

SEC/LODR/205/2025-26

August 29, 2025

<b>National Stock Exchange of India Limited</b> Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	<b>BSE Limited</b> Department of Corporate Services- Listing, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.
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**Ref.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469**

Dear Madam/ Sir,

**Sub: Proceedings of the 94th Annual General Meeting of The Federal Bank Limited held on August 29, 2025.**

We wish to inform you that the 94<sup>th</sup> Annual General Meeting (AGM) of The Federal Bank Limited was held on August 29, 2025, at 11:00 a.m. through Video Conferencing/ Other Audio-Visual Means. Please find enclosed herewith, the proceedings of the AGM as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record. The same is also being hosted on the website of the Bank at <https://www.federalbank.co.in/>

Thanking you

**Yours faithfully,**

**For The Federal Bank Limited**

**Samir P Rajdev**  
**Company Secretary**

**Encl.:** Copy of the proceedings of AGM.

**PROCEEDINGS OF THE 94<sup>th</sup> ANNUAL GENERAL MEETING OF THE FEDERAL BANK LIMITED HELD ON FRIDAY, AUGUST 29, 2025, AT 11.00 A.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS.**

The 94<sup>th</sup> Annual General Meeting ('AGM/ the Meeting') of The Federal Bank Limited ('the Bank') was held on Friday, August 29, 2025, at 11.00 a.m. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'). The AGM was held in compliance with the General Circular Nos. 14/ 2020 dated April 8, 2020, and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (collectively referred to as "MCA Circulars") and relevant circulars issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary, Mr. Samir P. Rajdev, informed the members that the facility for joining the meeting through VC or OAVM is made available for the members on a first-come-first-served basis. The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, has been made available electronically for inspection by the members during the AGM.

Mr. A P Hota, Independent Director and Chairman of the Bank, chaired the meeting from Mumbai through VC. The Chairman welcomed the Members, Directors, Auditors and other officers to the 94<sup>th</sup> AGM of the Bank. Thereafter, the Chairman called upon the names of other Directors who had joined the AGM through VC from various locations to introduce themselves. The following Directors were present in the meeting:

1. **Mr. A P Hota**, Non-Executive Independent Director and Chairman of the Board, Chairman of Information Technology & Operations Committee and Member of Stakeholder Relationship Committee and Customer Service, Marketing Strategy and Digital Banking Committee.
2. **Mr. Siddhartha Sengupta**, Non- Executive Independent Director, Chairman of Nomination, Remuneration, Ethics & Compensation Committee and Credit, Investment & Raising Capital Committee and Member of Risk Management Committee and Human Resource Committee.
3. **Mr. Manoj Fadnis**, Non-Executive Independent Director and Chairman of Audit Committee and Member of Nomination, Remuneration, Ethics & Compensation Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds (SCBF), Human Resource Committee and Review Committee of the Board on Identification of Wilful Defaulters.
4. **Mr. Sudarshan Sen**, Non- Executive Independent Director, Chairman of Risk Management Committee and Member of Audit Committee, Nomination, Remuneration, Ethics & Compensation Committee and Review Committee of the Board on Identification of Wilful Defaulters.
5. **Ms. Varsha Purandare**, Non-Executive Independent Director, Chairperson of Customer Service, Marketing Strategy and Digital Banking Committee and Member of Credit, Investment & Raising Capital Committee and Information Technology and Operations Committee.
6. **Mr. Ramanand Mundkur**, Non- Executive Independent Director, Chairman of Stakeholders Relationship Committee and Special Committee of the Board for monitoring and follow up of cases of frauds (SCBF) and Member of Audit Committee, Credit, Investment & Raising Capital Committee and Customer Service,

Marketing Strategy and Digital Banking Committee.

7. **Mr. Sankarshan Basu**, Non- Executive Independent Director, Chairman of Corporate Social Responsibility Committee and Member of Audit Committee of the Board, Risk Management Committee and Special Committee of the Board for monitoring and follow up of cases of Frauds (SCBF).

8. **Mr. Elias George**, Non-Executive Independent Director, Chairman of Human Resources Committee and Member of Credit, Investment & Raising Capital Committee and Information Technology & Operations Committee.

9. **Mr. Krishnan Venkat Subramanian**, Managing Director & CEO, Chairman of Review Committee of the Board on Identification of Wilful Defaulters and Member of Credit, Investment & Raising Capital Committee, Risk Management Committee, Stakeholders Relationship Committee, Customer Service, Marketing Strategy and Digital Banking Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds (SCBF), Information Technology and Operations Committee, Human Resources Committee and Corporate Social Responsibility Committee.

10. **Mr. Harsh Dugar**, Executive Director, Member of Credit, Investment & Raising Capital Committee, Stakeholder Relationship Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds (SCBF) and Corporate Social Responsibility Committee.

11. **Mr. Venkatraman Venkateswaran**, Executive Director & Chief Financial Officer, Member of Customer Service, Marketing Strategy and Digital Banking Committee, Information Technology and Operations Committee and Corporate Social Responsibility Committee.

The Chairman of the Audit Committee, Nomination Remuneration Ethics and Compensation Committee and Stakeholders Relationship Committee were present at the 94<sup>th</sup> AGM. The representatives of Statutory Auditors, Secretarial Auditors were also present for the meeting from their respective locations through VC/OAVM.

The requisite quorum having been present at the AGM, Mr. A P Hota, Chairman of the Bank, declared the meeting to be in order and welcomed the members to the 94<sup>th</sup> AGM of the Bank.

The Chairman informed that the Bank had provided the remote e-voting facility from Tuesday, August 26, 2025 (9:00 a.m. IST) to Thursday, August 28, 2025 (5:00 p.m. IST) to cast the votes electronically on all resolutions set forth in the Notice of the 94<sup>th</sup> AGM. Members who had not cast their votes electronically and who were participating in the AGM had an opportunity to cast their votes during the meeting and 30 minutes after the conclusion of the meeting through the e-voting system provided by NSDL. The Board of Directors had appointed Mr. M. Damodaran (Membership No. F5837, CP No. 5081) or in his absence, Ms. J. Kalaiyarasi (Membership No. A 29861, CP No. 19385) of M/s. M Damodaran & Associates LLP, Practising Company Secretaries, as the scrutinizer to supervise the e-voting process. The result of the E-voting of all resolutions would be announced by the Bank, within the regulatory timeline and would be made available on website of the Bank, websites of stock exchanges of BSE and NSE and on the website of NSDL.

Thereafter, Chairman informed the Members that the Auditors Report on the Financial Statements for the year ended March 31, 2025, and Secretarial Audit Report for the year ended March 31, 2025, did not have any qualifications, reservations, observations or other remarks. Thereafter, the Chairman informed the Members that the Notice convening the 94<sup>th</sup> AGM and Annual Report were circulated to all the Members and all the resolutions for the following 10 (Ten) agenda items as set out in the Notice of Annual General Meeting were taken as read.

Sr. No.	Resolutions	Type of Resolutions
<b>Ordinary Business</b>		
1	To receive, consider and adopt, a. the Audited Financial Statements, including Audited Balance Sheet and Statement of Profit and Loss of the Bank for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and the Auditors thereon. b. the Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Statement of Profit and Loss of the Bank for the Financial Year ended March 31, 2025, and the Report of the Auditors thereon	Ordinary Resolution
2	To consider declaration of final dividend of Rs. 1.20 (60%) per equity share of Rs. 2/- each for the Financial Year ended March 31, 2025	Ordinary Resolution
3	To appoint a director in place of Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank, who retires by rotation and being eligible offered himself for re-appointment	Ordinary Resolution
<b>Special Business</b>		
4	Appointment of Mr. Venkatraman Venkateswaran (DIN: 09227554) as an Executive Director (Key Managerial Personnel - KMP) of the Bank and payment of remuneration	Ordinary Resolution
5	Appointment of M/s. SEP & Associates, Practising Company Secretaries, Kochi as the Secretarial Auditors of the Bank	Ordinary Resolution
6	Re-appointment of Ms. Varsha Purandare (DIN: 05288076) as an Independent Director of the Bank for second term	Special Resolution
7	Raising of funds through issuance of Bonds	Special Resolution
8	Raising of Tier-1 Capital of the Bank through Issuance of Securities	Special Resolution
9	To approve adoption of The Federal Bank Limited Employee Stock Option Scheme 2025	Special Resolution
10	To approve adoption of The Federal Bank Limited Employee Stock Incentive Scheme 2025	Special Resolution

Thereafter, the Chairman addressed the members of the Bank with a brief speech, followed by the speech of Mr. Krishnan Venkat Subramanian, Managing Director & CEO who presented the overall performance of the Bank for the year FY 2025 and other important aspects.

Thereafter, the Chairman opened the Question & Answer (Q&A) forum for the registered speaker shareholders to seek clarification or offer any comments related to the resolutions or any other matter concerning the Bank. The speaker shareholders expressed their views and asked questions. Mr. Krishnan Venkat Subramanian, Managing Director & CEO, responded to the queries raised by speaker shareholders.

Thereafter, Mr. Harsh Dugar, Executive Director of the Bank expressed the vote of thanks.

The Chairman then informed the Members that the e-voting is open for additional 30 (thirty) minutes after the conclusion of the AGM to enable the Members to cast their vote who have not casted their vote yet. The

Chairman then thanked all the shareholders for attending the 94th AGM of the Bank and declared the meeting as concluded.

282 numbers of shareholders were present in the AGM through VC/ OAVM out of which 6 shareholders had raised queries / given comments during the AGM.

The Meeting concluded at 12.55 p.m. (IST) on August 29, 2025.

**Yours faithfully,  
For The Federal Bank Limited**

**Samir P Rajdev  
Company Secretary**

Date: 29/08/2025  
Place: Aluva