

Secretarial Department



SD/ F 24/ /2019-20

29th May 2019

The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	The Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, <u>MUMBAI – 400 001</u>
---	--

Re.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Sub: Annual Secretarial Compliance Report for FY 2018-19

Dear Sir/Madam,

Pursuant to the SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we attach herewith the Annual Secretarial Compliance Report of the Bank for FY 2018-19 issued by M/s. SVJS & Associates, Practicing Company Secretaries.

This is for your information and records.

Thanking you,
Yours faithfully,
For The Federal Bank Limited


For Company Secretary
Girish Kumar G



**SECRETARIAL COMPLIANCE REPORT OF THE FEDERAL BANK LIMITED
FOR THE YEAR ENDED 31ST MARCH 2019**

We SVJS & Associates, Company Secretaries, Kochi have examined:

- a) all the documents and records made available to us and explanation provided by The Federal Bank Limited ("the listed entity"), arising from the compliances of specific Regulations listed below,
- b) the filings/ submissions made by the listed entity to the stock exchanges in connection with the above,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



(d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sl. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 13 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - (3) The listed entity shall file with the recognized stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter	There has been delay of two days in filing statement on investor complaints.	The Exchange (BSE) has taken on record the submission made by the listed entity on the delayed filing.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.



(d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in the previous reports do not arise.

Kochi

29.05.2019

For SVJS & Associates
Company Secretaries



CS Vincent P.D.
Managing Partner
CP No.: 7940, FCS: 3067