15.00 Lakh for the financial year ended 31 March 2017 to Mr. Ashutosh Khajuria, Executive Director of the Bank, for which approval from Reserve Bank of India was obtained vide its letter DBR.Appt.No.3110/08.38.001/2017-18 dated September 28, 2017.

During FY 2017-18 Mr. Ashutosh Khajuria was paid an aggregate amount of ₹ 99.07 Lakh as remuneration. For break up of remuneration paid to Mr. Ashutosh Khajuria, kindly refer to details contained in Annual Report for the year under consideration. Mr. Ashutosh Khajuria is not related to any other Director and Key Managerial Personnel of the Bank.

The detailed profile of Mr. Ashutosh Khajuria is given along with item No: 10 of the Notice.

Accordingly, your Directors recommend the passing of Resolution No 11 of the Notice, for confirmation of the payment of performance linked incentive to Mr. Ashutosh Khajuria, Executive Director of the Bank for FY 2016-17 in terms of Reserve Bank of India's approval.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 11 of the Notice except Mr. Ashutosh Khajuria.

Item No.12

The Board of Directors of the Bank at its meeting held on 10th March 2016 appointed Mr. Ganesh Sankaran as Executive Director of the Bank, for which RBI approval was obtained vide its letter no. DBR. Appt No.163/08.38.001/2016-17 dated 04th July 2016 and as such Mr. Ganesh Sankaran took charge as Executive Director of the Bank w.e.f 04th July 2016 after getting the RBI approval for a period of two years w.e.f 04th July 2016 as per the terms and conditions of appointment approved by RBI. The Board of the Bank on 16.04.2018 approved the reappointment of Mr. Ganesh Sankaran as Executive Director with a seat on the Board of the Bank for a period of two years with effect from completion of his present term(reappointment to be made effective from 04th July 2018) and as per Article 63A of Articles of Association of the Bank and based on the revised terms and conditions approved by the Board at its meeting held on 19th October 2017, subject to RBI approval.

A brief profile and present terms and conditions of Mr. Ganesh Sankaran is detailed in item No. 03 above.

During FY 2017-18 Mr. Ganesh Sankaran was paid an aggregate amount of ₹ 102.05 Lakh as remuneration. For break up of remuneration paid, kindly refer to details contained in Annual Report for the year under consideration.

Mr. Ganesh Sankaran is not related to any other Director and Key Managerial Personnel of the Bank. A notice has been received from a member proposing Mr. Ganesh Sankaran as a candidate for the office of the Director of the Bank.

Accordingly, your Directors recommend the adoption of the Resolution No. 12 of the Notice for the reappointment of Mr. Ganesh Sankaran as Executive Director of the Bank for a period of two years with effect from 04th July 2018.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution No. 12 of the Notice except Mr. Ganesh Sankaran.

Item No.13

The Board of Directors of the Bank had in its meeting dated 07th June 2017, approved a variable pay of ₹ 15.00 Lakh for the financial year ended 31 March 2017 to Mr. Ganesh Sankaran, Executive Director of the Bank, for which approval from Reserve Bank of India was obtained vide its letter DBR.Appt.No.3110/08.38.001/2017-18 dated September 28, 2017.

A brief profile and present terms and conditions of Mr. Ganesh Sankaran is detailed in item No. 03 above. During FY 2017-18 Mr. Ganesh Sankaran was paid an aggregate amount of ₹ 102.05 Lakh as remuneration. For break up of remuneration paid, kindly refer to details contained in Annual Report for the year under consideration.

Accordingly, your Directors recommend the passing of Resolution No 13 of the Notice, for approval for the payment of performance linked incentive to Mr. Ganesh Sankaran, Executive Director of the Bank for FY 2016-17 in terms of Reserve Bank of India's approval.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 13 of the Notice except Mr. Ganesh Sankaran.

Item No.14

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a special resolution, for each of the offers or invitations/subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Accordingly, the Bank had obtained the approval of Members at the last AGM held on July 14 2017, for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto ₹ 4,000 crore (Rupees Four Thousand Crore Only), in one or more tranches. There was no requirement for the Bank to raise any amount by way of issue of Bonds till March 31, 2018. The current approval of Members is valid upto July 13, 2018.

In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the fresh approval of Members in place. Accordingly, the Board of Directors, after assessing its fund requirements, has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds by issue of debt securities including but not limited to Tier II bonds, Long Term Bonds (Infrastructure & Affordable Housing), Masala Bonds, Green bonds, non-convertible debentures etc., pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto ₹ 8000 Crore (Rupees Eight Thousand Crore only), in one or more tranches and under one or more shelf disclosure documents and/or one or more letters of offer, in domestic market and/or overseas market, as per the structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. This would form part of the overall borrowing limits as may be approved by the Members under Section 180(1) of the Companies Act,2013.

The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution. The pricing of the NCDs / Tier II bonds/ Long Term Bonds (Infrastructure & Affordable Housing)/ Masala Bonds/ Green bonds etc. would be in accordance with the applicable statutory guidelines, for cash, either at par or premium or at a discount to face value depending upon the prevailing market conditions.

Accordingly, the approval of Members is being sought by way of special resolution as set out at Item No. 14 of this Notice for borrowing/raising funds in Indian currency by issue of debt securities on private placement basis.

None of the directors/key managerial personnel of the Bank or their relatives are concerned or interested in the resolution.

Item No.15

In terms of Section 180 (1)(c) of the Companies Act,2013 the Board shall not except with the consent of the shareholders in General Meeting, borrow moneys in excess of the Bank's Paid Up capital and Free Reserves and Securities Premium . At the AGM held on July 14, 2017, the shareholders authorised the Board to borrow moneys up to ₹ 7000 Crore over and above the Paid up Capital and Free Reserves of the Bank, on behalf of the Bank, with or without securities.

In view of the fact that the total business of the Bank has crossed ₹ 2.03 Lakh Crore as on 31.03.2018 from about ₹ 1.71 Lakh Crore as on 31.03.2017, which is an increase of 18.71% and also considering the projected growth in business and fund requirements in the coming years and in order to avail the benefit of borrowings made outside India, the Board's borrowing authority needs to be enhanced. In anticipation of the near term requirements, a fresh limit of ₹ 12000 Crore over and above the Paid up Capital and Free Reserves including Securities Premium of the Bank is suggested for shareholders approval.

Accordingly, your Directors recommend the adoption of the Resolutions No. 15 of the Notice which relates to the enhancement of borrowing powers.

None of the Directors, Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution.

Place : Aluva
Dated : 22nd June 2018

By order of the Board of Directors
Girish Kumar Ganapathy
Company Secretary

FOR THE ATTENTION OF SHAREHOLDERS

Proxy Form and Attendance Slip

A blank proxy form with an attendance slip is sent along with the Notice. Shareholders are requested to detach the attendance slip and produce it for verification at the venue of the meeting.

Queries at the AGM

Shareholders wishing to make queries at the AGM on the published accounts, Directors' Report or any aspect of the working of the Bank may write to:

The Company Secretary
The Federal Bank Limited
Federal Towers, P.B. No.103, Aluva – 683 101

so as to reach him latest by 22nd July 2018 specifying the point/s requiring clarification.

Correspondence

All correspondence relating to shares and dividend should be addressed to the Bank's Registrars and Share Transfer Agents, viz:

Integrated Registry Management Services Private Limited., 2nd Floor, Kences Towers,
1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017.
Phone No: (044) 28140801, 28140802 Fax: 28142479, email : csdstd@integratedindia.in

Unclaimed Dividends

Members wishing to claim unclaimed dividends are requested to correspond with the Company Secretary of the Bank, at the Bank's registered office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund. The Bank has uploaded the details of unpaid and unclaimed amounts lying with the Bank on the website of the Bank (www.federalbank.co.in). Shareholders who have not encashed their dividend warrants for any of the years 2010-11 to 2016-17 are requested to get the warrants revalidated by the Bank, since the outstanding dividend will be transferred to Government of India. **Change of Address and information on Bank mandate**

Where shares are held in the physical mode, change in the shareholder's address (along with proof of address) may be notified to the Registrars and Share Transfer Agents, at the address noted above, by a separate communication showing share folio number. Holders of share in the demat mode may send such requests to their depositories concerned including changes, if any, in the mandate for issue of dividend.

Voting through electronic means.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Listing Obligation and Disclosure Requirements Regulation 2015, the Bank is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 07th August 2018 (9:00 am) and ends on 09th August 2018 (5:00 pm). During this period members of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03rd August 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "FBL.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Federal Bank".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sivarkn@svjs.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 03rd August 2018.
- X Any person, who acquires shares of the Bank and become member of the Bank after dispatch of the notice and holding shares as of the cut-off date i.e. 03rd August 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to csdstd@integratedindia.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. The contact details of the official responsible to address the grievances connected with voting by electronic means is Mr. Girish Kumar G. Company Secretary, The Federal Bank Limited, Aluva, Phone- 0484 2622263, email: secretarial@federalbank.co.in
- XIV. Mr. P. Sivakumar, Managing Partner, SVJS & Associates, Cochin, Company Secretary in Practice, has been appointed as the Scrutinizer for providing facility to the members of the Bank to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Bank and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.federalbank.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange Limited, Mumbai.

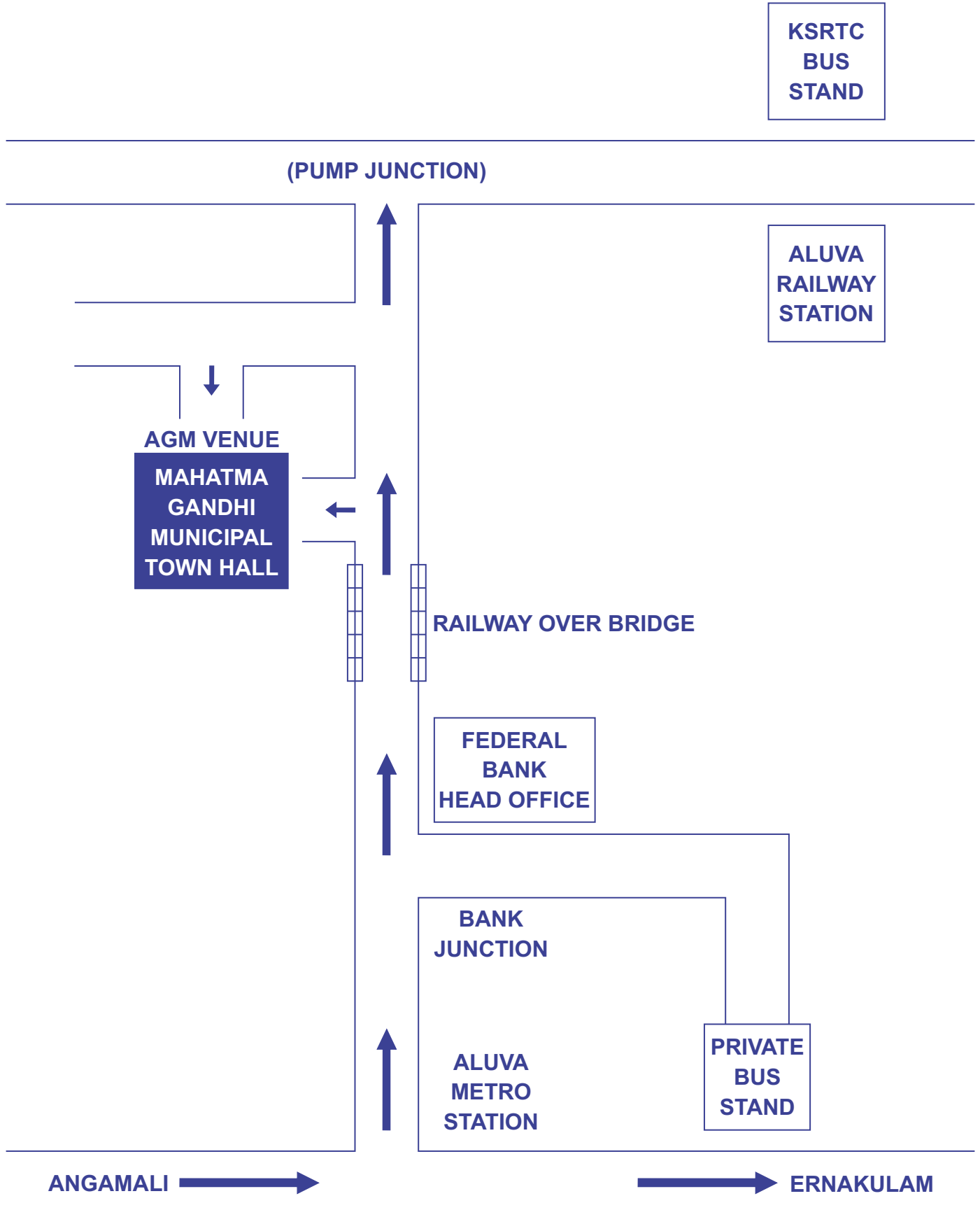
By order of the Board of Directors

**Girish Kumar Ganapathy
Company Secretary**

**Place : Aluva
Dated : 22nd June 2018**

ROUTE MAP

Venue of the 87th Annual General Meeting of the Federal Bank Ltd
to be held on Friday August 10, 2018 at Mahatma Gandhi Municipal Town Hall, Aluva.



ATTENDANCE SLIP**87TH ANNUAL GENERAL MEETING - AUGUST 10, 2018**

I certify that I am a member / proxy for the member of the company.

I hereby record my presence at the 87th Annual General Meeting of the Bank, at Mahatma Gandhi Municipal Town Hall, Aluva - 683 101 on Friday, August 10, 2018 at 10.00 A.M.

Name of the Member / Proxy (In Block Letters)

Signature of the Member / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

PROXY FORM (Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ DP ID No. & Client Id No.:

I/We, being the member (s) of shares of the above named Bank, hereby appoint

1. Name:..... 2. Name:..... 3. Name:.....

Address:..... Address:..... Address:.....

E-mail Id:..... E-mail Id:..... E-mail Id:.....

Signature:....., or failing him/her Signature:....., or failing him/her Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 87th Annual General Meeting of the Bank, to be held on Friday, August 10, 2018 at 10.00 A.M. at Mahatma Gandhi Municipal Town Hall, Aluva - 683 101 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	Optional*	
		For	Against
Ordinary Business			
1.	a) Adoption of audited financial statement for the year ended March 31, 2018 b) Adoption of audited consolidated financial statement of the Bank including audited consolidated Balance Sheet and Profit and Loss for the year ended March 31, 2018		
2.	Declaration of Dividend		
3.	Re-appointment of Retiring Director, Mr. Ganesh Sankaran (DIN 07580955)		
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, Mumbai, Chartered Accountants 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 for the purpose.		
6.	Appointment of Mr. A P Hota (DIN- 02593219), as an Independent Director of the Bank.		
7.	Appointment of Mr. Deepak Maheshwari (DIN- 08163253), as an Independent Director of the Bank.		
8.	Approval for appointment and payment of remuneration of ₹ 1,50,000/- per month (₹ 18,00,000/- (Rupees Eighteen Lakh only) per annum) to Mr. Nilesh Vikamsey (DIN-00031213), Chairman of the Bank, subject to Reserve Bank of India approval.		
9.	Taking on record the approval accorded by RBI for payment of variable pay of FY 2016-17 to Mr. Shyam Srinivasan(DIN- 02274773), MD & CEO of the Bank.		
10.	Approval for re-appointment of Mr. Ashutosh Khajuria (DIN 05154975) as Executive Director of the Bank as approved by RBI and taking on record the approval accorded by RBI for payment of remuneration to Mr. Ashutosh Khajuria.		
11.	Taking on record the approval accorded by RBI for payment of variable pay of FY 2016-17 to Mr. Ashutosh Khajuria (DIN 05154975), Executive Director & CFO of the Bank.		
12.	Approval for re-appointment of Mr. Ganesh Sankaran (DIN 07580955) as Executive Director of the Bank for a period of two years from 04th July 2018.		
13.	Taking on record the approval accorded by RBI for payment of variable pay of FY 2016-17 to Mr. Ganesh Sankaran (DIN 07580955), Executive Director of the Bank.		
Special Business (Special Resolution)			
14.	Approval for Raising of Funds through Issuance of Bonds for FY 2018-19.		
15.	Approval for increase of the Borrowing power of the Bank by ₹ 12000 Crore over and above the Paid up Capital, free reserves including Securities Premium of the Bank pursuant to section 180 (1) (c) of the Companies Act, 2013.		

Signed this day of 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix Re 1/-
Revenue
Stamp
Here

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

* it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.