



YOUR PERFECT BANKING PARTNER

THE FEDERAL BANK LIMITED

CIN: L65191KL1931PLC000368

Federal Towers, P O Box No.103, Aluva, Kerala - 683 101, India.

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NOTICE TO SHAREHOLDERS

Notice is hereby given that Ninety First Annual General Meeting (AGM) of the members of The Federal Bank Limited will be held on Wednesday, July 27, 2022 at 11 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES

1. To receive, consider and adopt
 - a. the Audited Financial Statements, including Audited Balance Sheet and Profit and Loss Account of the Bank for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.
 - b. the Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Profit and Loss Account of the Bank for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon.
2. To declare a final dividend of Rs. 1.80 per equity share of Rs.2/- each for the Financial Year ended March 31, 2022.
3. To appoint a Director in place of Mr. Ashutosh Khajuria (DIN: 05154975), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

4. Appoint and to fix the remuneration of branch auditors in consultation with the Statutory Central Auditors for the purpose.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any modification / amendment thereof and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by Reserve Bank of India, including any statutory modification(s) or re-enactment(s) thereof, the Board of Directors be and is hereby authorized to arrange for the audit of the Bank’s branches for the Financial Year 2022- 23 and to appoint and fix the remuneration of branch auditors in consultation with the Joint Statutory Central Auditors”.

5. To take on record RBI approval for appointment of Mr. C Balagopal (DIN: 00430938) as Part-Time Chairman of the Bank and to approve his remuneration

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made thereunder, Section 10B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Bank, and the approval granted by the Reserve Bank of India ('RBI') vide letter DOR.GOV.No. S1019/08.38.001/2021-22 dated September 09, 2021, members of the Bank be and are hereby take on record the approval received from RBI including the terms of appointment of Mr. C Balagopal (DIN: 00430938) as Part-Time Chairman of the Bank with effect from November 22, 2021 till June 28, 2023 and approve the payment of remuneration to Mr. C Balagopal of Rs. 25,00,000 (Rupees Twenty five lakh only) per annum.”

6. Appointment of Mr. Sankarshan Basu (DIN: 06466594) as an Independent Director of the Bank

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India, Mr. Sankarshan Basu (DIN: 06466594), who was appointed as an Additional Independent Director by the Board of Directors of the Bank, with effect from October 01, 2021, in terms of Section 161(1) of the Act and Articles of Association of the Bank and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby appointed as an Independent Director of the Bank to hold office for a term of five consecutive years with effect from October 01, 2021, not liable to retire by rotation.

7. Appointment of Mr. Ramanand Mundkur (DIN: 03498212) as an Independent Director of the Bank

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India, Mr. Ramanand Mundkur (DIN: 03498212), who was appointed as an Additional Independent Director by the Board of Directors of the Bank, with effect from October 01, 2021, in terms of Section 161(1) of the Act and Articles of Association of the Bank and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby appointed as an Independent Director of the Bank to hold office for a term of five consecutive years with effect from October 01, 2021, not liable to retire by rotation.

8. Re-appointment of Mr. Shyam Srinivasan (DIN: 02274773) as Managing Director & Chief Executive Officer of the Bank.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Section 10B, 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India (‘RBI’) and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Bank and the approval granted by the RBI vide letter DOR.GOV.No. S289/08.38.001/2021-22 dated July 09, 2021, Mr. Shyam Srinivasan (DIN: 02274773) be and is hereby re-appointed as Managing Director & Chief Executive Officer of the Bank, for a period of three years with effect from September 23, 2021 to September 22, 2024 on such remuneration, terms and conditions as detailed in the explanatory statement to this notice.

9. Re-appointment of Mr. Ashutosh Khajuria (DIN: 05154975) as Executive Director of the Bank and Payment of Remuneration, Performance Linked Incentive & Stock Options

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Section 10A, 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India (‘RBI’) and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Bank and the approval granted by the RBI vide its letter no. DoR.GOV.No.S441 /08.38.001/2022-23

dated April 21, 2022, Mr. Ashutosh Khajuria (DIN: 05154975) be and is hereby re-appointed as an Executive Director of the Bank for the period from May 01, 2022 to April 30, 2023.

“RESOLVED FURTHER THAT pursuant to the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949, as amended, and the guidelines and circulars issued by the RBI, from time to time, the applicable provisions, if any, of the Act and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee and the Board of Directors of the Bank, approval of the Members of the Bank, be and is hereby accorded for the payment of remuneration by way of salary, allowances and perquisites to Mr. Ashutosh Khajuria (DIN: 05154975), as the Executive Director of the Bank, for the period FY 2021-22 (effective from April 01, 2021 till April 30, 2022) and FY 2022-23 (effective from May 01, 2022 till April 30, 2023), subject to the approval of the RBI, as set out in the explanatory statement to the resolution as per item no. 09 of the notice of the Annual General Meeting and which is specifically approved and sanctioned with authority to the Board/ Nomination, Remuneration, Ethics and Compensation Committee to alter and vary the terms and conditions of the said appointment and / or agreement including increments and / or any other components of the remuneration, as may be necessary from time to time, in view of any approvals and conditions as may be given / stipulated by the RBI or any other statutory authority, (including authority, from time to time to determine the amount of salary as also the type and amount of perquisites and other benefits payable to Mr. Ashutosh Khajuria), without seeking further approval of members, in such manner as may be decided by the Board.

“RESOLVED FURTHER THAT in terms of Section 35B, other applicable provisions of the Banking Regulation Act, 1949 and applicable provisions of the Companies Act, 2013 and as per the approval granted by the RBI vide its letter no DOR.GOV.No. S2123/08.38.001/2021- 22 dated November 09, 2021, the payment of performance linked incentives of Rs. 13,00,000/- (Rupees Thirteen Lakh only) and stock options worth Rs. 38,74,488 (Rupees Thirty Eight Lakh Seventy Four Thousand and Four Hundred Eighty Eight only) to Mr. Ashutosh Khajuria for the performance period 2020-21 be and is hereby approved.”

10. Payment of Remuneration, Performance Linked Incentive and Stock Options to Ms. Shalini Warriar (DIN:08257526), Executive Director of the Bank

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED FURTHER THAT in terms of Section 35B, other applicable provisions of the Banking Regulation Act, 1949 and applicable provisions of the Companies Act, 2013 and as per the approval granted by the RBI vide its letter no DOR.GOV.No. S2123/08.38.001/2021- 22 dated November 09, 2021, the payment of performance linked incentives of Rs. 13,00,000/- (Rupees Thirteen lakh only) and stock options worth Rs. 38,74,488 (Rupees Thirty Eight Lakh Seventy Four Thousand and Four Hundred Eighty Eight only) to Ms. Shalini Warriar (DIN:08257526), Executive Director for the performance period 2020-21 be and is hereby approved.”

“RESOLVED FURTHER THAT pursuant to the relevant provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949, as amended, and the guidelines and circulars issued by the RBI, from time to time, the applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee and the Board of Directors of

the Bank, approval of the Members of the Bank, be and is hereby accorded for the payment of remuneration by way of salary, allowances and perquisites to Ms. Shalini Warriar (DIN:08257526) as the Executive Director of the Bank, for the period FY 2021-22 (effective from April 01, 2021 till March 31, 2022) subject to the approval of the RBI, as set out in the explanatory statement to the resolution as per item no. 10 of the notice of the Annual General Meeting and which is specifically approved and sanctioned with authority to the Board/ Nomination, Remuneration, Ethics and Compensation Committee to alter and vary the terms and conditions of the said appointment and / or agreement including increments and / or any other components of the remuneration, as may be necessary from time to time, in view of any approvals and conditions as may be given / stipulated by the RBI or any other statutory authority, (including authority, from time to time to determine the amount of salary as also the type and amount of perquisites and other benefits payable to Ms. Shalini Warriar), without seeking further approval of members, in such manner as may be decided by the Board.

11. Raising of Funds through Issuance of Bonds

To consider and, if thought fit, to pass the following Resolution, with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 42 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Operational Circular for issue and listing of Non- Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, as amended and updated from time to time and other applicable laws, rules and regulations, if any, the provisions of the Memorandum and Articles of Association of the Bank and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank for borrowing/ raising in Indian currency or any other permitted foreign currency by way of issue debt instruments including but not limited to Additional Tier I bonds (AT1 bonds), Tier II bonds, long term bonds to be issued for financing Infrastructure and Affordable housing loans, Masala Bonds, bonds issued for Environmental Social Governance funding (ESG bonds) such as Green Bonds, Blue Bonds or other such debt securities as may be permitted by RBI from time to time towards the stated purpose, up to ₹8,000 crore (Rupees Eight Thousand crore only) in domestic market and/or overseas market, under one or more shelf disclosure document and/or under one or more letter of offers as may be issued by the Bank and in one or more tranches, on a private placement basis within the overall borrowing limits of the Bank approved by way of special resolution under the provisions of Section 180(1) of the Companies Act 2013, on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc. as may be approved by the Board of Directors of the Bank, from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to execute all such agreements, documents, instruments and writings, to settle, questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem appropriate and to do all such acts, deeds, matters and things as may be required to give effect to this resolution”.

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Board of Directors of the Bank or any one or more of the Directors or Executives of the Bank or any Committee of the Executives of the Bank, for giving effect to this resolution”.

12. Raising of Tier I Capital of the Bank through Issuance of Securities

To consider and, if thought fit, to pass the following Resolution, with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the “Act”), the Banking Regulation Act, 1949, as amended, the Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and amended from time to time, the Master Directions – Issue and Pricing of Shares by Private Sector Banks, Directions, 2016, the Master Directions – Ownership in Private Sector Banks, Directions, 2016, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India (the “RBI”), the Registrar of Companies, Kerala, the stock exchanges where the equity shares of The Federal Bank Limited (the “Bank”) are listed, the Securities and Exchange Board of India (the “SEBI”) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and in accordance with the provisions of the Memorandum and Articles of Association of the Bank and subject to approvals, consents, permissions and sanctions as might be required from various regulatory authorities (including those noted above) and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Bank (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the shareholders of the Bank, be and is hereby accorded to the Board to create, offer, issue and allot (including with the reservation on firm allotment and/or competitive basis of such part of the issue and for such categories of persons as may be permitted by law then applicable) from time to time in one or more tranches, with or without green shoe option, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a rights issue to the existing members of the Bank (whether resident or non-resident), public issue, preferential issue, qualified institutions placement (“QIP”), private placement/ private placement in public equity or a combination thereof of equity shares of Rs 2/- each (the “Equity Shares”) or through an issuance of Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into

Equity Shares with or without detachable or non-detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “Securities”) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, Qualified Institutional Buyers as defined under the ICDR Regulations (“QIBs”), foreign investors, Foreign Institutional Investors (“FIIs”), Foreign Portfolio Investors (“FPIs”), Foreign Corporate Bodies (FCBs)/Companies/Mutual Funds/Pension Funds/Venture Capital Funds/Banks, to all or any other category of investors who are authorized to invest in the Securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Bank (collectively the “Investors”), through one or more prospectus and/or letter of offer or circular or placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for an amount not exceeding in the aggregate ₹ 4,000 crore (Rupees Four Thousand Crore only) or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium and green shoe option attached thereto, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Bank, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/ or in respect of different Securities, deciding of other terms and condition like number of securities to be issued, face value, number of equity shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law.”

“RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the ICDR Regulations):

- i. The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board, shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations;
- ii. The Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Bank in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- iii. In the event Equity Shares are issued, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of Companies

Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares; in the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue or the date on which the holders of such convertible securities become entitled to apply for the equity shares;

- iv. Any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion, issue Equity Shares at a discount of not more than five percent on the price so calculated or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- v. The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations.
- vi. The total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not exceed five times the net worth of the Bank as per the audited Balance Sheet of the previous Financial Year."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014 (the "2014 Scheme"), the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment(s) thereof)."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the pricing of the Securities and the relevant date, if any, shall be determined in accordance with the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 issued by the Ministry of Finance and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment(s) thereof)."

"RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Bank is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

(b) in the event of the Bank making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing members;

(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts as permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with Merchant Bankers, Lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements, including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement, and filing of such documents (in draft or final

form) with any Indian or foreign regulatory authority or stock exchanges, including RBI and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Bank to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT,

- i. The offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable Guidelines, Notifications, Rules and Regulations;
- ii. The Equity Shares to be issued by the Bank as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Bank;
- iii. The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue (within the limit approved by the shareholders), as it may deem expedient;
- iv. The Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any its powers herein conferred by this resolution to any Committee of Director or, subject to applicable law, any Director(s) or any one or more executives of the Bank to give effect to the above resolutions.”

13. Amendments in Memorandum of Association (MOA) of the Bank

To consider and, if thought fit, to pass the following Resolution, with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, read with applicable Rules and Regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Banking Regulation Act, 1949, Banking Laws (Amendment) Act, 2012, guidelines of Reserve Bank of India (“RBI”) and the approval granted by the RBI and the approval of Registrar of Companies (ROC), if any, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorized Committee or individual Director) be and is hereby authorized to accept such terms, conditions, stipulations, alterations, amendments or modifications as it may deem fit and consent of the Members, be and is hereby accorded to the alteration of the Bank’s Memorandum of Association in the manner and to the extent hereinafter provided:

To replace the wordings of sub-clause “r” in Point 3, clause B under heading **“OBJECTS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3.A ARE:”**, to read as shown below:

To join, float, establish, promote, acquire or procure incorporation, formation or setting up of concerns and undertakings whether as subsidiary company(ies), joint venture(s), associate(s), partnership(s), limited liability partnership(s), or any other association of persons for the purpose of carrying on the business of leasing, hire purchase, merchant banking, insurance, factoring, executor and trusteeship, stock broking, portfolio management, managing issues, acting as Registrars to Issue and Transfer Agents, housing finance or engaging in any business which is permissible for a Banking Company to undertake under Section (6) of the Banking Regulation Act, 1949 and such other business as can be carried on in unison with one or more of the objects of the Bank, subject to the prior approval conditions stipulated by the Reserve Bank of India.

By Order of the Board of Directors

Sd/-

Samir P Rajdev

Company Secretary

Membership No. A17849

Aluva, June 30, 2022

NOTES

1. Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19”, Circular no. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular nos. 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 & 02/ 2022 dated May 05, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic”, Circulars no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated 13th May, 2022, SEBI/ HO/ DDHS/ P/ CIR/ 2022/ 0063 dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Bank is being held through VC / OAVM. The Registered Office of the Bank shall be deemed to be the venue for the AGM.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item nos. 4 to 13 set above and the relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed to this Notice.
3. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
4. The Bank has availed the services of Central Depository Services (India) Limited (“CDSL”) for conducting the AGM through VC/OAVM and enabling participation of members at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM.
5. The Bank has fixed Wednesday, July 20, 2022 as the 'Cut-off Date' for determining entitlement of members to final dividend for the Financial Year ended March 31, 2022, if approved at the AGM.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Bank of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

7. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before Thursday, August 25, 2022 as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of end of day on Wednesday, July 20, 2022.
 - b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Bank as of end of day on Wednesday, July 20, 2022.
8. The Register of Members of the Bank will remain closed from Thursday, July 21, 2022 to Wednesday, July 27, 2022 (both days inclusive) for the purpose of AGM.
9. The Bank has fixed Wednesday, July 20, 2022 as the ‘Cut-off Date’ to record the entitlement of the shareholders to cast their voting through remote e-voting/ e-voting during the AGM.
10. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
11. The recorded transcript of the AGM will be hosted on the website of the Bank.
12. The Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Bank at <https://www.federalbank.co.in/shareholder-information>.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Bank’s website at <https://www.federalbank.co.in/shareholder-information>.

Members holding equity shares of the Bank in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
14. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Bank’s Registrars and Transfer Agents (RTA), for payment of dividend to Members electronically. The Bank has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their Bank accounts in 'Form ISR – 1' along with the original cancelled cheque bearing the name of the Member to RTA/ Bank to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Saturday, July 23, 2022, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to RTA, having address at Integrated Registry Management Services Private Limited (II Floor Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600017, Ph – 044-28140801, E-mail – csdstd@integratedindia.in), before Saturday, July 23, 2022 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA having address at Integrated Registry Management Services Private Limited (II Floor Kences Towers, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600017, Ph – 044-28140801, E-mail – csdstd@integratedindia.in), vide Form ISR -1 in case the shares are held by them in physical form. The members may note that the format of ISR -1 is available on the Bank's website at <https://www.federalbank.co.in/shareholder-information>.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote during the AGM.
17. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Bank on or before July 26, 2022 through e-mail on agm@federalbank.co.in. The same will be replied by the Bank suitably.
18. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual Report and Bank's website, <https://www.federalbank.co.in/unclaimed-dividend-warrants>.
19. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Bank for inspection by the Members. The Certificate from the Central Statutory Auditors of the Bank confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Bank's Employee Stock Option Scheme will be available for inspection through electronic mode on the website of the Bank.

20. In compliance with the MCA and SEBI Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2022 are being sent through electronic mode to those Members whose e-mail addresses are registered with the Bank/ Depositories. Members may note that Notice of the AGM and the Annual Report for the Financial Year 2022 will also be available on the Bank's website at www.federalbank.co.in., websites of the Stock Exchanges, i.e., BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and <https://www.nseindia.com/> respectively, and on the website of CDSL at www.evotingindia.com.
21. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. All documents referred to in the notice are open for inspection at the Registered Office of the Bank and electronically on all working days between 10.00 AM and 3.00 PM up to the date of the Annual General Meeting.
23. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:
- Integrated Registry Management Services Private Limited
II Floor Kences Towers, No.1 Ramakrishna Street, North Usman Road,
T Nagar, Chennai – 600017, Ph – 044-28140801,
E-mail – csdstd@integratedindia.in
- If the shares are held in electronic form, then change of address and change in the bank accounts etc., should be furnished to their respective Depository Participants.
24. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Bank is required to deduct tax at source on dividend paid to the Members at the prescribed rates. The Members of the Bank are requested to kindly go through the important communication of the Bank with respect to deduction of tax at source on dividend which is available on the Bank's website at <https://www.federalbank.co.in/shareholder-information>.
25. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, SS-2 issued by the ICSI and Regulation 44 of the Listing Regulations read with the MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

26. Voting through Electronic Means

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), SEBI and MCA Circulars in this regard the Bank is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- b. The remote e-voting period commences on Sunday, July 24, 2022 (9:00 a.m. IST) and ends on Tuesday, July 26, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on July 20, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing, July 24, 2022 to July 26, 2022 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- c. The Members who have cast their vote by remote e-voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
- d. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the cut-off date.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE VIRTUAL AGM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

E- voting facility has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- a) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Bank. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Bank name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online

	<p>for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Bank name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Bank name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- i. The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on “Shareholders” module.
 - iii. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Bank.
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - vi. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Bank/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- b. After entering these details appropriately, click on “SUBMIT” tab.
- c. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- d. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- e. Click on the EVSN for the ‘The Federal Bank Limited’ on which you choose to vote.
- f. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- g. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- h. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- i. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- j. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- k. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- l. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are mandatorily required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to sivarkn@sepmail.in with a copy marked to helpdesk.evoting@cdslindia.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of the Bank will be displayed after successful login as per the instructions mentioned above for e-voting.
- c. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at agm@federalbank.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at agm@federalbank.co.in. These queries will be replied to by the Bank suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- g. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- h. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- i. If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

27. Other instructions

- a. The Board of Directors of the Bank has approved the appointment of CS Puzhankara Sivakumar (Membership No. FCS 3050), Managing Partner of SEP & Associates, Practicing Company Secretaries, Kochi or in his absence CS E P Madhusudhanan, Partner of M/s SEP & Associates, Company Secretaries, Kochi or in his absence CS Anju Panicker, Partner of M/s SEP & Associates, Kochi as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
- b. The Scrutiniser shall, immediately after the conclusion of the e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Bank and provide, not later than forty eight (48) hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- c. The result of voting declared along with the Scrutiniser's Report shall be placed on the Bank's website at www.federalbank.co.in and on the website of CDSL at www.evotingindia.com immediately after the submission with the Stock Exchanges, where the shares of the Bank are listed. Subject to receipt of the

requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e., Wednesday July 27, 2022.

- d. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their Members in electronic mode. To support this green initiative and to receive communications from the Bank in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Bank and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Bank's website at www.federalbank.co.in. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

- e. All correspondence relating to shares and dividend should be addressed to the Bank's Registrars and Transfer Agents, viz: Integrated Registry Management Services Private Limited., 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017. Phone No: (044) 28140801, 28140802, Fax: 28142479, e-mail: csdstd@integratedindia.in

By Order of the Board of Directors
Sd/-
Samir P Rajdev
Company Secretary
Membership No. A17849

Aluva, June 30, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), set out all material facts relating to the business proposed to be transacted under Item Nos. 4 to 13 of the accompanying Notice dated June 30, 2022.

Item no.4

In accordance with the provisions of Section 139 and Section 143(8) of the Companies Act, 2013, RBI and other regulatory requirements, the shareholders of the Bank may authorize its Board of Directors to appoint branch auditors in consultation with the Bank's Joint Statutory Central Auditors.

The Board of Directors recommends the resolution in relation to appointment and to fix the remuneration of branch auditors as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item no. 5

Mr. C Balagopal (DIN- 00430938) was re-appointed as an Independent Director of the Bank, for a period of five (5) years with effect from August 11, 2019 or till the date of his retirement whichever is earlier.

The Board on June 11, 2021 had appointed Mr. C Balagopal as Part-Time Chairman of the Bank, w.e.f. November 22, 2021 till his tenure as a Director on the Board of the Bank i.e. June 28, 2023 subject to the approval from Reserve Bank of India. The Board of Directors vide Circular Resolution CR/Board/12/2021-22 dated July 28, 2021 recommended the remuneration payable to Mr. C Balagopal as Rs.25,00,000/- (Rupees Twenty Five Lakh only) per annum in addition to payment of sitting fees for attending Board/Committees meetings. Reserve Bank of India vide its letter DOR.GOV.No. S1019/08.38.001/2021-22 dated September 01, 2021 approved the appointment and remuneration/ terms and conditions of appointment of Mr. C Balagopal as Part time Chairman of the Bank effective from November 22, 2021 till June 28, 2023.

The Board of Directors recommends the resolution to take on record the approval received from RBI including the terms of appointment of Mr. C Balagopal (DIN: 00430938) as Part-Time Chairman of the Bank with effect from November 22, 2021 till June 28, 2023 and recommends the payment of remuneration to Mr. C Balagopal of Rs. 25,00,000/- per annum (Rupees Twenty Five Lakh only) as set out in item No. 5 for approval of the Members by way of an Ordinary Resolution.

Except Mr. C Balagopal or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item no. 6

Mr. Sankarshan Basu (DIN: 06466594), who has been appointed as an Additional Director (Independent) of the Bank w.e.f. October 01, 2021 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), holds office up to the date of this Annual General Meeting (AGM) of the Bank or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment. In terms of Section 160 of the Act, the Bank has received a notice in writing from a Member signifying intention to propose the candidature of Mr. Sankarshan Basu for the office of Director. Mr. Sankarshan Basu has furnished consent/declarations for his appointment as required under the Act and the Rules there under.

The Nomination, Remuneration, Ethics and Compensation Committee had assessed the profile of Mr. Sankarshan Basu and having found him to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks and basis of the report of performance evaluation, recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Bank, basis the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee, and after review of the profile of Mr. Sankarshan Basu and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Sankarshan Basu meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his expertise and vast knowledge in the field of Banking, Economics, Finance, Management, Treasury Operations, Risk Management and Co-operation, it would be in the interest of the Bank that Mr. Sankarshan Basu is appointed as an Independent Director on the Board of the Bank.

Mr. Sankarshan Basu's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sankarshan Basu having the requisite experience/ expertise required under Section 10 A (2) of the Banking Regulation Act, 1949.

Additional information in respect of Mr. Sankarshan Basu, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) are given at Annexure A to this Notice. Brief profile of Mr. Sankarshan Basu is given at Annexure B to this Notice.

The Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to the appointment of Mr. Sankarshan Basu as Non-Executive Independent Director of the Bank as set out in Item No. 6 for approval of the Members by way of an Special Resolution.

Except Mr. Sankarshan Basu, none of the Directors and Key Managerial Personnel of the Bank and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item no. 7

Mr. Ramanand Mundkur (DIN: 03498212), who has been appointed as an Additional Director (Independent) of the Bank w.e.f. October 01, 2021 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), holds office up to the date of this Annual General Meeting (AGM) of the Bank or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment. In terms of Section 160 of the Act, the Bank has received a notice in writing from a Member signifying intention to propose the candidature of Mr. Ramanand Mundkur for the office of Director. Mr. Ramanand Mundkur has furnished consent/declarations for his appointment as required under the Act and the Rules there under.

The Nomination, Remuneration, Ethics and Compensation Committee had assessed the profile of Mr. Ramanand Mundkur and having found him to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks and basis of the report of performance evaluation, recommended his appointment to the Board of Directors. In terms of

Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Bank, basis the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee, and after review of the profile of Mr. Ramanand Mundkur, and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Ramanand Mundkur, meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his expertise and vast knowledge in the field of Economics, Finance, Law, Governance, Compliance, Investment Banking and Management, it would be in the interest of the Bank that Mr. Ramanand Mundkur is appointed as an Independent Director on the Board of the Bank.

Mr. Ramanand Mundkur's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Ramanand Mundkur having the requisite experience/ expertise required under Section 10 A (2) of the Banking Regulation Act, 1949.

Additional information in respect of Mr. Ramanand Mundkur, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) are given at Annexure A to this Notice. Brief profile of Mr. Ramanand Mundkur is given at Annexure B to this Notice.

The Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to the appointment of Mr. Ramanand Mundkur as Non-Executive Independent Director of the Bank as set out in Item No. 7 for approval of the Members by way of an Special Resolution.

Except Mr. Ramanand Mundkur, none of the Directors and Key Managerial Personnel of the Bank and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Item no.8

Mr. Shyam Srinivasan (DIN: 02274773) has been serving as the Managing Director & CEO ('MD & CEO') of the Bank since September 23, 2010, in accordance with the provisions of the Articles of Association ('AOA') of the Bank, recommendation of Nomination, Remuneration, Ethics and Compensation Committee and with the approval of the Board of Directors, Members of the Bank and the Reserve Bank of India ('RBI'). His current tenure as MD & CEO of the Bank as approved by Members of the Bank and the RBI was valid upto September 22, 2021.

Despite covid-related challenges, under his leadership, Federal Bank has achieved much-needed stability and sustainability in its financial performance. Considering, the leadership and strategic direction provided by Mr. Shyam Srinivasan in driving the growth, profitability and the overall performance of the Bank, the Board of Directors at their meeting held on February 16, 2021 based on the provisions of the AOA and recommendation of Nomination, Remuneration, Ethics and Compensation Committee, had approved the re-appointment including terms of re-appointment as MD & CEO with effect from September 23, 2021 being the day after the expiry of the present term for a period of three (3) years which will be subject to receipt of approval from RBI and the Members of the Bank.

RBI vide letter DOR.GOV.No. S289/08.38.001/2021-22 dated July 09, 2021 had granted approval for re-appointment of Mr. Shyam Srinivasan as MD & CEO of the Bank for a period of three years with effect from September 23, 2021 till September 22, 2024. Further, RBI vide its letter

DOR.GOV.No. S2123/08.38.001/2021-22 dated November 09, 2021 had approved the Fixed Pay (including perquisites) of Mr. Shyam Srinivasan effective from September 23, 2021 as stated below.

Particulars		Remuneration (per annum) In Rs.
PART A		
Fixed Pay (including perquisites)		
1	Salary	2,25,00,000
2	Dearness allowance	-
3	Retiral/Superannuation benefits:	
	a. Provident Fund	22,50,000
	b. Gratuity	18,75,000
	c. Pension	-
4	Leave Fare Concession	8,00,000
5	Leave Encashment	18,75,000
6	Perquisites:	
	i. Free Furnished House and its maintenance/House Rent Allowance	23,50,000
	ii. Conveyance Allowance/Free use of bank's car for	
	a. Official purposes	28,800
	b. Private purposes	-
	iii. Driver(s)' salary	10,800
	iv. Club Membership(s)	31,800
	v. Reimbursement of medical expenses	-
	vi. Servant Wages	3,00,000
	vii. Insurance Premium	2,250
Total Fixed pay (including perquisites)		3,20,23,650

Further, MD & CEO's re-appointment is in terms of the Articles of Association of the Bank, and in compliance with the provisions of Section 10B, in particular, on account of Mr. Shyam Srinivasan having the requisite experience/expertise required under Section 10B and other applicable provisions of the Banking Regulation Act, 1949.

Accordingly, approval of the members is requested for re-appointment of Mr. Shyam Srinivasan as MD & CEO of the Bank for a period of three years w.e.f. September 23, 2021 till September 22, 2024 as per the aforesaid terms.

Additional information in respect of Mr. Shyam Srinivasan, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Shyam Srinivasan is given at Annexure B to this Notice.

The Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to the re-appointment of Mr. Shyam Srinivasan as MD & CEO of the Bank as set out in item No. 08 for approval of the Members by way of an Ordinary Resolution.

Except Mr. Shyam Srinivasan or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 08.

Item no. 9

Mr. Ashutosh Khajuria (DIN: 05154975) was re-appointed as the Executive Director of the Bank for a period with effect from April 01, 2021 till April 30, 2022. The current term of Mr. Khajuria as the Executive Director expired on April 30, 2022. Based on the recommendation of Nomination, Remuneration, Ethics and Compensation Committee, the Board of Directors of the Bank at its meeting held on December 20, 2021 had approved the proposal for re-appointment of Mr. Ashutosh Khajuria as Executive Director of the Bank for a period of one year up to April 30, 2023, from the end of his current tenure on April 30, 2022 based on revised terms and conditions/ compensation, subject to the approval of Reserve Bank of India and Members of the Bank. Reserve Bank of India vide its letter no. DoR.GOV.No.S441 /08.38.001/2022-23 dated April 21, 2022, approved the proposal for re-appointment of Mr. Ashutosh Khajuria as Executive Director for a further period of one year with effect from May 01, 2022 till April 30, 2023.

Pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee, the Board at its meeting held on May 06, 2022, considered and approved the revision in the remuneration by way of salary, allowance and perquisites payable to Mr. Ashutosh Khajuria, Executive Director for the period FY 2021-22 effective from April 01, 2021 till April 30, 2022, subject to the approval of the RBI and the Members of the Bank.

The RBI approval for the revised Remuneration/Terms and Conditions as set out below of Mr. Ashutosh Khajuria, Executive Director of the Bank for the period FY 2021-22 (effective from April 01, 2021 till April 30, 2022) and FY 2022-23 (effective from May 01, 2022 till April 30, 2023) are awaited.

	Particulars	Remuneration (per annum) In Rs.	
		2021-22	2022-23
	Fixed Pay (including perquisites) - for the Performance Period		
1	Basic Salary	26,00,000	28,00,000
2	Personal Fixed Pay	54,00,000	57,60,000
3	Dearness allowance	-	-
4	Retiral/Superannuation benefits		
	(a) Provident Fund	2,60,000	2,80,000
	(b) Gratuity	2,16,667	2,33,333
	(c) Pension	-	-
	(d)	-	-
5	Leave Fare Concession/ Allowance /	4,00,000	4,00,000
6	Other fixed allowances, if any (please specify)- Leave Encashment	6,66,667	7,13,333
	Consolidated allowance, if any, to be given with details of heads it subsumes		
	Perquisites:		
7	Free Furnished House and its maintenance/House Rent Allowance	24,00,000	24,00,000
8	Conveyance Allowance/Free use of bank's car for		
	(a) Official purposes	5,00,000	5,00,000
	(b) Private purposes		
9	Driver(s)' salary	4,00,000	4,00,000
10	Club Membership(s)	-	-
11	Reimbursement of medical expenses	-	-
12	Any other perquisites (please specify)	-	-
	Total Fixed Pay (including perquisites)	1,28,43,334	1,34,86,666

Variable Pay including Stock Options may be decided by the Nomination, Remuneration, Ethics and Compensation Committee / Board, subject to approval from Reserve Bank of India.

The Board of Directors of the Bank had in its meeting dated June 16, 2021, approved the payment of performance linked incentives of Rs. 13,00,000/- (Rupees Thirteen lakh only) and stock options worth Rs. 38,74,488/- (Rupees Thirty Eight Lakh Seventy Four Thousand and Four Hundred Eighty Eight only) to Mr. Ashutosh Khajuria, Executive Director for the performance period 2020-21 for which approval from Reserve Bank of India was received vide its letter DOR.GOV.No. S2123/08.38.001/2021-22 dated November 09, 2021.

Accordingly, approval of the members is requested for re-appointment of Mr. Ashutosh Khajuria as Executive Director of the Bank with effect from May 01, 2022 till April 30, 2023, payment of remuneration including Terms and Conditions for the period FY 2021-22 (effective from April 01, 2021 till April 30, 2022) and FY 2022-23 (effective from May 01, 2022 till April 30, 2023) as detailed above and for payment of Performance Linked Incentive and Stock Options.

Additional information in respect of Mr. Ashutosh Khajuria, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Ashutosh Khajuria is given at Annexure B to this Notice.

The Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommend the resolution in relation to the re-appointment of Mr. Ashutosh Khajuria as Executive Director of the Bank and for payment of Remuneration, Performance Linked Incentive and Stock Options as set out in Item No. 09 for approval of the Members by way of an Ordinary Resolution.

Except Mr. Ashutosh Khajuria or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 09.

Item no. 10

The Board of Directors of the Bank had in its meeting dated June 16, 2021, approved the payment of performance linked incentives of Rs. 13,00,000/- (Rupees Thirteen lakh only) and stock options worth Rs. 38,74,488 (Rupees Thirty Eight Lakh Seventy Four Thousand and Four Hundred Eighty Eight only) to Ms. Shalini Warriar, Executive Director for the performance period 2020-21 for which approval from Reserve Bank of India was received vide its letter DOR.GOV.No. S2123/08.38.001/2021-22 dated November 09, 2021.

Pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee, the Board at its meeting held on May 06, 2022, considered and approved the revision in the remuneration by way of salary, allowance and perquisites payable to Ms. Shalini Warriar, Executive Director subject to the approval of the RBI and the Members of the Bank for the period FY 2021-22 (effective from April 01, 2021 till March 31, 2022).

The RBI approval for the revised Remuneration/Terms and Conditions as set out below of Ms. Shalini Warriar, Executive Director of the Bank for the period FY 2021-22 (effective from April 01, 2021 till March 31, 2022) is awaited.

	Particulars	Remuneration (per annum) In Rs.
	Fixed Pay (including perquisites) - for the Performance Period	2021-22
1	Basic Salary	28,00,000
2	Personal Fixed Pay	58,00,000
3	Dearness allowance	-
4	Retiral/Superannuation benefits	
	(a) Provident Fund	2,80,000
	(b) Gratuity	2,33,333
	(c) Pension	-
	(d)	-
5	Leave Fare Concession/ Allowance /	4,00,000
6	Other fixed allowances, if any (please specify)- Leave Encashment	7,16,667
	Consolidated allowance, if any, to be given with details of heads it subsumes	
	Perquisites:	
7	Free Furnished House and its maintenance/House Rent Allowance	9,00,000
8	Conveyance Allowance/Free use of bank's car for	
	(a) Official purposes	5,00,000
	(b) Private purposes	-
9	Driver(s)' salary	4,00,000
10	Club Membership(s)	-
11	Reimbursement of medical expenses	-
12	Any other perquisites (please specify)	-
	Total Fixed Pay (including perquisites)	1,20,30,000

Variable Pay including Stock Options may be decided by the Nomination, Remuneration, Ethics and Compensation Committee / Board, subject to approval from Reserve Bank of India.

Accordingly, approval of the members by way of an Ordinary Resolution is requested for payment of Remuneration, Performance Linked Incentive and Stock Options to Ms. Shalini Warriar.

Except Ms. Shalini Warriar or her relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

Item no. 11

The Bank has been borrowing funds to meet the business requirements within the limits approved by the shareholders by way of issuance of debt securities (bonds) as permitted by Reserve Bank of India ("RBI") and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, and other applicable laws, from time to time.

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a Special Resolution, for each of the offers or invitations/subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the shareholder passes a Special Resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Accordingly, the Bank had obtained the approval of Members at the last AGM held on July 09, 2021 for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto Rs. 8,000 Crore (Rupees Eight Thousand Crore Only), in one or more tranches. The current approval of Members is valid till July 08, 2022.

In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the fresh approval of Members in place. Subject to such approval, the Board of the Bank can offer or invite for nonconvertible debentures, where the proposed amount to be raised through such offer or invitation does not exceed the limit as specified in the Act. Accordingly, the Board of Directors in its meeting dated June 30, 2022 after assessing its fund requirements, has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds by issue of debt securities including but not limited to Additional Tier I bonds (AT1 bonds), Tier II bonds, long term bonds to be issued for financing Infrastructure and Affordable housing loans, Masala Bonds, bonds issued for Environmental Social Governance funding (ESG bonds) such as Green Bonds, Blue Bonds or other such debt securities as may be permitted by RBI from time to time towards the stated purpose, upto Rs.8000 Crore (Rupees Eight Thousand Crore only), in one or more tranches and under one or more shelf disclosure documents and/or one or more letters of offer, in domestic market and/or overseas market, as per the structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. This would form part of the overall borrowing limits as may be approved by the Members under Section 180(1) of the Companies Act, 2013.

The pricing of the NCDs / Additional Tier I bonds (AT1 bonds), Tier II bonds/ Long Term Bonds (Infrastructure & Affordable Housing)/ Masala Bonds/ bonds issued for Environmental Social Governance funding (ESG bonds) such as Green Bonds, Blue Bonds or other such debt securities etc. would be in accordance with the applicable statutory guidelines, for cash, either at par or premium or at a discount to face value depending upon the prevailing market conditions.

The Board of Directors recommends the resolution in relation to Raising of Funds through Issuance of Bonds as set out in item No. 11 for approval of the Members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11.

Item no. 12

To maintain strong capital adequacy and ensure unhindered growth despite the challenging macroeconomic scenario, Bank proposes to raise additional capital aggregating up to Rs 4,000/- Crore (Rupees Four Thousand Crore only) or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium, by way of placement of Securities or a combination thereof to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and/ or private placement in international markets through ADRs/ GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Further Public Offer ("FPO") or rights issue or any other methods. The issue of securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, to, as applicable, the ICDR Regulations, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, and other applicable guidelines, notifications, rules and regulations, each as amended.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Bank.

Basis or Justification of Price: The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a Qualified Institutions Placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the ICDR Regulations. The Bank may, in accordance with applicable law, offer a discount of not more than 5% on the price so calculated or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount as may be permitted under applicable law. The "Relevant Date" for this purpose in case of allotment of Equity Shares, will be the date when the Board or the Committee of the Board decides to open the Qualified Institutions Placement for subscription or, in case of convertible securities, the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

The Equity Shares allotted would be listed on one or more stock exchanges in India and in case of ADR/GDR, internationally. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

Section 62(1) (a) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing members of such company in the manner laid down therein unless the members by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice of Annual General Meeting may result in the issue of Equity Shares of the Bank to persons other than existing members of the Bank, consent of the members, by way of a Special Resolution, is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities or a combination thereof to the investors who may or may not be the existing members of the Bank.

The Board of Directors recommends the resolution as set out in Item No. 12 for approval of the Members by way of a Special Resolution.

The Directors, Key Managerial Personnel of the Bank and their respective relatives may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item No. 12.

Item no. 13

The Board of the Bank had in its meeting dated 19.06.2020 approved certain amendments required in the extant MOA of the Bank. One of the clauses was point 3(B) (r):

Original Version of Clause 3 (B) (r):

To establish, float, promote, or set up one or more subsidiary companies, of the Bank for the purpose of carrying on the business of leasing, hire purchase, merchant banking, factoring, executor and trusteeship stock broking, portfolio management, managing issues, acting as Registrars to Issue and Transfer Agents, housing finance or undertaking of any business which, under section (6) of the Banking regulation Act, 1949, is permissible for a Banking Company to undertake and such other business as can be carried on in unison with one or more of objects of the Bank.

Amended Version of Clause 3 (B) (r):

To join, float, establish, promote, acquire or procure incorporation, formation or setting up of concerns and undertakings whether as subsidiary company(ies), joint venture(s), associate(s), partnership(s), limited liability partnership(s), or any other association of persons for the purpose of carrying on the business of leasing, hire purchase, merchant banking, insurance, factoring, executor and trusteeship, stock broking, portfolio management, managing issues, acting as Registrars to Issue and Transfer Agents, housing finance or engaging in any business which is permissible for a Banking Company to undertake and such other business as can be carried on in unison with one or more of the objects of the Bank.

The amendments, including clause 3 (B) (r) were also approved in the 89th Annual General Meeting by shareholders and MOA was accordingly amended. However, RBI subsequently suggested following edits in clause 3 (B) (r):

To join, float, establish, promote, acquire or procure incorporation, formation or setting up of concerns and undertakings whether as subsidiary company(ies), joint venture(s), associate(s), partnership(s), limited liability partnership(s), or any other association of persons for the purpose of carrying on the business of leasing, hire purchase, merchant banking, insurance, factoring, executor and trusteeship, stock broking, portfolio management, managing issues, acting as Registrars to Issue and Transfer Agents, housing finance or engaging in any business which is permissible for a Banking Company to undertake ***under Section (6) of the Banking Regulation Act, 1949*** and such other business as can be carried on in unison with one or more of the objects of the Bank, ***subject to the prior approval conditions stipulated by the Reserve Bank of India.***

The Board of the Bank had in its meeting dated June 30, 2022 approved the aforesaid amendments suggested by RBI in sub - Clause "r" of Clause "3 (B)". Accordingly, the existing sub - Clause "r" of Clause "3 (B)" is proposed to be amended to cover these amendments as suggested by RBI.

The Board of Directors recommends the resolutions as set out at Item No 13 of this notice in relation to alteration of Object Clauses of Memorandum of Association of the Bank for approval of the Members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 13.

By Order of the Board of Directors

Sd/-

Samir P Rajdev

Company Secretary

Membership No. A17849

Aluva, June 30, 2022

Annexure A

Details of Directors seeking appointment/re-appointment at the 91st Annual General Meeting to be held on July 27, 2022

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Shyam Srinivasan	Mr. Ashutosh Khajuria	Mr. Sankarshan Basu**	Mr. Ramanand Mundkur**
Date of Birth & Age	02.02.1962 60 years	13.07.1960 61 years	14.06.1972 50 years	02.03.1970 52 years
DIN & Nationality	02274773 Indian	05154975 Indian	06466594 Indian	03498212 Indian
Date of first appointment to the Board	23.09.2010	28.01.2016	01.10.2021	01.10.2021
Qualification(s)	B.E, PGDM (IIM Kolkata)	Graduate in Science and Law Post Graduate in Economics	Ph.D. in Statistics	LL.M. (Harvard Law School) B.A., LLB. (Honors) (NLSIU, Bangalore)
Experience in specific functional areas	He started his career with Lucas-Tvs in 1984 and joined Wipro InfoTech Ltd as Regional Sales Manager in 1988. Before coming to Federal bank he worked with Standard Chartered Bank responsible for the strategy, development and management of the Bank's Consumer Banking	He has been working as President – Treasury in our Bank since 2011. He has over thirty years of banking experience, having worked in SBI, IDBI Bank Ltd., and had handled forex business, international banking, corporate credit etc. there at. He is an expert in treasury operations and has featured	Sankarshan Basu is a professor of quantitative finance and risk management at IIM Bangalore. He has been involved in teaching, research, consulting and academic administration for more than 19 years covering areas in finance, financial markets, financial products, banking, clearing and settlement, risk management	Ramanand Mundkur is a graduate from National Law School of India University having over twenty years of international work experience. He has worked as tax and legal practitioner with the global consulting firm Arthur Andersen till December 1997. Thereafter, he joined United Nations Compensation Commission in

	<p>Business. He was with Standard Chartered Bank's Consumer franchise, Citibank, in areas of Risk, Credit & Treasury Operations, Sales and Customer Service from 1990-2001. He is also a Director in Fedbank Financial Services Ltd and Ageas Federal Life Insurance Company Limited (Formerly called as IDBI Federal Life Insurance Company Ltd)</p>	<p>regularly in various television channel discussions and is also a regular invitee as panelist on various topics in Industry level conferences. He is also a Director in Fedbank Financial Services Ltd.</p>	<p>etc. Mr. Sankarshan Basu has specialisation in statistics and was an Independent Director on the Board of The Clearing Corporation of India Limited, Bilcare Limited, BgSE Properties and Securities Limited</p>	<p>Geneva as a lawyer and assisted the UN Commission in assessing compensation to banks/ companies/ business that suffered losses due to first gulf war and worked with UN Commission until May 2001. Later, he joined International Monetary Fund in Washington DC in 2002 and worked till 2007 before setting up Mundkur Law Partners firm in 2007. Mr. Mundkur specializes in providing legal and business advice for mergers and acquisitions, venture capital and private equity investment, securities regulation and insolvency resolution & winding up of companies.</p>
<p>Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company</p>	<p>Not related to any Director or Key Managerial Personnel of the Bank and their relatives.</p>	<p>Not related to any Director or Key Managerial Personnel of the Bank and their relatives.</p>	<p>Not related to any Director or Key Managerial Personnel of the Bank and their relatives.</p>	<p>Not related to any Director or Key Managerial Personnel of the Bank and their relatives.</p>
<p>Directorship held in other listed Companies</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>

Memberships in the Committees of Board of other listed Companies*	NA	NA	NA	NA
Membership and Chairmanship in the Committees of the Board of the Bank	<p>Chairman</p> <ol style="list-style-type: none"> 1. Special Committee of the Board for monitoring and follow up of cases of Frauds 2. Review Committee of the Board on Non-Cooperative Borrowers and Wilful Defaulters <p>Member</p> <ol style="list-style-type: none"> 1. Credit Committee, Investment & Raising Capital Committee 2 Risk Management Committee 3 Stakeholders Relationship Committee 4 Customer Service, Marketing Strategy and Digital Banking Committee 	<p>Member</p> <ol style="list-style-type: none"> 1. Credit Committee, Investment & Raising Capital Committee 2. Stakeholders Relationship Committee 3. Special Committee of the Board for monitoring and follow up of cases of Frauds 4. Corporate Social Responsibility Committee 	<p>Member</p> <ol style="list-style-type: none"> 1. Credit Committee, Investment & Raising Capital Committee 2. Risk Management Committee 3. Special Committee of the Board for monitoring and follow up of cases of Frauds 4. Corporate Social Responsibility Committee 	<p>Member</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Credit Committee, Investment & Raising Capital Committee 3. Customer Service, Marketing Strategy and Digital Banking Committee 4. Special Committee of the Board for monitoring and follow up of cases of Frauds

	5 Information Technology & Operations Committee 6 Committee for Human Resource Policy 7 Corporate Social Responsibility Committee			
Number of equity shares held in the Bank as on 31.03.2022	7,98,595 equity shares as on March 31, 2022	4,52,000 equity shares as on March 31, 2022	Nil	Nil
Number of meetings of the Board attended during the Financial Year 21-22	19	19	10	10
Terms and conditions of re-appointment along with details of remuneration sought to be paid	He was re-appointed as Managing Director and CEO of the Bank for a period of three years with effect from September 23, 2021 to September 22, 2024 for which RBI has granted approval vide letter DOR.GOV.No. S289/08.38.001/2021-22 dated July 09, 2021.	He was re-appointed as Executive Director from May 01, 2022 till April 30, 2023 for which RBI has granted approval vide letter DoR.GOV.No.S441/08.38.001/2022-23 dated November 09, 2021.	He was appointed by the Board in its meeting dated September 14, 2021, as an Additional Independent Director of the Bank for five years effective from October 1, 2021. He is entitled to receive sitting fees and over and above, the Bank meets the travelling expenses as well as the boarding	He was appointed by the Board in its meeting dated September 14, 2021, as an Additional Independent Director of the Bank for five years effective from October 1, 2021. He is entitled to receive sitting fees and over and above, the Bank meets the travelling expenses as well as the boarding

	The Fixed Pay (including perquisites) as approved by RBI made effective from September 23, 2021 is shown in explanatory statement of item no. 7		and lodging expenses of the Non- Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board and compensation in the form of profit related commission	and lodging expenses of the Non- Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board and compensation in the form of profit related commission
Details of last drawn remuneration	During the Financial Year 2021-22, an aggregate amount of Rs. 294.45 Lakhs was paid towards remuneration.	During the Financial Year 2021-22, an aggregate amount of Rs.151.94 Lakhs was paid towards remuneration	During the Financial Year 2021-22, an aggregate amount of Rs. 17.30 Lakhs was paid towards fee for attending Board/ Committee Meetings	During the Financial Year 2021-22, an aggregate amount of Rs. 22.10 Lakhs was paid towards fee for attending Board/ Committee Meetings

**Chairmanship and membership of the Audit Committee and the Stakeholders' Relationship Committee are only considered.*

*** Mr. Sankarshan Basu and Mr. Ramanand Mundkur were appointed on the Board of the Bank w.e.f October 01, 2021*

Annexure-B

Brief profile of Directors seeking appointment/re-appointment at the 91st Annual General Meeting to be held on July 27, 2022

Mr. Shyam Srinivasan took charge as the Managing Director & CEO of Federal Bank on 23rd September 2010. He joined Federal Bank, equipped with the experience of leading multinational banks in India, Middle East and South East Asia, where he gained significant expertise in retail lending, wealth management and SME banking.

Shyam Srinivasan is an alumnus of the Indian Institute of Management, Calcutta and Regional Engineering College, Tiruchirapally. He has completed a Leadership Development Program from the London Business School and has served on the Global Executive Forum (the top 100 executives) of Standard Chartered Bank from 2004 to 2010.

At Federal Bank, he has been instrumental in implementing various path-breaking initiatives which include : Increasing the presence and visibility of the Bank to a national level; creating an inherent capability within the Bank to reinvent and re-implement processes - especially the customer-critical ones, initiating the Total Quality Management Journey of the Bank, focusing on under-writing quality at every stage right from credit selection, incubating the human resource potential of the Bank and so on. He continues his mission to create a culture of Ethics and Excellence in the Bank, which he so believes in.

He has been conferred the following awards and recognitions in the recent past:

- Business Standard Banker of the Year 2020
- India's top 50 Best Leaders in times of Crises 2021' by the Great Place to Work Institute
- The Greatest Corporate Leaders of India Award given away by the World HRD Congress
- Distinguished Alumnus Award 2017 of IIM Calcutta
- Recipient of Distinguished Alumnus Award of NIT, Trichy

Mr. Ashutosh Khajuria is the Executive Director of Federal Bank. He oversees the functions of Treasury, Credit & Collections, strategic initiatives and establish the ESG journey of the Bank. He is a Graduate in Science from Banaras Hindu University and is a Bachelor in Law as well. He is a Post Graduate in Economics. He joined Federal Bank in June 2011 as President and Head-Treasury and was later entrusted with the additional responsibility of business development in the entire network of branches/offices outside Kerala. He brings with him very rich and varied exposure spanning nearly forty years, having worked in State Bank of India covering the wider gamut of banking functions including Treasury, International Banking, Trade Finance, Corporate Banking and Branch Banking. Prior to joining Federal Bank, he was CGM and Head-Treasury in IDBI Bank. He has a very keen eye on the financial markets and features regularly in panel discussions in FEDAI/FIMMDA conferences and also on various television channels. He is also a Director on the Board of Fedbank Financial Services Ltd, subsidiary of the Bank.

Mr. Sankarshan Basu is an Independent Director of the Bank. Mr. Sankarshan Basu is a Professor in the Finance and Accounting at the Indian Institute of Management Bangalore (IIMB) since 2002. He has been in charge of various administrative roles at IIMB as well. He has completed his BSc. with honours in Statistics from Presidency College, Calcutta, M.Sc. in Statistics from the Indian Institute of Technology, Kanpur, a Ph.D. from the London School of Economics and Poptical Science, UK. Prior to IIMB, he has worked at ICICI Bank Ltd, London School of Economics and Poptical Science and Heriot Watt University, Edinburgh. He is a visiting Professor at University of Twente, Netherlands, Gothenburg University, Sweden, ESCP, Paris, CFVG, Ho Chi Min City and Hanoi, Vietnam and Asian Institute of Technology, Bangkok. He serves on the international selection panel for the selection of Fellows for the German Chancellor Fellow, a fellowship run and administered by the Office the German Chancellor. He is the Director of PRMIA since 2020. He is the founder member and Secretary of the Indian Finance Association (IFA) since 2015. He is the President of the Asia Pacific Risk and Insurance Association (APRIA) for the year 2014 – 2015 and also acts as a consultant to a number of Banks, Financial Institutions as well as multinational agencies. He has published number of top-quality research articles in various journal.

Mr. Ramanand Mundkur is an Independent Director of the Bank. He is the managing partner of Mundkur Law Partners, a corporate law firm based in Bangalore, where he specialises in M&A, venture capital, private equity, and corporate law transactions. He has over twenty-five years of international work experience, having previously worked with the International Monetary Fund in Washington DC, and the United Nations in Geneva, before returning to India and setting up Mundkur Law Partners in 2007. Mr. Mundkur won multiple academic gold medals when graduating from India's leading National Law School of India University, and holds a master's degree from Harvard Law School, where he was a Langdon E. Gammon fellow and a Myer and Etta Dana scholar. He is an arbitrator and visiting faculty at NLSIU, Bangalore. He is qualified to practice law in India and New York.