

**THE
FEDERAL BANK
LIMITED
REGD. OFFICE: Aluva – 683 101.**

NOTICE TO SHAREHOLDERS

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

Date : 20.07.2013
Day : Saturday
Time : 10 A.M.
Venue : Mahatma Gandhi Municipal Town Hall, Aluva

To transact the following items of business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the financial year ended on that date, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of CA. Nilesh S. Vikamsey, who retires by rotation, and being eligible, offers himself for re-appointment.

(Details of the Director as required under the regulations are given in the Explanatory statement)

4. To appoint a Director in place of Shri Suresh Kumar who retires by rotation, and being eligible, offers himself for re-appointment

(Details of the Director as required under the regulations are given in the Explanatory statement)

5. To appoint 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 M/s Deloitte Haskins & Sells, Chennai, together with M/s. M.P. Chitale & Co, Mumbai be and are hereby appointed as Joint Central Statutory Auditors of the Bank for the financial year ending 31st March, 2014 to hold office until the conclusion of the next Annual General Meeting of the Bank subject to Reserve Bank of India approval, at such remuneration to be fixed by the Board of Directors of the Bank.

SPECIAL BUSINESS

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

“RESOLVED that the Board of Directors be and is hereby authorised to arrange for the audit of the Bank’s branches for the accounting year 2013-14 and to appoint and fix the remuneration of branch auditors in consultation with the Central Statutory Auditors for the purpose.”

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

“RESOLVED that Dr. K. Cherian Varghese be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation.”

(Details of the Director as required under the regulations are given in the Explanatory statement)

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

“RESOLVED that Shri. Sudhir M. Joshi be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation.”

(Details of the Director as required under the regulations are given in the Explanatory statement)

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

“RESOLVED that Shri. K.M. Chandrasekhar be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation.”

(Details of the Director as required under the regulations are given in the Explanatory statement)

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

“RESOLVED that Shri. Dilip G. Sadarangani be and is hereby appointed as a Director of the Bank, whose period of office shall be liable to determination by retirement of Directors by rotation.”

(Details of the Director as required under the regulations are given in the Explanatory statement)

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

RESOLVED THAT

- i) “Pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of Article 10 of Articles of Association of the Bank, subject to the approvals, consents, permission and sanctions, if any required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Bank (hereinafter referred to as “the Board”, which term shall also include any Committee thereof), consent of members be and is hereby accorded for altering the Share Capital of the Bank by sub-dividing the existing 1 (One) equity share of Rs.10/- (Rupees ten) each into 5 (Five) equity shares of Rs. 2/- (Rupees two) each, so, however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share, shall be the same as it was in the case of the share from which the reduced share will be derived.
- (ii) Pursuant to the sub-division of the equity shares of the Bank, the paid-up equity shares of the Bank of the face value of Rs. 10/- (Rupees ten) each as existing on the record date shall stand subdivided into equity shares of the face value of Rs. 2/- (Rupees two) each, fully paid up, with effect from the “record date”.
- (iii) The Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Bank for giving effect to the aforesaid resolutions, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, including customary representations as warranties, together with such indemnities as may be deemed necessary and expedient in its discretion.
- (iv) The 5 (Five) equity shares of Rs. 2/- (Rupees Two) each on sub-division to be allotted in lieu of existing one equity share of Rs. 10/- (Rupees ten) each shall be subject to the terms of the Memorandum and Articles of Association of the Bank and shall rank pari passu in all respects with and the same rights as the existing fully paid equity shares of Rs. 10/- (Rupees ten) each of the Bank and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.
- (v) No letter of allotment shall be issued to the allottees of the new equity shares of Rs. 2/- (Rupees two) each on sub-division and the existing certificates of shares be cancelled and that the new certificates be issued in lieu thereof and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity shares of Rs. 2/- (Rupees two) each on sub-division may be credited to demat account of the allottees who are, holding the existing equity shares in the electronic form.
- (vi) The allotment of new equity share of Rs. 2/- (Rupees two) each on sub-division to the extent that they relate to non-resident members of the Bank, shall be subject to the approval, if any, of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, as may be deemed necessary.
- (vii) For the purpose of giving effect to the aforesaid resolutions, the Board or Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things whatsoever, in relation to the issue or allotment of new equity shares of Rs. 2/- each on sub-division and to accept on behalf of the Bank, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authorities and which the Board or Committee of the Board in its discretion, thinks fit and proper.”

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

- a) **“RESOLVED that** pursuant to the provisions of Sections 16, 94 and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Bank be increased from Rs. 200 crore (Rupees two hundred crore) divided into twenty Crore equity shares of Rs. 10/- (Rupees ten) each to Rs. 500 crore (Rupees five hundred crore) divided into two hundred and fifty crore equity shares of Rs. 2/-(Rupees two) each ranking pari passu with the existing equity shares.

IF THE RESOLUTION (NO 11) ABOVE IS NOT PASSED THE FOLLOWING RESOLUTION BE MOVED

“RESOLVED that pursuant to the provisions of Sections 16, 94 and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Bank be increased from Rs. 200 crore (Rupees two hundred crore) divided into twenty Crore equity shares of Rs. 10/- (Rupees ten) each to Rs. 500 crore (Rupees five hundred crore) divided into fifty crore equity shares of Rs. 10/-(Rupees ten) each ranking pari passu with the existing equity shares.

- b) **“RESOLVED that** clause 5 of the Memorandum of Association of the Bank including the marginal notes thereof, be amended by substituting therefore the following clause:

“5. The Authorized Share Capital of the Bank shall be Rs. 500 crore (Rupees five hundred crore) divided into two hundred and fifty crore equity shares of Rs. 2/- (Rupees two) each with power to increase or decrease the capital.

IF THE RESOLUTION (NO 11) ABOVE IS NOT PASSED THE FOLLOWING RESOLUTION BE MOVED

“RESOLVED that clause 5 of the Memorandum of Association of the Bank including the marginal notes thereof, be amended by substituting therefore the following clause:

“5. The authorized share capital of the Bank shall be Rs 500 crore (Rupees five hundred crore) divided into fifty crore equity shares of Rs 10/-(Rupees ten) each with power to increase or decrease the capital.

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

RESOLVED THAT the variable pay of Shri. Shyam Srinivasan, Managing Director and Chief Executive Officer of the Bank, as approved by RBI and shown in the explanatory statement hereto, be and is hereby approved”.

By order of the Board

Girish Kumar Ganapathy
Company Secretary

Aluva
04.06 2013

1. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself. The instrument appointing a proxy shall be deposited at the Registered Office of the Bank not later than 48 hours before the scheduled time for holding the meeting. A proxy need not be a member.**
2. **The share transfer Register and the Register of Members will be closed from 11 July, 2013 to 20 July, 2013 (both days inclusive) during which period no transfer of shares will be registered.**

EXPLANATORY STATEMENT
(As required under Section 173(2) of the Companies Act, 1956)

In conformity with Section 173(2) of the Companies Act, 1956 ("the Companies Act") the following explanatory statement set out the material relating to Item Nos. 6,7,8,9,10,11,12 and 13 of the Notice.

Item No.6

In accordance with the provisions of Section 228(3)(a) of the Companies Act, the shareholders of the Bank may authorize its Board of Directors to appoint branch auditors in consultation with the Bank's(Central Statutory) auditors.

Item No.7

The Board of Directors have co opted Dr. K. Cherian Varghese as an Additional Director at its Board meeting held on 20th October 2012 under Section 260 of the Companies Act, 1956 and as per Article 63A of the Articles of Association of the Company for a period of three years with effect from 20-10-2012. In terms of the said Section, Dr. K. Cherian Varghese vacates office at this meeting.

Dr. K. Cherian Varghese completed his M.Sc., Ph.D. (Commerce) in Business Policy and Administration and ACIB (London). He started his career as an Officer in Indian Bank in 1970 and held important positions such as General Manager of the Bank. He has around 36 years of experience as a banker. During this period he had been Chairman & Managing Director/CEO of Union Bank of India (2004-2006), Corporation Bank (2000-2004), South Indian Bank Ltd (1991-1996) on deputation from Indian Bank. He was the president of Indian Institute of Banking & Finance during the period 2005-06. He was also the Chairman (2009-2010) and Member (2007-2009) of Board for Industrial and Financial Reconstruction (BIFR) of Government of India.

Currently he is on the Board of following Companies:

1. Union KBC Trustee Co.P. Ltd, Chairman

Currently he is on the committee of the Board of following Companies:

1. Union KBC Trustee Co.P.Ltd, Chairman/ Member Audit Committee of the Board

A notice has been received from a member along with a deposit of Rs. 500/- as required by Section 257 of the Companies Act, 1956, proposing Dr. K. Cherian Varghese as a candidate for the office of the Director of the Bank, liable to retire by rotation. Dr. K. Cherian Varghese has consented to act as a Director, if appointed as Director of the Bank.

No Director other than Dr. K. Cherian Varghese is directly or indirectly interested or concerned in the passing of this resolution.

Item No.8

The Board of Directors have co opted Shri. Sudhir M. Joshi as an Additional Director at its Board meeting held on 20th October 2012 under Section 260 of the Companies Act 1956 and as per Article 63A of the Articles of Association of the Company for a period of three years with effect from 20-10-2012. In terms of the said Section, Shri. Sudhir M Joshi vacates office at this meeting.

Shri. Sudhir M. Joshi holds a Bachelor of Science degree in Chemistry from University of Pune and is a Certified Associate of Indian Institute of Bankers. He was the Head of Treasury at HDFC Bank. Previously, he has held key positions with State Bank of India. Mr. Joshi was also part of the Times Bank Core Management Team as Executive Vice President (Treasury).

Currently he is on the Board of the following companies:

Cyber Tech Systems & Software Ltd.	Director
National Securities Clearing Corporation Ltd.	Director

He is also a Chairman/Member of the Committee of Directors in the following companies

Cyber Tech Systems & Software Ltd.	Chairman of Audit Committee, Remuneration Committee and Grievance Committee
National Securities Clearing Corporation Ltd.	Member of Audit Committee

A notice has been received from a member along with a deposit of Rs. 500/- as required by Section 257 of the Companies Act, 1956, proposing Shri. Sudhir M. Joshi as a candidate for the office of the Director of the Bank, liable to retire by rotation. Shri. Sudhir M Joshi has consented to act as a Director, if appointed as Director of the Bank.

No Director other than Shri. Sudhir M. Joshi is directly or indirectly interested or concerned in the passing of this resolution.

Item No.9

The Board of Directors have co opted Shri. K.M.Chandrasekhar as an Additional Director at its Board meeting held 06th December 2012 under Section 260 of the Companies Act 1956 and as per Article 63A of the Articles of Association of the Bank for a period of three years with effect from 06-12-2012. In terms of the said Section, Shri. K.M. Chandrasekhar vacates office at this meeting.

Shri. K.M. Chandrasekhar entered the Indian Administrative Service in 1970. Prior to that, he did B.A (Honours) in Economics and M.A. in History from St. Stephen's, College, University of Delhi. After entering Government Service, he got the M.A degree in Management Studies from the University of Leeds in United Kingdom. He spent the first 25 years of his career in Kerala, holding such positions as Managing Director of the State Civil Supplies Corporation, District Collector, Idukki, Director of Fisheries, Principal Secretary (Industries) and Principal Secretary (Finance). During this period, he was also Chairman of the Spices Board under the Ministry of Commerce, Government of India. In 1996, he left Kerala on Central Government deputation and rose to the highest position that any Indian civil servant can occupy that of Union Cabinet Secretary. As Cabinet Secretary, he was Head of all the Civil Services in India and reported directly to the Prime Minister of India. He has considerable management experience having been associated – as Chairman, Managing Director or Member of the Board of Directors – of more than 40 companies in the public, joint and private sector.

A notice has been received from a member along with a deposit of Rs. 500/- as required by Section 257 of the Companies Act, 1956, proposing Shri. K. M. Chandrasekhar as a candidate for the office of the Director of the Bank, liable to retire by rotation. Shri. K. M. Chandrasekhar has consented to act as a Director, if appointed as Director of the Bank.

No Director other than Shri K. M. Chandrasekhar is directly or indirectly interested or concerned in the passing of this resolution.

Item No 10

The Board of Directors have co opted Shri. Dilip.G. Sadarangani as an Additional Director at its Board meeting held on 04th June 2013 under Section 260 of the Companies Act 1956 and as per Article 63A of the Articles of Association of the Company for a period of three years with effect from 04.06.2013. In terms of the said Section, Shri. Dilip.G. Sadarangani vacates office at this meeting.

Shri. Dilip.G.Sadarangani 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.

Shri. Dilip.G. 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.

A notice has been received from a member along with a deposit of Rs. 500/- as required by Section 257 of the Companies Act, 1956, proposing Shri.Dilip.G. Sadarangani as a candidate for the office of the Director of the Bank, liable to retire by rotation. Shri. Dilip.G. Sadarangani has consented to act as a Director, if appointed as Director of the Bank.

No Director other than Shri. Dilip G. Sadarangani is directly or indirectly interested or concerned in the passing of this resolution.

Item No.11

The Board at its meeting held on 04.06.2013 decided to alter the share capital of the company by sub-dividing the existing 1 equity share of Rs. 10/- each into 5 equity shares of Rs. 2/- each. The proposed sub-division of shares will reduce the nominal value and trading price of each share and increase the total number of shares in issue. The Directors are of the view that the increase in number of the shares of the Company as a result of sub-division of shares will improve the market

circulation of the subdivided shares, as the reduced share price would make the Company's shares more affordable and accessible to retail investors, thereby enabling the Bank to attract more investors and broaden its Shareholder base.

Consequent to the sub-division of shares, the Memorandum of Association is to be amended to reflect change therein. The resolution is recommended for the approval of shareholders.

None of the Directors are interested in the resolution.

Item No.12

Presently the Authorised Capital and Paid up Capital of the Bank are Rs. 200 Crore and Rs. 171 Crore respectively. Credit demand is likely to pick up in the coming years as the economy is expected to revive which will put pressure on CRAR of the Bank. CRAR requirement and increase in business will warrant higher capital. As per the projections, net worth and capital of the Bank would register a steady growth, by plough back of profits. It would enable the Bank to do projected business, without going for further capital infusion under normal conditions. Moreover, the capital requirement will be stringent under Basel III regime and hence Bank may have to augment the equity capital under medium and high intensity during the coming years. Hence to cope up with the future growth in an increased pace, it is necessary to increase the Authorised Capital of the Bank so that the Bank has the opportunity to raise the equity capital from the market through Rights/FPO/OFS at the appropriate time. Hence in order to generate better net worth and to meet the capital adequacy requirements it is recommended to go for increase of Authorised Capital and hence the resolution.

Resolution No 11 in this notice is for approval of shareholders for splitting of shares from Rs. 10/- each to Rs. 2/- each. In case that resolution is passed the Authorised Capital would be Rs. 500 Crore divided into two hundred and fifty crore equity shares of Rs. 2/- each.

We have placed alternate resolutions for Increase of Authorised Capital and for amendment of the Capital clause of the Memorandum. Based on the passing of Resolution No 11 in the notice, the appropriate resolution will be moved.

Pursuant to the increase in the Authorised Capital of the Bank, it is necessary to amend the Capital Clause (Clause 5) of the Memorandum of Association of the Bank to reflect the increase in the Authorised Capital. Approval of the shareholders is necessary for such alteration of the Memorandum of Association. Hence, your Directors recommend this resolution for your approval.

None of the Directors are interested in the resolution.

A copy of the existing Memorandum of Association of the Bank along with the proposed draft amendments is available for inspection by any member at the Registered Office of the Bank between 10.00 a.m. and 1.00 p.m. on all working days (except Sundays and public holidays) up to 20.07.2013.

Item No. 13

Shri. Shyam Srinivasan, was appointed as Managing Director and Chief Executive Officer of the Bank, with effect from 23rd September 2010 for a period of three years for which Reserve Bank of India's approval has been obtained vide letter DBOD.No 1785/08.38.001/2010-11 dated 29th July 2010. The Board of Directors of the Bank at its meeting held on 29th June.2012 recommended for a variable pay of 50% as bonus, of his salary and allowances as recommended by the Nominations/Remunerations/Ethics Committee of the Board for which approval from Reserve Bank of India has been obtained vide its letter DBOD No.3279/08.38.001/2012-13 dated 29th August 2012 for payment of variable pay of 25% as Bonus as accepted by MD &CEO. Under Section 309 of the Companies Act read with Article 86 of the Articles of Association of the Bank, payment of variable pay to Managing Director &CEO of the Bank requires approval of the shareholders at the Annual General Meeting. The Board recommends the aforesaid resolution for your approval.

No Director other than Shri. Shyam Srinivasan is directly or indirectly interested or concerned in the passing of this resolution.

Details of Directors who are retiring by rotation to be re-appointed as required under the regulations given below (Refer resolution No. 3 and 4)

1. CA. Nilesh Shivji Vikamsey

Shri. Nilesh Shivji Vikamsey 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 75 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 of the Institute of Chartered Accountants of India (ICAI).

CA. Nilesh Shivji Vikamsey did not hold any shares of the Bank as on 31st March 2013.

2. Shri Suresh Kumar

Shri. Suresh Kumar is the Non- Executive Chairman of our Board. He holds a Bachelor's degree in Commerce (Hons.) from the University of Bombay and has completed advanced general and investment management programmes at London, Wharton and Columbia School of Business. He has been part of the senior management of Emirates Bank Group since 1989. Prior to that he had held senior treasury and general management positions in Government of Dubai projects and in the banking sector in India. He is a Fellow of the Indian Institute of Bankers and the founder and President of the Indian Business and Professional Council in Dubai. He is also a member of the Regional Chief Executive Forum of the Institute of International Finance (IIF). He was the CEO of Emirates Financial Services PSC and additionally group director & senior advisor to Emirates NBD PJSC. He has been a Director on our Board since November, 2005. He is the chairman of Fedbank Financial Services Ltd. and a Director in IDBI Federal Life Insurance Co. Ltd. and ICICI Prudential Asset Management Co. Ltd. He has been the recipient of several accolades and recognition and was awarded the 'Hind Rattan' (Jewel of India) on the eve of the Republic Day on 25th January 2012.

Shri. Suresh Kumar holds 105710 GDR's of the Bank as on 31 March 2013.

By order of the Board

Girish Kumar Ganapathy
Company Secretary

Aluva
04.06.2013

FOR THE ATTENTION OF SHAREHOLDERS

Proxy Form and Attendance Slip

A blank proxy form with an attendance slip is sent along with the Notice and Annual Report. 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 10th July 2013 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 Enterprises (India) Ltd.

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

Unclaimed Dividends

Dividend warrants issued to shareholders are valid for payment for a period of three months from the date of issue.

Until passing of the Companies (Amendment) Act, 1999, shareholders who had not encashed dividend warrants within three years from the date of issue could claim refund from the Registrar of Companies by filing a prescribed return. In terms of the 1999 Act, any money transferred to the unpaid dividend account of a Company which remains or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government (Fund) established under Section 205C(1). Further no claim shall lie against the Fund or the Bank in respect of individual amounts, remaining unclaimed and unpaid for a period of seven years from the dates they became due for payment and no payment shall be made in respect of any such claims. Hence shareholders will not be able to claim the dividend amount after its transfer to the Fund. Shareholders who have not encashed their dividend warrants for any of the years 2005-06 to 2011-12 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 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.

Green Initiatives in the Corporate Governance

The Ministry of Corporate Affairs (MCA) has launched a “Green Initiatives in the Corporate Governance” by allowing paperless compliances by the companies. MCA has issued circulars stating that the services of a notice/document by a company to its shareholders can now be made through electronic mode. In view of the above, the Annual Report (Audited Financial Statements, Directors Report, Auditors Report etc.) is being sent to the shareholders in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Bank’s Registrar and Share Transfer Agents (in case of physical shareholding).

We, therefore request and encourage you to register your email ID in the records of your Depository Participant (in case of electronic holding)/the Bank’s Registrar and Share Transfer Agents (in case of physical shareholding) mentioning your folio no./demat account details.

However, in case you wish to receive the above shareholder communication in paper form, you may write to the Bank’s Registrar and Share Transfer Agents mentioning your folio no./demat account details.

By order of the Board

Girish Kumar Ganapathy
Company Secretary

Aluva
04.06.2013

THE FEDERAL BANK LIMITED

REGD. OFFICE: Aluva – 683 101.

Dear Shareholder(s)

Re.: Payment of dividend through Electronic Clearing Services (ECS)

In case you have not already sent the ECS/Bank Account particulars to our Registrars, Integrated Enterprises (India) Limited or to your Depository Participant (in case of demat holdings) we would request you to provide the said particulars in the format given below to facilitate prompt, safe and correct payment of dividends as soon as it is declared.

Please ensure that the details submitted by you to the Registrars/Depository Participants are correct as any error therein could result in the dividend amount being credited to wrong account.

Payment of dividend through ECS and/or the designated Bank Account which appear on the dividend warrant, will help to prevent fraudulent encashment of dividend warrants.

Kindly help us in our endeavor to serve you better.

Yours faithfully

For **The Federal Bank Limited**

Company Secretary