

Secretarial Department

FEDERAL BANK
YOUR PERFECT BANKING PARTNER

SDF-24/ /2016-17

12th August 2016

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

Dear Sir,

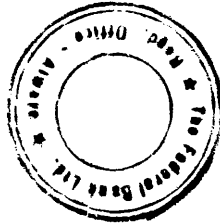
Sub. : Proceedings of Eighty Fifth Annual General Meeting of The Federal Bank Limited held on August 11, 2016.

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015), we hereby submit the summary of the proceedings of the 85th Annual General Meeting of the Bank held on August 11th, 2016 at 10AM at Mahatma Gandhi Municipal Town Hall, Aluva, Ernakulam, Kerala-683101.

Kindly take the same on record.

Thanking you,
Yours faithfully,


Girish Kumar G
Company Secretary



Secretarial Department

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Summary of the proceedings of the Eighty Fifth Annual General Meeting of The Federal Bank Limited held on August 11, 2016

The Eighty Fifth Annual General Meeting of the members of The Federal Bank Limited was held on Thursday, August 11, 2016 at 10am at Mahatma Gandhi Municipal Town Hall, Aluva, Ernakulam-- 683101, Kerala, India.

Mr. Nilesh Vikamsey, Chairman of the Bank, chaired the meeting.

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

The following Directors were present in the meeting:

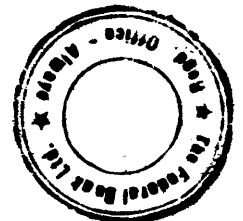
1. Mr. Nilesh S Vikamsey, Chairman
2. Mr. Sudhir M Joshi, Non Executive Independent Director and Chairman of Nomination Remuneration, Compensation and Ethics Committee and Risk Management Committee
3. Mr. K.M. Chandrasekhar, Non Executive Independent Director and Chairman of Committee for Human Resource Policy
4. Mr. Dilip G Sadarangani, Non Executive Independent Director and Chairman of Information Technology & Operation Committee
5. Mr. Harish Engineer, Non Executive Independent Director and Chairman of Credit, Investment & Capital Raising Committee and Corporate Social Responsibility Committee
6. Ms. Grace E Koshie, Non Executive Independent Director and Chairperson of Audit Committee
7. Ms. Shubhalakshmi Panse, Non Executive Independent Director and Chairperson of Performance Review Committee
8. Mr. C Balagopal, Non Executive Independent Director and Chairman of Investor Grievance, Share Transfer & Stakeholder Relationship Committee and Customer Service & Marketing Strategy Committee
9. Mr. Shyam Srinivasan, MD & CEO and Chairman of Committee to Review Large Value Fraud
10. Mr. Ashutosh Khajuria, Executive Director & CFO
11. Mr. Ganesh Sankaran, Executive Director

All the Directors on the Board of the Bank were present at the meeting. Mr. Girish Kumar Ganapathy, Company Secretary was also present in the meeting.

After ascertaining from the Company Secretary that the requisite quorum was present at the meeting, the Chairman declared the Meeting to be in order and welcomed the Members. The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements)

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Regulations, 2015, the Bank had extended the remote e-Voting facility to the members of the Bank in respect of the business to be transacted at the AGM as set out in the notice of AGM dated June 21, 2016. The Company Secretary further informed that the remote e-Voting facility had commenced at 10am on Monday, August 8, 2016 and ended on 5.00 pm on Wednesday, August 11, 2016. The Company Secretary further informed that the members who could not cast their votes through Remote E-Voting, the Bank had provided the facility of voting through Ballot paper distributed at the venue of AGM. The Board had appointed Mr. P Sivakumar, partner of M/s. SVJS & Associates, Company Secretaries in Practice, Kochi, as Scrutinizer to scrutinize the remote e-Voting process and voting through ballot paper at the AGM venue, in a fair and transparent manner.

The Chairman thereafter introduced all the Directors and informed that the register of Proxies, instruments of proxy and inspection documents were open for inspection by the Members till the conclusion of the Meeting. On the invitation of the Chairman, several members addressed the Meeting, gave their suggestions and raised queries on the bank's accounts and businesses, which were replied by the Managing Director & CEO. With the consent of the Members present, the Notice convening the Eighty Fifth AGM was taken as read. The Chairman informed the Members that there were no adverse qualifications, observations or comments of the auditors.

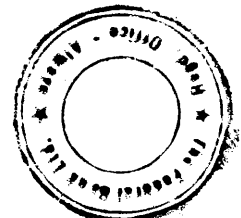
The Chairman informed that the consolidated results of the Remote e-Voting and voting made at the AGM venue through ballot paper, would be announced within two days after AGM. The results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of SEBI Listing Regulations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

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

Ordinary Business:

Ordinary Resolution

1. a) Adoption of audited financial statement for the year ended March 31, 2016
b) Adoption of audited consolidated financial statement of the Bank including audited consolidated Balance Sheet and Profit and Loss account for the year ended March 31, 2016
2. Declaration of Dividend
3. Re-appointment of Retiring Director, Mr. Shyam Srinivasan
4. Appointment of Joint Central Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants, Mumbai together with M/s M M Nissim & Co, Chartered Accountants, Mumbai, as Auditors and fixation of remuneration thereof



SPECIAL BUSINESS (Ordinary Resolution)

5. Appoint and to fix the remuneration of branch auditors in consultation with the Central Statutory Auditors
6. Appointment of Mr. C Balagopal as an Independent Director of the Bank
7. Taking on record the approval accorded by RBI to pay honorarium of ₹1,25,000/- per month (₹ 15,00,000/- per annum) to Mr.Nilesh S Vikamsey, Chairman of the Bank
8. Taking on record the approval accorded by RBI for payment of remuneration and variable pay to Mr. Shyam Srinivasan, MD &CEO of the Bank
9. Appointment of Mr. Ashutosh Khajuria as Executive Director on the Board of the Bank as per the terms and conditions of appointment approved by RBI
10. Appointment of Mr. Ganesh Sankaran as Executive Director on the Board of the Bank as per the terms and conditions of appointment approved by RBI
11. Taking on record the approval accorded by RBI for payment of variable pay to Mr Abraham Chacko, erstwhile Executive Director of the Bank

SPECIAL BUSINESS (Special Resolution)

12. Approval for amendment of the Memorandum of Association of the Bank
13. Approval for amendment of the Articles of Association of the Bank
14. Approval of Long Term Bond issuance programme.

Based on the consolidated Scrutinizer's report dated August 12, 2016, all resolutions as set out in the Notice of the AGM were passed by the Members with requisite Majority.

