



YOUR PERFECT BANKING PARTNER

THE FEDERAL BANK LIMITED

(CIN: L65191KL1931PLC000368)

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

Phone: 0484-2622263, **Email Id:** secretarial@federalbank.co.in

Website: www.federalbank.co.in

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 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]

Remote E-voting	
Start date:	9.00 A.M. (IST) on Friday, November 01, 2024
End date: <i>(facility for e-voting shall be blocked after end of this date)</i>	5.00 P.M (IST) on Saturday, November 30, 2024

To,

The Members,
The Federal Bank Limited

Notice is hereby given that 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 from time to time (the “**Rules**”), read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA**”) (hereinafter collectively referred to as the “**MCA Circulars**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), other relevant Circulars, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (the “**ICSI**”) 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 resolutions appended below, be passed by the members of the Federal Bank Limited (The “**Bank**”), by means of Postal Ballot by way of voting through electronic means (remote e-voting) only.

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Sudarshan Sen (DIN: 03570051) 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 the provisions of section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (the “**Act**”), Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**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 (the “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 (the “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 (the “Board”), Mr. Sudarshan Sen (DIN: 03570051) who was appointed as a Non-Executive Independent Director on the Board of the Bank, and whose period of office as an Independent Director is liable to expire on February 10, 2025, 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 re-appointment and in respect of whom the Bank has received a notice from a Member, in writing, under Section 160 of the Act, signifying the member’s intention to propose re-appointment of Mr. Sudarshan Sen as an Independent Director of the Bank, be and is hereby re-appointed as an Independent Director of the Bank, for a second term of 3 (three) years, with effect from February 11, 2025 to February 10, 2028, (both days inclusive), not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Bank (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/ or officer(s) of the Bank to give effect to this resolution.

Item No. 2: Grant of 16,00,000 Stock Options to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO of the Bank.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the rules framed thereunder, the Accounting Standards prescribed by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars / notifications/ guidance / frequently asked questions issued thereunder (collectively, the “SEBI ESOP Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the relevant provisions of rules, circulars, regulations / guidelines prescribed by the SEBI and / or the Reserve Bank of India (“RBI”) (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) that may be issued by SEBI and/or any such other authorities from time to time, and the relevant provisions of the Memorandum and Articles of Association of The Federal Bank Limited (the “Bank”) and as per the approval of Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors of the Bank and as per RBI approval received vide letter No. DoR.GOV.No.3593/08.38.001/2024-25 dated September 20, 2024, consent of the Members of the Bank be and is hereby accorded to grant 16,00,000 Stock Options to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO of the Bank, under The Federal Bank Limited Employee Stock Option Scheme, 2023.

“RESOLVED FURTHER THAT the Board of Directors of the Bank (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/ or officer(s) of the Bank 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 28, 2024

Notes:

1. In compliance with Regulation 44 of the SEBI Listing Regulations as amended, and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules and the MCA Circulars, the Bank is pleased to inform you that this Postal Ballot Notice of the Bank is being sent only through electronic means and has extended remote e-voting facility to all the members of the Bank to enable them to cast their votes through remote e-voting in respect of the business to be transacted vide this Postal Ballot Notice. The instructions for remote e-voting are appended to this Notice of Postal Ballot. 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.
2. 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 resolutions at Item Nos. 1 & 2 contained in this Postal Ballot Notice dated October 28, 2024, is annexed hereto.
3. In accordance with the MCA circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any member. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-voting (“e-voting”) i.e. by casting their votes electronically instead of submitting postal ballot forms.
4. Brief profile and other requisite details about the re-appointment of Director pursuant to Regulation 36(3) of the SEBI Listing Regulations 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.
5. 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.
6. All documents referred to in the accompanying Notice of Postal Ballot and Explanatory Statement shall be provided to members on requests sent through e-mail to secretarial@federalbank.co.in for inspection from the date of circulation of this Notice, until the last date of receipt of assent/ dissent on the proposed Resolution.

Members who wish to inspect the documents are requested to send an email to secretarial@federalbank.co.in mentioning their Name, Folio No./ Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN Card attached in the email.

7. 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 (the “**RTA**”) of the Bank, M/s. Integrated Registry Management Services Private Limited, as on Friday, October 25, 2024 (the “**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.

8. 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 to access e-Voting facility.
9. SEBI vide its Circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, has mandated that dividend, interest or redemption shall be paid only through electronic mode with effect from April 01, 2024.

Accordingly, no dividend shall be paid in case PAN, contact details, Bank A/c details and Specimen signature for the corresponding folio numbers of shareholders are not updated. Shareholders should update the same with the Bank/ RTA (in case holding shares in physical mode)/ Depository Participant (in case holding shares in electronic form) to ensure that the said dividend is credited to the designated bank account.

10. The Bank has engaged the services of National Securities Depository Limited (NSDL) for providing the remote e-voting facility to the members.

The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the voting period mentioned hereunder:

Commencement of remote e-voting	9.00 A.M. (IST) on Friday, November 01, 2024
End of remote e-voting	5.00 P.M (IST) on Saturday, November 30, 2024

Remote e-Voting shall not be allowed beyond 5.00 p.m. on Saturday, November 30, 2024. During the remote e-Voting period, members of the Bank holding shares either in physical form or in dematerialized form as on the Cut-off Date may cast their votes electronically.

11. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Bank, as of the cut-off date. The voting rights of members cannot be exercised through proxy on the resolutions forming part of this postal ballot notice . 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.
12. The Board of Directors of the Bank had, 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 has communicated his willingness to be appointed for the said purpose.

13. 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.
14. 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 Exchanges i.e., BSE Limited and The 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.
15. 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.
16. 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 or send a request to Mr. Amit Vishal at evoting@nsdl.com.
17. 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., Saturday, November 30, 2024, as if it has been passed at a General Meeting of the Members convened in that behalf.
18. **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. The formats for Nomination and updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA (<https://www.integratedregistry.in/KYCRegister.aspx>) and under “Shareholder Information” section of the website of the Bank.
 - c. 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/shareholderinformation>.

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.	<ol style="list-style-type: none">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 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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-

	<p>Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 company. 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. Additionally, there is 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, 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 a 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, 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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.com or call at 022 - 4886 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. 1800-21-09911

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.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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
 - d. 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
 - e. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- f. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- g. Now, you will have to click on “Login” button.
- h. 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
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

- a. 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.com. 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.
- b. 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.
- c. 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 or send a request to Mr. Amit Vishal at evoting@nsdl.com

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 resolutions set out in this notice:

- a. 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 RTA at csdstd@integratedindia.in.
- b. 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 RTA at 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.**
- c. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- d. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INFORMATION:

- a. 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.
- b. 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 28, 2024

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

Re-appointment of Mr. Sudarshan Sen (DIN: 03570051) as a Non-Executive, Independent Director of the Bank

The Board of Directors had appointed Mr. Sudarshan Sen (DIN: 03570051) as an Additional Independent Director under Section 161 of the Companies Act, 2013 vide Circular Resolution approved on February 11, 2020. Mr. Sudarshan Sen was then appointed as an Independent Director of the Bank pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI Listing Regulations, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, by the Shareholders at the 89th Annual General Meeting of the Bank held on July 16, 2020 to hold office for a period of five (5) years with effect from February 11, 2020. Accordingly, the first term of Mr. Sudarshan Sen will end on February 10, 2025.

The Nomination, Remuneration, Ethics and Compensation Committee (“the Committee” or “NRC”) of the Board of Directors of the Bank (the “Board”) discussed the performance evaluation of Mr. Sudarshan Sen (DIN: 03570051) and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, approved and recommended his reappointment as an Independent Director for the second term of 3 years effective from February 11, 2025, to February 10, 2028.

Pursuant to the recommendation of the NRC vide circular resolution dated October 09, 2024, the Board at its meeting held on October 10, 2024, recommended the re-appointment of Mr. Sudarshan Sen (DIN: 03570051) as an Independent Director of the Bank for the second term of 3 (Three) years effective from February 11, 2025 to February 10, 2028 (both days inclusive), subject to the approval of the members of the Bank.

The NRC and the Board has considered his diverse skills, leadership capabilities, expertise in Banking, Finance & Risk Management, Business Management and vast global business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board is of the view that Mr. Sudarshan Sen possesses the requisite skills and capabilities, which would be of immense benefit to the Bank, and hence, it is desirable to re-appoint him as an Independent Director. The Board at its meeting held on October 10, 2024, has approved and recommended the re-appointment of Mr. Sudarshan Sen as an Independent Director, not liable to retire by rotation, for a second term of 3 years effective from February 11, 2025, to February 10, 2028. In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms up to 5 consecutive years each. But as per Section 10A (2A) of The Banking Regulation Act, 1949, no director of a banking company, other than its chairman or whole-time director, by whatever name called, shall hold office continuously for a period exceeding 8 years.

Mr. Sudarshan Sen fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the SEBI Listing Regulations read with 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. He is not debarred from holding office of director by virtue of any SEBI order or any other such authority and he is not related to any

director of the Bank. The Bank has received all statutory disclosures/ declarations from Mr. Sudarshan Sen, including:

- (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) intimation in Form DIR-8 in terms of the appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations.

The Bank has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Mr. Sudarshan Sen to the office of Independent Director. In the opinion of the Board and based on its evaluation, Mr. Sudarshan Sen is independent of the management of the Bank and fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director of the Bank. Further, the Board of Directors of the Bank is of the opinion that he is a person of integrity and has relevant experience and expertise for him to be re-appointed as an Independent Director of the Bank.

A copy of the draft letter for the re-appointment of Mr. Sudarshan Sen setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the re-appointment of Mr. Sudarshan Sen as an Independent Director of the Bank effective from February 11, 2025, to February 10, 2028, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The Board of Directors of the Bank recommends the resolution in relation to the re-appointment of Mr. Sudarshan Sen as an 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.

Except Mr. Sudarshan Sen 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 Item No. 01 of the accompanying Postal Ballot Notice.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details and brief profile of Mr. Sudarshan Sen are annexed as Annexure A and Annexure C to this Notice. This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item no. 2

Grant of 16,00,000 Stock Options to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO of the Bank

In terms of Section 35B of the Banking Regulation Act, 1949, Reserve Bank of India conveyed its approval for appointment of Mr. Krishnan Venkat Subramanian (DIN: 00031794) as Managing Director & CEO of The Federal Bank Limited for a period of 3 years with effect from September 23, 2024. Further, Reserve Bank of India advised that the proposal for grant of additional one-time stock options to Mr.

Krishnan Venkat Subramanian as joining bonus, should be taken up with them separately as a specific proposal.

Pursuant to the recommendation of the Nomination, Remuneration, Ethics & Compensation Committee of the Board, the Board of the Bank, on August 10, 2024, had accorded in principal approval to grant additional one-time Stock Options to Mr. Krishnan Venkat Subramanian, as joining bonus and an application in this regard was submitted to the Reserve Bank of India.

The Reserve Bank of India vide its letter No. DoR.GOV.No.3593/08.38.001/2024-25 dated September 20, 2024, had approved grant of one-time joining bonus in the form of 16,00,000 Stock Options (Approx 10.11 crore as per Black Scholes Value of Rs. 63.21) to Mr. Krishnan Venkat Subramanian.

The Grant of 16,00,000 Options to Mr. Krishnan Venkat Subramanian will be from the pool under The Federal Bank Limited Employee Stock Option Scheme 2023, only on market price, which will vest in four years in tranches of 25% each, subject to fulfilment of the vesting conditions.

The details as required under SS-2 is annexed as Annexure-B to this notice.

Board of Directors of the Bank recommends the resolution in relation to Grant of 16,00,000 Options to Mr. Krishnan Venkat Subramanian as a one-time joining bonus as set out in Item No. 02 for approval of the Members of the Bank by way of an Ordinary Resolution.

Except Mr. Krishnan Venkat Subramanian 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 Item No. 02 of 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 28, 2024

ANNEXURE A

ADDITIONAL INFORMATION 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

Name of the Director	Mr. Sudarshan Sen
Date of Birth	21.01.1959
Age	65 years
DIN	03570051
Nationality	Indian
Qualification(s)	MBA in International Banking and Finance Master's degree in mathematics
Experience	Banking Regulator & Supervisor with expertise in Banking, Finance, Risk Management and Business management. <ul style="list-style-type: none"> • Executive Director, Reserve Bank of India, Central Office, Mumbai 400001, joined on July 26, 1982, and superannuated on January 31, 2019. • Was an RBI nominee Director of BOB from 30-05-2011 to 09-06-2014 • Was a Nominee Director, NPCI from 20-03-2018 to 02-04-2019 • Sponsor Director, Asset Reconstruction Company (India) Limited w.e.f. 13-11-2023 • Independent Director, Cashpor Micro Credit w.e.f. 19-2-2020 • Independent Director, PNB Housing Finance Ltd w.e.f. 01-10-2020 • Independent Director, Federal Bank Ltd w.e.f. 11-02-2020
Nature of expertise in specific functional areas	Career central banker and Bank/ NBFC regulator, varied Board experience with expertise in Banking, Finance, Risk Management and Business management.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Bank	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.
Number of Meetings of the Board attended during the year	11 out of 13 (during FY 2024-25 till the date of approval of this postal ballot notice)
Directorships in other companies / Positions in other entities	<ul style="list-style-type: none"> • Sponsor Director, Asset Reconstruction Company (India) Limited • Independent Director, Cashpor Micro Credit • Independent Director, PNB Housing Finance Ltd
Memberships/ chairmanships of	Cashpor Micro Credit

Committees of the Boards of other Companies	<p>Member: Audit Committee, Risk Management Committee and IT Strategy Committee</p> <p>PNB Housing Finance Limited</p> <p>Member: Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee</p> <p>Asset Reconstruction Company (India) Limited</p> <p>Chairman: Process Transformation Committee Member: Audit Committee and Trustee Committee</p>
Directorship held in other listed Companies	Independent Director, PNB Housing Finance Ltd
Memberships in the Committees of Board of other listed Companies	<p>PNB Housing Finance Limited</p> <p>Member: Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee</p>
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	<p>Risk Management Committee- Chairman Audit Committee – Member Review Committee of the Board on Non- Cooperative Borrowers and Identification of Wilful Defaulters</p>
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	<p>Mr. Sudarshan Sen is proposed to be re-appointed as an Independent Director of the Bank, for a second term of 3 years, w.e.f. February 11, 2025, up to February 10, 2028 (both days inclusive). He is not liable to retire by rotation. As an Independent Director, Mr. Sudarshan Sen 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.</p>
Remuneration last drawn	<p>Rs. 20,35,000 (sitting fees for attending Board and Committee Meetings) from April 1, 2024, till the approval of Postal Ballot Notice. In addition, Mr. Sudarshan Sen received Rs. 20 lakhs during FY 2024-25 towards compensation in the form of fixed remuneration for FY 2023-24, as allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time</p>

Date of first appointment on the Board	February 11, 2020
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 RBI, Mr. Sudarshan Sen has relevant skills, experience, and expertise in the areas of Banking, Finance & Risk Management, Business Management
For re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement	The NRC and the Board has considered his diverse skills, leadership capabilities, expertise in Banking, Finance & Risk Management, Business Management and vast global business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board is of the view that Mr. Sudarshan Sen possesses the requisite skills and capabilities, which would be of immense benefit to the Bank, and hence, it is desirable to re-appoint him as an Independent Director.

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 28, 2024

ANNEXURE B

Details of the Director as required under Secretarial Standard-2(SS 2) on General Meetings

Name of Director	Mr. Krishnan Venkat Subramanian									
Designation	Managing Director & CEO									
DIN	00031794									
Date of First Appointment on the Board	September 23, 2024									
Date of Birth (Age)	05.10.1961(63 Years)									
Brief Resume	Attached as Annexure-C									
Expertise in specific functional area	Business Management Finance Accountancy Information Technology Banking Payment & Settlement Systems									
Qualifications	B. Tech (Electrical) from IIT- BHU, Associate Cost and Works Accountant and MMS (Fin) from Jamnalal Bajaj Institute of Management Studies									
Number of Board Meetings attended during the financial year 2024-25	02 out of 02 (during FY 2024-25 till the date of approval of this postal ballot notice)									
Details of remuneration sought to be paid, and the remuneration last drawn	Kindly refer explanatory statement for the details of remuneration sought to be paid. The detail of last drawn remuneration is provided below.									
	<table border="1"> <thead> <tr> <th align="center">Components</th> <th align="center">Amount (In Rs.)</th> </tr> </thead> <tbody> <tr> <td align="center">Salary</td> <td align="right">21,47,223.55</td> </tr> <tr> <td align="center">Perquisites</td> <td align="right">14,711.11</td> </tr> <tr> <td align="center">Total Remuneration</td> <td align="right">21,61,934.66</td> </tr> </tbody> </table>	Components	Amount (In Rs.)	Salary	21,47,223.55	Perquisites	14,711.11	Total Remuneration	21,61,934.66	
Components	Amount (In Rs.)									
Salary	21,47,223.55									
Perquisites	14,711.11									
Total Remuneration	21,61,934.66									
Directorship held in other Companies	Nil									
Committee position held in other Companies	Nil									
Relationship with other Directors & Key Managerial Personnel	Nil									
No. of equity shares held in the Company	9,70,000 equity shares held as on date of 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 28, 2024

ANNEXURE C

Brief Profile of Mr. Sudarshan Sen

Sudarshan Sen has varied experience of over 36 years working in the RBI in the areas of Banking, Finance and Risk Management. He has rich experience as a central banker and in the field of bank supervision and regulation. He holds an MBA in International Banking and Finance from the University of Birmingham, UK and a master's degree in mathematics from Delhi University. He was elevated to the post of Executive Director of RBI in the year 2016. He has also chaired the Inter-Regulatory Working Group on Fintech and the Working Group on Implementation of Ind AS by Banks, constituted by the Reserve Bank of India.

Brief Profile of Mr. Krishnan Venkat Subramanian

Mr. Krishnan Venkat Subramanian, the newly appointed Managing Director & CEO of Federal Bank Ltd, brings with him a wealth of experience, having spent over two and a half decades in pivotal leadership roles at Kotak Mahindra Bank Ltd. His tenure at Kotak was marked by instrumental contributions to the bank's growth, including its transformation from a Non-Banking Financial Company (NBFC) to a leading private sector bank in India.

In his previous role, Mr. Krishnan Venkat Subramanian spearheaded Corporate, Institutional, and Investment Banking, along with Wealth Management. Under his leadership, these businesses achieved a high-quality, integrated, and profitable franchise, with the Corporate Bank growing significantly in both size and profitability, while maintaining best-in-class asset quality. The Investment Banking, Institutional Equities, and Wealth Management businesses have also retained their leadership positions under his stewardship. His focus on technology upgrades has further strengthened Kotak's transaction banking capabilities.

Before transitioning into corporate banking, Mr. Krishnan Venkat Subramanian scripted significant successes in retail banking as well. As President of Consumer Banking, he was instrumental in growing the bank from a single branch to over 600 branches and 1,000 ATMs nationwide in just 10 years. He established Kotak's Retail Liability business from scratch and later managed the entire Consumer Banking division.

Mr. Krishnan Venkat Subramanian is an electrical engineer from IIT (BHU) – Varanasi, holds a Postgraduate degree in Financial Management from Jamnalal Bajaj Institute of Management Studies, Mumbai, and is a qualified Cost and Works Accountant.
