



THE FEDERAL BANK LIMITED

CIN: L65191KL1931PLC000368

Regd. Office: P.B No: 103, Federal Towers, Aluva, Kerala – 683101, India.

Phone: 0484-2622263

Website: www.federalbank.co.in, **Email Id:** secretarial@federalbank.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs from time to time]

To,
The Members,
The Federal Bank Limited

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 11/2022 dated December 28, 2022 and the latest one being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) read with other relevant circulars, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of The Federal Bank limited (the Bank) for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those

Members whose email address is registered with the Bank / depository participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice.

The remote e-voting period commences from **9.00 A.M. (IST) on Saturday, October 21, 2023, and ends at 5.00 P.M. (IST) on Sunday, November 19, 2023**. Members holding Equity Shares of the Bank on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Sunday, November 19, 2023. The Bank has engaged the services of National Securities Depository Limited for the purpose of providing remote e-voting facility to all its members. In accordance with the MCA Circulars, the Bank has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Bank has appointed Mr. M. Damodaran (Membership No. 5837, CP No. 5081) or in his absence, Ms. J. Kalaiyarasi (Membership No. 29861, CP No. 19385) of M/s. M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his/her report to the Chairman of the Bank (the Chairman), or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the last day of remote e-voting. The result declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Bank are listed. The results will also be uploaded on the Bank's website www.federalbank.co.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com and will also display at the Registered Office of the Bank. The resolution, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., Sunday, November 19, 2023.

SPECIAL BUSINESS:

Appointment of Mr. Elias George (DIN: 00204510) as an Independent Director of the Bank

To consider and if thought fit, to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder ("Act"), Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), Section 10A(2A) and other applicable provisions, if any, of the Banking Regulation Act, 1949, read with the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time and any other applicable laws (including any statutory amendments, modifications, variations or re-

enactments thereto, for the time being in force), the provisions of the Articles of Association of The Federal Bank Limited (“Bank”), pursuant to the recommendation made by the Nomination, Remuneration, Ethics and Compensation Committee of the Bank (“Committee”) and approval of the Board of Directors of the Bank (“Board”), Mr. Elias George (DIN: 00204510), who was appointed as an Additional Director (categorized as ‘Independent Director’) on the Board of the Bank for a period of five years, with effect from September 05, 2023 subject to approval of the members of the Bank and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Bank has received a notice from a Member, in writing, under Section 160 of the Act, proposing his candidature for the office of a Director of the Bank, be and is hereby appointed as an Independent Director of the Bank, for a period of 5 (five) years, with effect from September 05, 2023, up to September 04, 2028, (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Mr. Samir P Rajdev, Company Secretary of the Bank, be and are hereby severally authorised to do all such acts, deeds, matters and things, including filing of forms with ROC and intimation to Stock Exchanges and other regulatory requirements and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board of Directors
For The Federal Bank Limited**

**Sd/-
Samir P Rajdev
Company Secretary
Membership No. A17849**

Place: Aluva

Date: October 16, 2023

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India setting out material facts relating to the proposed resolution is annexed hereto and forms part of this Notice.
2. Brief profile and other requisite details about the appointment of Director pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. The Notice will also be placed on the website of the Bank at www.federalbank.co.in and on the e-voting website of National Securities Depository Limited at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively.
4. The Board of Directors of the Bank has at its Meeting held on October 16, 2023, appointed Mr. M. Damodaran (Membership No. 5837, CP No. 5081) or in his absence, Ms. J. Kalaiyarasi (Membership No. 29861, CP No. 19385) of M/s. M Damodaran & Associates LLP, Practising Company Secretaries, Chennai, to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutiniser have communicated their willingness to be appointed for the said purpose.
5. In compliance with the MCA Circulars, the Bank is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Bank / Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) / the Registrar and Transfer Agent (“RTA”) of the Bank, M/s. Integrated Registry Management Services Private Limited, as on Friday, October 13, 2023 (“Cut-Off Date”). Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses updated with their DP / the Bank’s RTA, to enable servicing of notices, etc. electronically to their e-mail address.
6. In accordance with the MCA Circulars, the Bank has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Bank, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Bank’s RTA at www.integratedindia.in/Corporate-Container.aspx?RTI/STA1) duly filled and signed along with requisite supporting documents

to Integrated Registry Management Services Private Limited at 2nd Floor, "Kences Towers", No. 1 Ramakrishna Street North Usman Road T Nagar Chennai - 600017.

7. After dispatch of Notice of Postal Ballot through email, advertisement shall be published in one English Daily and one in Malayalam Newspaper, each having, wide circulation in the district where the Registered Office of the Bank is situated and will also be uploaded under the "Shareholder Information" section of the website of the Bank at www.federalbank.co.in.
8. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and SS-2, the Bank is providing e-voting facility to its Members, to enable them to cast their votes electronically. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the Cut-Off Date. The vote in this Postal Ballot cannot be exercised through proxy. A person who is not a Member of the Bank as on the Cut-Off Date should treat this Notice for information purpose only. The detailed procedure with respect to e-voting is mentioned in this Notice.

As permitted by MCA vide its Circulars, the Bank is sending this Postal Ballot Notice in electronic form only. Hence, in compliance with MCA circulars, hard copy of Postal Ballot Notice along with Postal Ballot forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the members would take place through the remote e-Voting system only.

9. The e-voting shall commence on **9.00 A.M. (IST) on Saturday, October 21, 2023, and ends at 5.00 P.M. (IST) on Sunday, November 19, 2023**. The e-voting facility will be disabled by NSDL immediately thereafter and the Members will not be allowed to cast their vote beyond the said date and time. Once the vote on resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to secretarial@federalbank.co.in.
11. The Scrutinizer will submit his report to Mr. A P Hota, Chairman or any other person authorized by the Chairman, after completion of scrutiny of the e-voting, and the results of the Postal Ballot will be announced by the Chairman or any other person authorized by him at the Registered Office of the Bank, not later than two working days from the last day of e-voting and will be displayed on the website of the Bank at www.federalbank.co.in and on the e-voting website of National Securities Depository Limited at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchange i.e., BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Notice Board of the Bank at its Registered Office. The Scrutinizer's decision on the validity of the votes cast shall be final.

12. In case of any general queries/grievances, Members may reach out to the RTA of the Bank, M/s. Integrated Registry Management Services Private Limited on Tel No: 044 28140801-803 and Email ID: csdstd@integratedindia.in.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in.
14. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting i.e., November 19, 2023, and as if it has been passed at a General Meeting of the Members conveyed in that behalf.

15. General Information for Members:

- a. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, as amended, the securities of listed companies can be transferred only in dematerialized form and transmission, or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of the above and to eliminate risks associated with physical transfer of securities, Members holding Equity Shares of the Bank in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Bank for assistance in this regard.
- b. SEBI, vide its Circulars dated November 03, 2021, December 14, 2021, and March 16, 2023, has mandated the furnishing of PAN, KYC details and Nomination by holders of physical securities. Therefore, Members are requested to ensure that at least one of the cited documents/details as enunciated in the said circular are registered with the Bank/RTA by December 31, 2023, if the said compliance is not done by due date, then such folios may be frozen by the Bank/RTA.
- c. The formats for Nomination and updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA (www.integratedindia.in/KYCRegistration/KYC_EmailMobileRegistration.aspx) and under "Shareholder Information" section of the website of the Bank.
- d. SEBI vide its circular dated May 30, 2022, has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The communication to investors under SEBI Circular No. SEBI/HO/OIAE/ 2023/03394 dated January 27, 2023 had been hosted on the website of the Bank at <https://www.federalbank.co.in/shareholder-information>.

16. 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 vide this Postal Ballot Notice. For this purpose, the Bank has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency for providing services of e-voting. The facility of casting votes by a member using remote e-voting will be provided by NSDL.
- b. 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.
- c. 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 E-VOTING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be |

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| | <p>able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New |

| | |
|---|--|
| | <p>System Myeasi Tab and then use your existing my easi username & password.</p> <ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, an option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting 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) login through their depository participants</p> | <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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 abovementioned website.

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

| Login type | Helpdesk details |
|--|--|
| 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 022 - 4886 7000 and 022 - 2499 7000 |
| 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 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12***** |

| | |
|---|--|
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company.</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |
|---|--|

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kjr@mdassociates.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to csdstd@integratedindia.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to csdstd@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

OTHER INFORMATION:

1. 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.
2. All correspondence relating to shares and dividend should be addressed to the Registrars and Transfer Agent of the Bank, viz: Integrated Registry Management Services Private Limited., having its registered office at 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017 having Phone No: (044) 28140801, 28140802, Fax: 28142479, e-mail: csdstd@integratedindia.in.

**By Order of the Board of Directors
For The Federal Bank Limited**

**Sd/-
Samir P Rajdev
Company Secretary
Membership No. A17849**

Place: Aluva

Date: October 16, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 20 and 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item no. 1

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), listed entity shall ensure that approval of shareholders for appointment of a person on the Board or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee ("the Committee" or "NRC") of the Bank vide Circular Resolution dated August 25, 2023, the Board of Directors of the Bank (the "Board") at its meeting held on September 05, 2023, approved the appointment of Mr. Elias George (DIN: 00204510) as an Additional Director (categorized as 'Independent Director of the Bank, for a period of 5 (five) years, with effect from September 05, 2023 up to September 04, 2028 (both days inclusive), subject to the approval of the members of the Bank.

Accordingly, Mr. Elias George continues to hold the office as an Additional Director (categorized as 'Independent Director') of the Bank until the conclusion of next general meeting or till the time his appointment is confirmed by the members of the Bank within a time period of three months from the date of appointment, whichever is earlier. The Bank has, in terms of Section 160(1) of the Act, received in writing, a notice from a Member proposing the candidature of Mr. Elias George for the office of a Director of the Bank.

The NRC and the Board have determined that Mr. Elias George is a fit and proper person to hold the office as an Independent Director of the Bank, as per the norms prescribed by the Reserve Bank of India and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Mr. Elias George has given his consent to act as a Director of the Bank. He has also given a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") read with the applicable rules under the Act

("Rules") and Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, and that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act.

The NRC and Board has assessed the veracity of the said declarations and other documents furnished by Mr. Elias George and, based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as an Independent Director and that he is independent of the Management of the Bank. Further, Mr. Elias George is a person of integrity and has relevant skills, experience and expertise in the areas of Infrastructure Creation and Financing, Economic Development, SME, Irrigation for Agriculture & Finance, as required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India. The Board of Directors of the Bank are of the view that Mr. Elias George possesses and has the requisite skills and capabilities, stated above, required for the role of an Independent Director of the Bank.

During the said tenure, Mr. Elias George shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

Mr. Elias George is in compliance with the requirements as mandated in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to enrolling his name in the online databank of independent directors and he is exempted from the online proficiency self-assessment test for Independent Directors.

As an Independent Director of the Bank, Mr. Elias George will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law from time to time, as well as compensation in the form of fixed remuneration, as may be allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.

Additional details in respect of Mr. Elias George pursuant to Regulation 36 the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as Annexure A to this Notice. Brief profile of Mr. Elias George is given at Annexure B to this Notice.

Given his skills, experience and expertise, the Board considers it desirable and in the interest of and immense benefit to the Bank to appoint him as an Independent Director and accordingly, recommends the appointment of Mr. Elias George as an Independent Director, as proposed in the resolution set out in the Postal Ballot Notice, for the approval by the Members, in compliance with the applicable provisions of law.

The Regulation 17(1C) of the SEBI Listing Regulations stipulates that approval of shareholders for appointment of a person on the Board of Directors by a listed entity, is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director shall be subject to the approval of shareholders by way

of a special resolution. Keeping in view the above referred provisions, the approval of the Members of the Bank is being sought, by passing a Special Resolution, by way of this Postal Ballot for the appointment of Mr. Elias George on the Board of the Bank.

The Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to the appointment of Mr. Elias George as Independent Director of the Bank as set out in Item No. 01 for approval of the Members of the Bank by way of a Special Resolution.

The draft letter of appointment of Mr. Elias George setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to secretarial@federalbank.co.in.

Except Mr. Elias George and his relatives, none of the other Directors, Key Managerial Personnel of the Bank or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in the accompanying Postal Ballot Notice.

**By Order of the Board of Directors
For The Federal Bank Limited**

**Sd/-
Samir P Rajdev
Company Secretary
Membership No. A17849**

Place: Aluva

Date: October 16, 2023

ANNEXURE A

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

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|---|---|
| Name of the Director | Mr. Elias George |
| Date of Birth | 16.10.1956 |
| Age | 67 years |
| DIN | 00204510 |
| Nationality | Indian |
| Qualification(s) | <p>Bachelor's Degree of Technology in Naval Architecture and Ship Building, University of Kochi – 1981.</p> <p>Post Graduate Diploma in Public Administration with specialization in International Economic Relations from the Institute International Administration Publique (IIAP), Paris – 1991.</p> <p>Short-term Management Development courses in India and the U.S., including the Harvard Kennedy School of Government.</p> |
| Experience | <p>Mr. Elias George completed his career in the Indian Administrative Service, serving both in various Union Ministries, as well as in the State of Kerala, focusing particularly on infrastructure creation and financing, and running public utilities. After retiring from the IAS, he served in the consulting firm KPMG as a senior partner, heading their vertical handling Infrastructure, Government, and Healthcare, overseeing the work of more than 1000 consultants. Mr. Elias George was the Additional Chief Secretary to the Government of Kerala, CEO of the Kochi Metro Rail project and Chairman of the Unified Metropolitan Transport Authority.</p> |
| Nature of expertise in specific functional areas | <p>Mr. Elias George has relevant skills, experience and expertise in the areas of Infrastructure Creation and Financing, Economic Development, SME, Irrigation for Agriculture & Finance</p> |
| Relationship with any Director(s) or Manager or Key Managerial Personnel of the Bank | <p>Not related to any Director or Key Managerial Personnel of the Bank and their relatives.</p> |
| Number of Meetings of the Board attended during the year | <p>3 out of 3 (from the date of his appointment)</p> |

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| Directorships in other companies / Positions in other entities | Wildlife Trust of India – Trustee |
| Memberships / chairmanships of Committees of the Boards of other Companies | Nil |
| Directorship held in other listed Companies | Nil |
| Memberships in the Committees of Board of other listed Companies | Nil |
| Listed entities from which the Director resigned in the past three years | Nil |
| Membership and Chairmanship in the Committees of the Board of the Bank | Member - Credit, Investment & Raising Capital Committee, Human Resources Committee of the Board and Information Technology & Operations Committee |
| Number of equity shares held in The Federal Bank Ltd (including as beneficial owner) as on date of Postal ballot notice. | Nil |
| Terms and conditions of Appointment along with details of remuneration sought to be paid | Mr. Elias George is appointed as an Independent Director of the Bank, for a term of five years, with effect from September 05, 2023, up to September 4, 2028 (both days inclusive). He is not liable to retire by rotation. As an Independent Director, Mr. Elias George will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law from time to time, as well as compensation in the form of fixed remuneration, as may be allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time. |
| Remuneration last drawn | N.A. |
| Date of first appointment on the Board | Appointment on the Board is effective from September 05, 2023 |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Mr. Elias George has relevant skills, experience and expertise in the areas of Infrastructure Creation and Financing, |

| | |
|--|--|
| | Economic Development, SME, Irrigation for Agriculture & Finance |
|--|--|

**By Order of the Board of Directors
For The Federal Bank Limited**

**Sd/-
Samir P Rajdev
Company Secretary
Membership No. A17849**

Place: Aluva

Date: October 16, 2023

ANNEXURE B

BRIEF PROFILE OF MR. ELIAS GEORGE

- Civil Servant, Indian Administrative Service (IAS); 1982 - 2017
- Head of Function, Government & Public Services / Infrastructure, Government, & Healthcare, KPMG India; 2018 - 2023
- Independent Director of The Federal Bank Limited with effect from September 05, 2023

Mr. Elias George has a bachelor's degree of Technology in Naval Architecture and Ship Building, University of Kochi, Post Graduate Diploma in Public Administration with specialization in International Economic Relations from the Institute International Administration Publique (IIAP), Paris and assorted short-term Management Development courses in India and the U.S., including the Harvard Kennedy School of Government.

Prior to joining KPMG in India, he worked for around 35 years in the Indian Administrative Service in senior leadership positions ranging from Urban Development to Transportation, Shipping, Energy, Water Resources, Urban Transit, Industry and Labour. In his last posting in Government, he was overseeing three key infrastructure projects viz. the Kochi Metro Rail Limited, the Cochin Smart Mission Limited and the Kochi Metro Transport Authority. His responsibilities have included serving as Government Director on the Boards of companies like the Steel Authority of India Ltd., Rashtriya Ispat Nigam Ltd. and Cochin Shipyard Ltd. as well as the Chairman of Kerala State Electricity Board and Chairman of Kerala Water Authority.
