



THE FEDERAL BANK LIMITED

CIN:L65191KL1931PLC000368

Regd. Office: Federal Towers, P B NO 103, Aluva, Ernakulam - 683 101, India.

Tel: + 91(484) 2622263 Fax: +91(484) 2623119.

Email: secretarial@federalbank.co.in, Website: www.federalbank.co.in

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 |
|---------------------------------------|---------|----------|
| | | |



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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.

Affix Re 1/-
Revenue
Stamp
Here

Signature of shareholder

Signature of Proxy holder(s)

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.