

Secretarial Department

**FEDERAL BANK**  
YOUR PERFECT BANKING PARTNER

SDF-24/ /2015-16

05<sup>th</sup> April 2016

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Floor 25, Dalal Street,  
Mumbai- 400 001

Dear Sir,

**Sub. : Compliance Report-as per Regulation 27(2)(a) of the Listing Regulations**

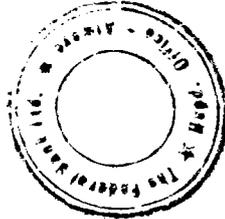
As required under the listing agreement entered into by us with your Stock Exchanges, we enclose herewith the Corporate Governance Compliance Report for the quarter ended 31<sup>st</sup> March 2016.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

  
Company Secretary  
Encl: as above

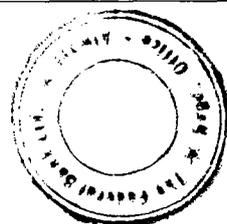


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Format to be submitted by listed entity on quarterly basis

Name of Listed Entity **The Federal Bank Limited**  
 Quarter ending **31 March 2016**

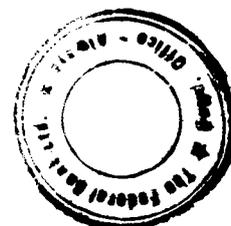
<b>I. Composition of Board of Directors</b>								
<b>Title (Mr / Ms)</b>	<b>Name of the Director</b>	<b>PAN\$ &amp; DIN</b>	<b>Category (Chairperson/ Executive/Non-Executive/Independent/Non minee) &amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation s)</b>	<b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)</b>
Mr.	Nilesh S Vikamsey	<b>PAN-AABP V3680 Q DIN-31213</b>	Chairperson, Non-Executive and Independent Director	17.07.2014 (At the AGM held on 17 <sup>th</sup> July 2014)	one year and eight months  (since 2014 AGM)	Four listed entities	Number of membership in Audit / Stakeholder Committee - 7 Committees	No of post of Chairperson in Audit/ Stakeholder Committee-3 Committees
Mr.	Sudhir M Joshi	<b>PAN-AAHPJ 9981C DIN-34959 7</b>	Non-Executive and Independent Director	17.07.2014 (At the AGM held on 17 <sup>th</sup> July 2014)	one year and eight months	Two listed entities	Number of membership in Audit / Stakeholder Committee — 4 Committees	No of post of Chairperson in Audit/ Stakeholder Committee-2 Committees
Mr.	K M Chandrasekhar	<b>PAN-ACYP M5755 A DIN-64668 54</b>	Non-Executive and Independent Director	17.07.2014 (At the AGM held on 17 <sup>th</sup> July 2014)	one year and eight months	One listed entity	Number of membership in Audit / Stakeholder Committee-NIL	No of post of Chairperson in Audit/ Stakeholder Committee-NIL



Mr.	Dilip G Sadarangani	PAN-AABP S3395 R DIN-6610897	Non-Executive and Independent Director	17.07.2014 (At the AGM held on 17 <sup>th</sup> July 2014)	one year and eight months	One listed entity	Number of membership in Audit / Stakeholder Committee-Two Committee	No of post of Chairperson in Audit/ Stakeholder Committee-NIL
Mr.	Harish H Engineer	PAN-AABP E8719 P DIN-1843009	Non-Executive and Independent Director	17.07.2014 (At the AGM held on 17 <sup>th</sup> July 2014)	one year and eight months	Two listed entities	Number of membership in Audit / Stakeholder Committee-One Committee	No of post of Chairperson in Audit/ Stakeholder Committee-NIL
Ms.	Grace E Koshie	PAN-AALPK 4535B DIN-6765216	Non-Executive and Independent Director	17.07.2014 (At the AGM held on 17 <sup>th</sup> July 2014)	one year and eight months	Two listed entities	Number of membership in Audit / Stakeholder Committee-Two Committees	No of post of Chairperson in Audit/ Stakeholder Committee-One Committee
Ms.	Shubhalakshmi Panse	PAN-AFEP P0393 L DIN-2599310	Non-Executive and Independent Director	17.07.2014 (At the AGM held on 17 <sup>th</sup> July 2014)	one year and eight months	Four listed entities	Number of membership in Audit / Stakeholder Committee-Five Committee	No of post of Chairperson in Audit/ Stakeholder Committee-NIL
Mr.	Chandrasekhar Balagopal	PAN-ABXP C6443 P DIN-00430938	Additional Non-Executive and Independent Director	29.06.2015 (At the AGM held on 17 <sup>th</sup> July 2014)	9 months	One Listed Entity	Number of membership in Audit / Stakeholder Committee-One Committee	No of post of Chairperson in Audit/ Stakeholder Committee-One Committee
Mr.	Shyam Srinivasan	PAN-AOHP S4065 A DIN-2274773	Managing Director & Chief Executive Officer	23.09.2010	5 years and 6 months	One Listed Entity	Number of membership in Audit / Stakeholder Committee-Three Committees	No of post of Chairperson in Audit/ Stakeholder Committee-NIL
Mr.	Ashutosh Khajuria	PAN-AIRPK 6520G DIN-05154975	Executive Director	28.01.2016	2 months	One Listed Entity	Number of membership in Audit / Stakeholder Committee-One Committee	No of post of Chairperson in Audit/ Stakeholder Committee-NIL



<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	
1. Audit Committee	Ms. Grace Koshie Mr. Nilesh Vikamsey Mr. Dilip Sadarangani Ms. Shubhalakshmi Panse	Chairperson of the Committee and Independent Director Independent Director Independent Director Independent Director	
2. Nomination & Remuneration Committee	Mr. Sudhir Joshi Mr. Nilesh Vikamsey Mr. K M Chandrasekhar	Chairman of the Committee and Independent Director Independent Director Independent Director	
3. Risk Management Committee	Mr. Sudhir Joshi Mr. Nilesh Vikamsey Ms. Grace Koshie Mr. K M Chandrasekhar Mr. Shyam Srinivasan	Chairman of the Committee and Independent Director Independent Director Independent Director Independent Director Executive Director (MD & CEO)	
4. Stakeholders Relationship Committee	Mr. C Balagopal Mr. Harish H Engineer Mr. Shyam Srinivasan Mr. Ashutosh Khajuria	Chairman of the Committee and Independent Director Independent Director Executive Director (MD & CEO) Executive Director	
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days) (in the current quarter)</b>	
20.10.2015	12.01.2016	57 days	
18.12.2015 & 19.12.2015	10.03.2016 & 11.03.2016		
<b>IV. Meeting of Audit Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days* (in the current quarter)</b>
11.01.2016 & 12.01.2016	Yes. All the Committee members were present in the meeting.	19.10.2015 & 20.10.2015	44 days
		27.11.2015	
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA. No Material RPT requiring shareholder approval was entered into.	
Whether details of RPT entered into pursuant to		Yes. Review of omnibus approval being done by Audit	



omnibus approval have been reviewed by Audit Committee	Committee
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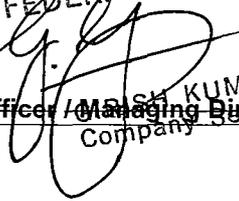
**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For THE FEDERAL BANK LTD.

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO

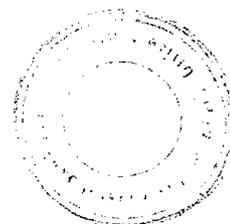


MANISH KUMAR G.  
Company Secretary



**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA
<b>II Annual Affirmations</b>	
<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6) Yes
Board composition	17(1) Yes
Meeting of Board of directors	17(2) Yes
Review of Compliance Reports	17(3) Yes
Plans for orderly succession for appointments	17(4) Yes
Code of Conduct	17(5) Yes
Fees/compensation	17(6) Yes
Minimum Information	17(7) Yes
Compliance Certificate	17(8) Yes
Risk Assessment & Management	17(9) Yes
Performance Evaluation of Independent Directors	17(10) Yes
Composition of Audit Committee	18(1) Yes
Meeting of Audit Committee	18(2) Yes
Composition of nomination & remuneration committee	19(1) & (2) Yes
Composition of Stakeholder Relationship Committee	20(1) & (2) Yes
Composition and role of risk management committee	21(1),(2),(3),(4) Yes
Vigil Mechanism	22 Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8) Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3) Yes
Approval for material related party transactions	23(4) NA
Composition of Board of Directors of unlisted material Subsidiary	24(1) NA
Other Corporate Governance requirements with respect	24(2),(3),(4),(5) Yes



to subsidiary of listed entity	& (6)	
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.\*

For THE FEDERAL BANK LTD.

**Name & Designation**  
**Company Secretary / Compliance Officer / Managing Director / CEO**

\* The Bank do not have any material subsidiary since the Networth of the subsidiary is less than 20% of the consolidated Networth of the Bank. The Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.