



THE FEDERAL BANK LIMITED

CIN:L65191KL1931PLC000368

Federal Towers, P O Box No.103, Aluva, Kerala - 683 101, India.

Phone: 0484 - 2622263 Fax: 0484 - 2623119. E-mail:secretarial@federalbank.co.in, Website: www.federalbank.co.in

NOTICE TO SHAREHOLDERS

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

Date : 25.07.2019

Day : Thursday

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, 2019 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, 2019 and the Report of the Auditors thereon;
2. To declare a dividend.
3. To appoint a Director in place of Mr. Ashutosh Khajuria (DIN-05154975), who retires by rotation, and being eligible, offers himself for re-appointment.
4. **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**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

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/W-100022) together with M/s M M Nissim & Co, Chartered Accountants, Mumbai, (ICAI FRN-107122 W) who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act 2013 and applicable rules 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, at an annual remuneration / fees of ₹ 90,00,000/- (Rupees Ninety Lacs only) plus outlays and taxes at the applicable rates, for the purpose of audit including certifications, reporting on internal financial controls, of the Bank's accounts at its head office, branches and other offices, with the power to the Board including relevant Committee(s) thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the statutory auditors.

SPECIAL BUSINESS

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

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 2019-20 and to appoint and fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose.

6. Appointment of Mr. K Balakrishnan (DIN- 00034031), as an Independent Director of the Bank.

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, (the '**Act**') 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, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Bank, Mr. K Balakrishnan (DIN-00034031), who was appointed as an Additional Director (Independent) pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions of the Act, by the Board of the Bank basis the recommendation of nomination, remuneration, ethics and compensation committee 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 under Section 160 of the Act, proposing his candidature for the office of Independent director, be and is hereby appointed as an Independent Director of the Bank representing the sector Accountancy, Investment Banking and Finance, for a period of three (3) years with effect from the date of his appointment by the Board, not liable to retire by rotation.

7. Appointment of Mr. Siddhartha Sengupta (DIN-08467648), as an Independent Director of the Bank

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, (the '**Act**') 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, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Bank, Mr. Siddhartha Sengupta (DIN-08467648), who was appointed as an Additional Director (Independent) pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions by the Board of the Bank basis the recommendation of nomination, remuneration, ethics and compensation committee 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 under Section 160 of the Act, proposing his candidature for the office of Independent director, be and is hereby appointed as an Independent Director of the Bank, representing the sector SSI, Banking and Risk Management for a period of five (5) years with effect from the date of his appointment by the Board, not liable to retire by rotation.

8. Appointment of Mr. Manoj Fadnis (DIN- 01087055), as an Independent Director of the Bank

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, (the '**Act**') 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, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Bank, Mr. Manoj Fadnis (DIN- 01087055), who was appointed as an Additional Director (Independent) pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions by the Board of the Bank basis the recommendation of nomination, remuneration, ethics and compensation committee 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 under Section 160 of the Act, proposing his candidature for the office of Independent director, be and is hereby appointed as an Independent Director of the Bank, representing the sector Finance, Accountancy and Management for a period of five (5) years with effect from the date of his appointment by the Board, not liable to retire by rotation.

9. To take on record RBI approval for appointment of Mr. Dilip Sadarangani (DIN: 06610897) as a Non-executive (Independent) Part-Time Chairman of the Bank and to approve his remuneration.

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 applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made thereunder, Section 10B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Bank, and the approval granted by the Reserve Bank of India ('RBI'), consent of the Members of the Bank be and is hereby accorded to take on record the approval received from RBI including the terms of appointment of Mr. Dilip Sadarangani (DIN: 06610897) as Non-Executive (Independent) Part-Time Chairman of the Bank w.e.f. January 25, 2019 till his retirement, and to approve the payment of remuneration to him of ₹1,50,000 per month (Rupees One Lakh Fifty Thousand only) per month (₹18,00,000/- (Rupees Eighteen Lakh only) per annum).

10. To re-appoint Mr. C. Balagopal (DIN: 00430938) as an Independent Director for the second term

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the 'Act') 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 amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination, Remuneration, ethics and compensation committee and the Board of Directors of the Bank, Mr. C. Balagopal (DIN: 00430938), who was appointed as an Independent Director and who holds office of Independent Director up to August 10, 2019, and being eligible, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Bank for a period of five (5) years with effect from the date of expiry of his first term or till the date of his retirement whichever is earlier.

11. Approval for Raising of Funds through Issuance of Bonds for FY 2019-20.

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 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, up to ₹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.

By order of the Board of Directors

Place : Aluva
Dated : 13.06.2019

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 – Friday, 19th July, 2019 to Thursday, 25th July, 2019 (both days inclusive).
8. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2019, 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 Thursday, 18th July, 2019.
 - (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 Thursday, 18th July, 2019.
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 Act") the following explanatory statement set out the material facts relating to Item Nos 3,4,5,6,7,8,9,10 and 11 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. Ashutosh Khajuria retires at this AGM and is offering himself for reappointment.

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 2018 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 58 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	Existing Terms and Conditions as Executive Director & CFO as 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	A. Highest class in train and business class by Air for both domestic and foreign travel. B. 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.
Casual Leave	12 days
Privilege Leave	30 days for every 11 months. Can be accumulated upto 90 days.
Leave Encashment	Once in a year maximum 30 days. Balance privilege leave is encashable on retirement

During FY 2018-19 Mr. Ashutosh Khajuria was paid an aggregate amount of ₹ 88.66 Lakh as remuneration. For breakup 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 2019

IDBI Federal Life Insurance Company Limited - Director

He is on the Committee of the Board of following Companies as on 31st March 2019

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

As on the date of this notice he is a member of Special Committee of the Board for Monitoring & Follow up of cases of Fraud (SCBF), Risk Management Committee, Investor Grievance, Share Transfer & Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Board of the Bank. Mr. Ashutosh Khajuria attended nine Board meetings in Financial Year 2018-19. Mr. Ashutosh Khajuria holds 322000 shares of the Bank as on 31 March, 2019 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. 3 of the Notice for the re-appointment of Mr. Ashutosh Khajuria 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. Ashutosh Khajuria.

Item No. 4

Although not required, the Explanatory Statement is being given in respect of Item No. 4 of the Notice.

The Board of Directors of the Bank, vide its resolution dated May 4, 2019, based on the eligibility of the auditors as on date of such meeting, have recommended to re-appoint M/s. BSR & Co., LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 101248W) and M/s. M M Nissim & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 107122W) as the Joint Statutory Central Auditors of the Bank for FY 2019-20 for the fourth year subject to approval of the Reserve Bank of India and the shareholders.

Accordingly, approval of the members is requested for appointment of M/s. BSR & Co., LLP and M/s. M M Nissim & Co., who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act 2013, and applicable rules, as the Joint Statutory Central Auditors of the Bank for FY 2019-20 for the fourth year at an annual remuneration / fees of ₹.90,00,000/- (Rupees Ninety Lacs only) plus outlays and taxes at the applicable rates, for the purpose of audit including certifications, reporting on internal financial controls, of the Bank's accounts at its Head Office, branches and other offices, with the power to the Board including relevant Committee(s) thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Accordingly, your Directors recommend the adoption of the Resolution No. 4 of the Notice for the appointment of 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.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution No. 4 of the Notice .

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 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. K Balakrishnan as an Additional Independent Director at its Board meeting held on 25th September, 2018 under Section 161 of the Companies Act,2013. In terms of the said Section, Mr. K Balakrishnan vacates office at this meeting.

The Nomination, Remuneration, Ethics and Compensation Committee ('NRC') had assessed the profile of Mr. K Balakrishnan and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Bank, basis the recommendation of the NRC, have reviewed the profile of Mr. K Balakrishnan and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence and is independent of the management. In the opinion of the Board, Mr. K Balakrishnan meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Accountancy, Finance, it would be in the interest of the Bank that Mr. K Balakrishnan is appointed as an Independent Director on the Board of the Bank.

Mr. K Balakrishnan'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. K Balakrishnan also. In view of the above provisions, and as per the terms and conditions of appointment of Mr. K Balakrishnan, the proposal for the appointment of Mr. K Balakrishnan as an Independent Director, for a period of three (3) years from the date of his appointment by the Board has been put up for the approval of shareholders.

Mr. K Balakrishnan, aged 60 years is Chartered Accountant and Company Secretary by profession. Mr. K Balakrishnan has over 30 years of professional experience, of which around 25 years have been in the Financial Services business in India, providing strategic and financial advice to a variety of Indian and Multinational Corporations, Financial Sponsors and private business families.

He was the Managing Director of Lazard LLC and was responsible for building out Lazard's business in India. With excellent client relationships and domain knowledge, he was instrumental in originating and leading execution of most of these transactions. During his tenure with Lazard, he worked on advisory assignments with a variety of large Indian and multinational clients including Tata Group, Larsen & Toubro, Bharti, Infosys, GMR, AVB Group, Axiata, NTT DoCoMo, Panasonic, International Paper, Capgemini, Reuters, Sodexo, Danone, Unilever, Lafarge, Holcim, Cargill, Apollo and New Mountain Capital.

He also served as Head of Corporate Finance and Advisory for HSBC Investment Bank and was responsible for the corporate finance and advisory business of HSBC Investment Banking in India. He has also worked with Infrastructure Leasing & Financial Services Ltd, Mumbai, and led teams both on advisory and financing assignments.

Mr. K Balakrishnan is a director on following other companies as on 31st March, 2019

Kriscore Financial Advisors Private Limited - Director

The India Cements Limited - Director

Presently he is the Chairman of Credit Committee & Investment and Raising Capital Committee and Corporate Social Responsibility Committee and member of Review Committee of the Board on Non Cooperative Borrowers and Review Committee of the Board for Wilful Defaulters. Mr. K Balakrishnan was eligible to attend six (6) Board meetings during the year and has attended all those meetings. Mr. K Balakrishnan holds 38000 shares of the Bank as on 31 March, 2019 either by himself or on a beneficial basis. Mr. K Balakrishnan is not related to any other Director or KMP of the Bank.

In terms of Section 160 of the Act a notice has been received from a member, proposing Mr. K Balakrishnan as a candidate for the office of the Independent Director of the Bank. Mr. K Balakrishnan has furnished consent/declarations for his appointment as required under the Act and the Rules made thereunder. Mr. K Balakrishnan is representing the sector of Accountancy, Investment Banking and Finance as per the requirement of Banking Regulation Act, 1949 and 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. K Balakrishnan.

Accordingly, your Directors recommend the Resolution No.6, for the approval of the shareholders appointing Mr. K Balakrishnan as an Independent Director of the Bank, for a period of three (3) years.

Item No.7

The Board of Directors had appointed Mr. Siddharatha Sengupta as an Additional Independent Director at its Board meeting held on 13th June, 2019 under Section 161 of the Companies Act,2013. In terms of the said Section, Mr. Siddharatha Sengupta vacates office at this meeting.

The Nomination, Remuneration, Ethics and Compensation Committee ('NRC') had assessed the profile of Mr. Siddharatha Sengupta and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Bank, basis the recommendation of the NRC, have reviewed the profile of Mr. Siddharatha Sengupta and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence and is independent of the Management. In the opinion of the Board, Mr. Siddharatha Sengupta meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Banking, it would be in the interest of the Bank that Mr. Siddharatha Sengupta is appointed as an Independent Director on the Board of the Bank.

Mr. Siddharatha Sengupta'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. Siddharatha Sengupta also. In view of the above provisions, and as per the terms and conditions of appointment of Mr. Siddharatha Sengupta, the proposal for the appointment of Mr. Siddharatha Sengupta as an Independent Director, for a period of five (5) years from the date of his appointment by the Board has been put up for the approval of shareholders.

Mr. Siddharatha Sengupta, aged 60 years is a Science graduate and has completed post graduate diploma from XLRI. Mr. Siddharatha Sengupta has around 36 years' experience in various capacities of having worked in SBI and having been Chairman of Board of 5 overseas subsidiaries of SBI. He also has rich practical experience in Banking, SSI and Risk Management having worked in the banking sector.

Mr. Siddharatha Sengupta does not hold any other directorship as on the date of this report.

In terms of Section 160 of the Act a notice has been received from a member, proposing Mr. Siddharatha Sengupta as a candidate for the office of the Independent Director of the Bank. Mr. Siddharatha Sengupta has furnished consent/declarations for his appointment as required under the Act and the Rules made thereunder. Mr. Siddharatha Sengupta is representing the sector of SSI, Banking and Risk Management as per the requirement of Banking Regulation Act, 1949 and 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. Siddharatha Sengupta.

Accordingly, your Directors recommend the Resolution No. 7, for the approval of the shareholders appointing Mr. Siddharatha Sengupta as an Independent Director of the Bank, for a period of five (5) years.

Item No.8

The Board of Directors had appointed Mr. Manoj Fadnis as an Additional Independent Director at its Board meeting held on 13th June,2019 under Section 161 of the Companies Act, 2013. In terms of the said Section, Mr. Manoj Fadnis vacates office at this meeting.

The Nomination, Remuneration, Ethics and Compensation Committee ('NRC') had assessed the profile of Mr. Manoj Fadnis and having found him to be 'Fit and Proper' in terms of the Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Bank, basis the recommendation of the NRC, have reviewed the profile of Mr. Manoj Fadnis and the declarations that he meets the criteria of independence as prescribed

both under sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence and is independent of the management. In the opinion of the Board, Mr. Manoj Fadnis meets the fit and proper criteria and has the necessary knowledge and experience for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of Banking, it would be in the interest of the Bank that Mr. Manoj Fadnis is appointed as an Independent Director on the Board of the Bank.

Mr. Manoj Fadnis 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. Manoj Fadnis also. In view of the above provisions, and as per the terms and conditions of appointment of Mr. Manoj Fadnis, the proposal for the appointment of Mr. Manoj Fadnis as an Independent Director, for a period of five (5) years from the date of his appointment by the Board has been put up for the approval of shareholders.

Mr. Manoj Fadnis, aged 56 years is a Chartered Accountant by profession.

Mr. Manoj Fadnis is Founding Partner of Fadnis & Gupte, Chartered Accountants. He qualified as a Chartered Accountant in 1987 and since then is in continuous practice.

CA. Fadnis was elected as President of the Institute of Chartered Accountants of India, (ICAI) New Delhi for the year 2015-16. During 2010-13, as Chairman of the Accounting Standard Board (ASB) of the ICAI, he spearheaded the process of the formulation of the Indian Accounting Standards converged with the International Financial Reporting Standards (IFRS), The first set of 35 Ind AS were hosted by the Ministry of Corporate Affairs (MCA), Government of India in Feb. 2011. Based on the work done by the ASB of the ICAI, under his chairmanship, amendments have been made in IAS -16 and IAS 41 by the International Accounting Standards Board, (IASB) London.

He has been elected as the President of Confederation of Asian and Pacific Accountants (CAPA), a regional international organization of 32 Professional Institutes from 23 countries from Asia and Pacific region. He has been Board member since Feb. 2015. He served as Chairman of the Public Sector Financial Management Committee (PSFMC) of CAPA from Nov. 2015 to Nov. 2017.

He is also nominated as a Member of the Small and Medium Practitioners Committee (SMPC) of the International Federation of Accountants (IFAC) for the term Jan. 2016- Dec. 2018.

Presently he is nominated as a Member of the Standing Committee on Accounting Issues constituted by the Insurance Regulatory Development Authority of India (IRDA). During 2017-19 he was the Convener of the Group constituted by the ASB of the ICAI to formulate the Indian Accounting Standard converged with IFRS 17- Insurance Contracts.

He was also a member of the Company Law Committee set up by Ministry of Corporate Affairs Government of India in 2015 for the amendments required to the Companies Act, 2013. Based on the report submitted by the Committee, the Companies Amendment Act 2018 has been passed. He has presented more than one thousand technical papers in seminars and conferences within India.

Mr. Manoj Fadnis is a director on following other companies as on the date of this report.

Yes Asset Management (India) Limited	- Director
Yes Securities (India) Limited	- Director
Kriti Nutrients Limited	- Director
Kriti Industries (India) Limited	- Director
Kriti Auto & Engineering Plastics Private Limited	- Director
Confederation of Asian and Pacific Accountants, Hong Kong	- Director

Mr. Manoj Fadnis is on following Committee of other companies as on 31st March 2019

Yes Asset Management (India) Limited	- Chairman (Audit Committee) Member (Independent Directors Committee)
Yes Securities (India) Limited	- Chairman (Audit Committee, Corporate Social Responsibility Committee) - Member (Independent Directors Committee, Nomination & Remuneration Committee)

Kriti Nutrients Limited

- Chairman (Audit Committee, Nomination & Remuneration Committee)
- Member (Independent Directors Committee, Financial Committee, Stakeholder Relationship Committee)

Kriti Industries (India) Limited

- Chairman (Audit Committee)
- Member (Independent Directors Committee, Nomination & Remuneration Committee, Financial Committee)

In terms of Section 160 of the Act a notice has been received from a member, proposing Mr. Manoj Fadnis as a candidate for the office of the Independent Director of the Bank. Mr. Manoj Fadnis has furnished consent/declarations for his appointment as required under the Act and the Rules made thereunder. Mr. Manoj Fadnis is representing the sector of Finance, Accountancy and Management as per the requirement of Banking Regulation Act, 1949 and 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. 8 of the Notice except Mr. Manoj Fadnis.

Accordingly, your Directors recommend the Resolution No.8, for the approval of the shareholders appointing Mr. Manoj Fadnis as an Independent Director of the Bank, for a period of five (5) years.

Item No.9

Mr Dilip Sadarangani was appointed as an Additional Independent Director on the Board of the Bank on 04.06.2013 and was regularized as a Director at the Annual General Meeting held on 20.07.2013. He was elected as an Independent Director on the Board of the Bank at the Annual General Meeting held on 17.07.2014 as per the Companies Act, 2013 requirement. The Board had on 04th October, 2018 appointed Mr Dilip Sadarangani as Part Time Chairman of the Bank, subject to the approval from Reserve Bank of India. The Board of Directors fixed the remuneration payable to Mr. Dilip Sadarangani 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. Reserve Bank of India vide its letter DBR. Appt. No.6191/08.38.001/2018-19 dated January 25, 2019 approved the appointment and the terms and conditions of appointment of Mr Dilip Sadarangani as Part Time Chairman of the Bank w.e.f January 25,2019 till September 08, 2019 (i.e. tenure as Chairman of the Bank in pursuance of approval received by the Bank from the Reserve Bank of India).

Remuneration/Terms and Conditions of Mr. Dilip Sadarangani, Non-Executive (Independent) Part-Time Chairman of the Bank, as approved by RBI made effective from January 25, 2019 is shown below:

Remuneration etc	Proposed Amount
1. Salary 2. Dearness Allowance 3. House Rent allowance 4. Conveyance Allowance 5. Entertainment Allowance	NA
6. Other allowances, if any (please specify)	₹ 1.50 lakh per month in addition to payment of sitting fee for attending Board/Committee meetings as per the existing sitting fee paid to Directors
Perquisites 1.Free furnished house 2.Free use of bank's car for i) Official purposes ii)For private purposes on compensating the bank with suitable amount 3.Provident Fund/ Gratuity/Pension 4.Travelling and Halting Allowances 5.Medical benefits Other benefits, if any (please specify)	NA
Leave: 1.Casual Leave 2.Ordinary Leave 3.Sick Leave Leave Fare Concession	NA

Mr. Dilip Sadarangani aged 69 years has wide experience in Banking/Technology/Operations, and includes management, maintenance and support of IT software projects as well as IT operations. He has developed and put in place processes and IT policies and continuity plans in three leading Banks in India, Australia and Kuwait.

Mr. Dilip Sadarangani holds a Bachelor of Science (Hons) degree from University of Bombay. He also holds a post graduate diploma in Computer Management from Jamnalal Bajaj Institute of Management, University of Bombay. He has developed Business-Technology strategies for ANZ Grindlays Bank, Standard Chartered Bank (SCB), India, Gulf Bank, Kuwait and Man Power, Asia Pacific. He was a key member of the Global Leadership team in ANZ Bank (Australia), Standard Chartered Bank (India & Global), Gulf Bank (Kuwait) and Manpower Inc (Asia Pacific & Global). He was also a Core member of the team which automated the first 50 branches of one of the largest financial institutions in the world –State Bank of India.

Mr. Dilip Sadarangani is on the Board of following other Companies as on 31st March 2019:

Fedbank Financial Services Limited - Director

He is on the Committee of the Board of following other Companies as on 31st March 2019

Fedbank Financial Services Limited - Chairman (Risk Management Committee, CSR Committee, IT Strategy Committee) Member (Audit Committee, Nomination & Remuneration Committee, Credit Committee)

Presently he is the Chairman of Investor Grievance, Share Transfer and Stakeholder Relationship Committee and member of Credit Committee & Investment and Raising Capital Committee, Nomination, Remuneration, Ethics and Compensation Committee, IT & OPS Committee, Review Committee of the Board on Non Cooperative Borrowers. He does not hold any shares of the Bank as on 31st March, 2019. Mr. Dilip Sadarangani attended all nine Board meetings held in the Financial Year 2018-19. During FY 2018-19, Mr. Dilip Sadarangani was paid an aggregate amount of ₹ 19.93 lakh as remuneration including sitting fee during FY 2018-19. Mr Dilip Sadarangani is not related to any other Director and Key Managerial Personnel of the Bank. Mr. Dilip Sadarangani does not hold any shares of the bank as on 31.03.2019.

Accordingly, your Directors recommend the Resolution No.9 for appointment of Mr. Dilip Sadarangani (DIN: 06610897) as a Non-executive (Independent) Part-Time Chairman of the Bank and to approve his remuneration of ₹ 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 and meeting 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. 9 of the Notice except Mr. Dilip Sadarangani.

Item No. 10

The Board of Directors had appointed Mr. Chandrasekhar Balagopal as an Additional Independent Director at its Board meeting held on 29 June, 2015 under Section 161 of the Companies Act, 2013 and was regularised as an Independent Director for a period of three years at the Annual General Meeting of the Bank held on 11.08.2016. As such Mr. Chandrasekhar Balagopal holds office as an Independent Director of the Bank up to August 10, 2019 in line with the explanation to Sections 149(10) and 149(11) of Companies Act.

Section 149 of the Companies Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations respectively and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Board of Directors have reviewed the declaration given by Mr. Chandrasekhar Balagopal and he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Companies Act, and clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations respectively and the Board is of opinion that he fulfills the conditions specified and is independent of the management. Based on the performance evaluation of Mr. C Balagopal, done by the Board of the Bank, the performance was found to be good and is eligible to continue as an independent director on the Board of the Bank.

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. A special resolution is hence put forth at this Annual General Meeting, for the shareholders approval, for the reappointment of Mr. C Balagopal as an Independent Director on the Board of the Bank for a further period of five (5) years with effect from the date of expiry of his first term or till the date of his retirement whichever is earlier.

Mr. Chandrasekhar Balagopal, aged 66 years is a post graduate in Economics from Madras University. He then joined the Indian Administrative Service in 1977 and worked in various posts in Manipur and Kerala. He resigned from the IAS in 1983, to set up a company to manufacture indigenously developed biomedical devices for the first time in the country. This came to be known as Terumo Penpol Ltd. and is one of the biggest manufacturers and exporters of blood bag systems in the world. Mr. Chandrasekhar Balagopal, is involved in mentoring and investing in startup ventures, community development activities and writing. He is a mentor at the Medical Technology Business Incubator, SCTIMST. He is a Charter member and first President of TiE Kerala. He is also a member of Ethics Committee of Rajiv Gandhi Center for Biotechnology, and the Technology Development Council of Sree Chitra Thirunal Institute for Medical Science & Technology.

Presently he is the Chairman of Committee for Human Resource Policy and Customer Service & Marketing Strategy and Digital Banking Committee and member of Risk Management Committee and Investor Grievance, Share Transfer and Stakeholder Relationship Committee of the Board of the Bank. Mr. Chandrasekhar Balagopal attended 8 Board meetings in Financial Year 2018-19, out of total nine Board meetings held during the year. Mr. Chandrasekhar Balagopal did not hold any shares of the Bank as on 31 March, 2019. Mr. Chandrasekhar Balagopal is not related to any other Director of the Bank.

Mr. Chandrasekhar Balagopal is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Bank has received notice in writing from a member under Section 160 of the Act proposing the candidature of for the office of Independent Director of the Bank.

Accordingly your Directors recommend for approval, the resolution of the shareholders for reappointing Mr. Chandrasekhar Balagopal as an Independent Director of the Bank, for a further period of five (5) years with effect from the date of expiry of his first term or till the date of his retirement whichever is earlier.

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

Item No. 11

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 10th August, 2018 for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto ₹ 8,000 Crore (Rupees Eight 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, 2019. The current approval of Members is valid upto 9th August 2019.

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 in its meeting dated 13.06.2019, 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, your directors recommend for the shareholders approval by way of special resolution as set out at Item No. 11 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.

By order of the Board of Directors

Place : Aluva
Dated : 13th June 2019

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 05th July 2019 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 2011-12 to 2017-18 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 Obligations 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 ballot 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 ballot paper.
- III. The remote e-voting period commences on 22nd July 2019 (9:00 am) and ends on 24th July 2019 (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 18th July 2019, 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.

IV. 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.nsdl.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/JPEG 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@gmail.com 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.

V. 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.nsdl.com or call on toll free no.: 1800-222-990.

VI. 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.

VII. 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).

VIII. 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 18th July 2019.

IX. 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. 18th July 2019, 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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- X. 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.
- XI. 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 ballot paper.
- XII. 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;
- XIII. Mr. P. Sivakumar, Practicing Company Secretary and Chief Executive Partner, M/s SEP Associates, Company Secretaries, 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.
- XIV. 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 Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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.
- XVI. 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

Place : Aluva
Dated : 13th June 2019

Girish Kumar Ganapathy
Company Secretary

ROUTE MAP

Venue of the 88th Annual General Meeting of the Federal Bank Ltd
to be held on Thursday, July 25, 2019 at Mahatma Gandhi Municipal Town Hall, Aluva.

