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

NOTICE TO SHAREHOLDERS

Notice is hereby given that Ninety Fourth Annual General Meeting (AGM) of the members of The Federal Bank Limited ("the Bank") will be held on Friday, August 29, 2025, at 11 a.m. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES

Item No. 1- Adoption of Audited Financial Statements for the financial year ended March 31, 2025

To receive, consider and adopt,

a. the Audited Financial Statements, including Audited Balance Sheet and Statement of Profit and Loss of the Bank for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and the Auditors thereon.
b. the Audited Consolidated Financial Statements, including Audited Consolidated Balance Sheet and Statement of Profit and Loss of the Bank for the Financial Year ended March 31, 2025, and the Report of the Auditors thereon.

Item No. 2- Approval of Final Dividend for FY 2024-25

To consider declaration of final dividend of Rs. 1.20 (60%) per equity share of Rs. 2/- each for the Financial Year ended March 31, 2025.

Item No. 3- Re-appointment of Mr. Harsh Dugar (DIN: 00832748)

To appoint a director in place of Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank, who retires by rotation and being eligible offered himself for re-appointment.

SPECIAL BUSINESSES

Item No. 4-Appointment of Mr. Venkatraman Venkateswaran (DIN: 09227554) as an Executive Director (Key Managerial Personnel - KMP) of the Bank and payment of remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the other relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) along with Section 10A, 35B and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard from time to time and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and the Articles of Association ("Articles") of The Federal Bank Ltd., (hereinafter referred to as "the Bank"), as recommended by Nomination, Remuneration, Ethics and Compensation Committee ('Committee") and Board and as per the approval granted by the RBI through its letter no. DoR.GOV.No. 2798/08.38.001/2025-26 dated July 09, 2025, Mr. Venkatraman Venkateswaran (DIN: 09227554) who was appointed as an Additional Executive Director (KMP) with effect from July 10, 2025, in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby appointed as an Executive Director (KMP) of the Bank, for a period of three years with effect from July 10, 2025, on the following terms and conditions of remuneration:

Sl No.	Particulars	Amount in Rs. (per annum)
	Fixed Pay (including perquisites)	
1	Basic Salary	40,00,000.00
2	Personal Fixed Pay	85,87,043.00
3	Dearness allowance	-
4	Retiral/Superannuation benefits	
	(a) Provident Fund (Employer Contribution)	4,00,000.00
	(b) Gratuity	3,33,333.00
	(c) Pension	-
	(d) ……	-
5	Leave Fare Concession/ Allowance /	6,00,000.00
6	Other fixed allowances, if any (please specify) - Leave Encashment	10,48,920.00
	Consolidated allowance, if any, to be given with details of heads it subsumes	-
	Perquisites:	
7	Free Furnished House and its maintenance/House Rent Allowance	13,58,704.30
8	Conveyance Allowance/Free use of bank's car for	
	(a) Official purposes	10,00,000.00
	(b) Private purposes	-
9	Driver(s)' salary	6,72,000.00
10	Club Membership(s)	-
11	Reimbursement of medical expenses	-
12	Any other perquisites (please specify)	-
	Total Fixed Pay (including perquisites)	**1,80,00,000.00**

Benefits without Monetary ceiling		
Sl No	**Particulars**	**Additional details, if applicable**
a)	Entertainment Allowance	Corporate Membership at Madras Cricket Club or equivalent
b)	Official Travel	Highest class in Train and Business class by Air for both domestic and foreign Travel
c)	Boarding and Lodging Expenses	Actual expenses incurred, supported by bills
d)	Medical Benefits	a) During ED's tenure actual expenses incurred including hospitalization in full for self, Spouse and dependent family members. This will however be as reduced by any amounts received from other sources relating to previous employments. b)Upon the ED laying down office after serving at least 3 years as ED, the Bank will pay or reimburse the premium payable / paid up to Rs.1.50 lakh each per annum for life on the policy or policies issued under medical insurance plan covering the ED and spouse for a period of 10 years from the date of cessation and Rs.2.50 Lakh each per annum for life, thereafter.
e)	Personal Accident Insurance Scheme	Coverage of Rs. 75 Lakh
f)	Telephone & Mobile and iPad	Actuals of cost and call charges
Leave Details		
Sl No	**Particulars**	**Additional details, if applicable**
a)	Casual Leave	12 days in a Calendar Year
b)	Privilege Leave	30 days for 11 months, can be accumulated up to 90 days
c)	Leave Encashment	30 days of Privilege Leave can be encashed once in a year

Stock options

Stock options as may be decided by the Committee, from time to time, subject to approval of the RBI.

Variable pay

As per the RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff, etc., issued on 4th November 2019 ("RBI Guidelines on Compensation"), the total variable pay of a Whole-time Director shall be limited to and cannot exceed a maximum of 300% of his fixed pay. Further, such variable pay shall be inclusive of cash as well as share-linked components.

The actual amount of performance bonus (cash or deferred cash component) and the Employee Stock Options / Performance-linked Restricted Stock Units / Cash-linked Stock Appreciation Rights (share-linked component), are part of the variable pay of the Whole-time Director and linked to his

performance, the performance of the Bank as a whole and such other performance-based criteria as may be determined by the Committee, from time to time. The quantum and cycles of payment of performance bonus / grant of Employee Stock Options or Performance-linked Restricted Stock Units or Stock Appreciation Rights shall be as determined by the Committee and the Board and approved by the RBI, from time to time, based on an annual review of performance and as per the Compensation Policy of the Bank, in line with the RBI Guidelines on Compensation, as may be in force, from time to time. The variable pay will be covered under Malus / Claw back arrangements.

"**RESOLVED FURTHER THAT** the Board (which term shall include any Committee which the Board may have constituted or may hereafter constitute and delegate with the powers necessary for the purpose), be and is hereby authorised to fix the actual amount of remuneration (including perquisites), payable or to be provided to Mr. Venkatraman Venkateswaran and vary or increase the same, from time to time, within the limits approved by the members, to the extent the Board may consider appropriate and as may be permitted or approved by the RBI, on an application made by the Bank."

"**RESOLVED FURTHER THAT** Mr. Venkatraman Venkateswaran shall be subject to retirement by rotation during his tenure as the Executive Director (KMP) of the Bank."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said revision in the remuneration and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) of the Bank, to give effect to this resolution."

Item No. 5 - Appointment of M/s. SEP & Associates, Practising Company Secretaries, Kochi as the Secretarial Auditors of the Bank

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

"RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), read with the Circulars, FAQs and other clarifications issued by SEBI and other entities in this regard, as well as Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act") and other applicable provisions, if any, of the Banking Regulation Act, 1949, and guidelines and circulars issued by the Reserve Bank of India (the "RBI") in this regard from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereto, for the time being in force), the recommendation made by the Audit Committee of the Board of the Bank (the "Committee") and the Board of Directors of the Bank (the "Board"), approval of the members of the Bank, be and is hereby accorded for the appointment of M/s. SEP & Associates, Practicing Company Secretaries, holding a valid Peer Review Certificate (Certificate No. 6780/2025) issued by the Institute of Company Secretaries of India (the "ICSI"), as the Secretarial Auditors of the Bank for a period of five consecutive years from FY 2025-2026 till FY 2029-2030.

"**RESOLVED FURTHER** that the consent of the members, be and is hereby accorded for payment of remuneration of an amount not exceeding Rs 6,00,000/- (Rupees Six Lakh Only) (in addition to any out of pocket expenses, outlays and taxes, as applicable) to M/s. SEP & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Bank, for FY 2025-26, and that the Board of Directors (hereinafter referred to as the "Board", which term shall include Audit Committee of the Board) of the Bank, be and is hereby authorised to determine and approve revision in the remuneration of the Secretarial Auditor, for the subsequent years of its term."

"**RESOLVED FURTHER THAT** the Secretarial Auditors be and are hereby authorized to perform all such other functions as permitted by the applicable laws as may be decided by the Board (including the Audit Committee of the Board) at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed with the Secretarial Auditors"

"RESOLVED FURTHER THAT the Board (including the Audit Committee of the Board) be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary to file requisite forms with statutory / regulatory authorities, and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate, to give effect to this resolution."

Item No. 6 - Re-appointment of Ms. Varsha Purandare (DIN: 05288076) as an Independent Director of the Bank for second term

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

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder, Regulations 16(1)(b), 17, 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 10A(2A) and other applicable provisions, if any, of the Banking Regulation Act, 1949 read with the relevant rules, guidelines and circulars issued by the Reserve Bank of India and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, 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 the Board of Directors of the Bank (the "Board"), Ms. Varsha Purandare (DIN: 05288076) whose first term as an Independent Director of the Bank is expiring on September 07, 2025, and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of 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 Ms. Varsha Purandare as an Independent Director of the Bank, be and is hereby re-appointed as an Independent Director of the Bank, for a second consecutive term of 3 (three) years, with effect from September 08, 2025 to September 07, 2028, (both days inclusive), not liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary and to file requisite forms or

applications with statutory / regulatory authorities, if any, with power to alter and vary the terms and conditions of the said re-appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any committee(s) / director(s) of the Bank, to give effect to this resolution."

Item No.07 - Raising of funds through issuance of Bonds

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

"**RESOLVED THAT** pursuant to provisions of Section 42 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Operational Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, as amended and updated from time to time and other applicable laws, rules and regulations, if any, the provisions of the Memorandum and Articles of Association of the Bank and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank for borrowing/ raising in Indian currency or any other permitted foreign currency by way of issue debt instruments including but not limited to Additional Tier I bonds (AT1 bonds), Tier II bonds, long term bonds to be issued for financing Infrastructure and affordable housing loans, Masala Bonds, bonds issued for Environmental Social Governance funding (ESG bonds) such as Green Bonds, Blue Bonds or other such debt securities as may be permitted by RBI from time to time towards the stated purpose, up to INR 6,000 crore (Rupees Six Thousand crore only) in domestic market and/or overseas market, under one or more shelf disclosure document and/or under one or more letter of offers as may be issued by the Bank and in one or more tranches, on a private placement basis within the overall borrowing limits of the Bank approved by way of special resolution under the provisions of Section 180(1) of the Companies Act 2013, on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc. as may be approved by the Board of Directors of the Bank, from time to time".

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

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

"**RESOLVED FURTHER THAT** the Credit, Investment and Raising Capital Committee of the Board and/or MD & CEO are jointly or severally authorized to do following:

- Discuss & negotiate terms for the issue of Bonds/Debt Instruments such as quantum, time and nature of Bonds including but not limited to tenor, coupon rate(s), periodicity of interest,

payment, listing, dematerialization of Bonds in view of prevailing market conditions and applicable laws.

- Finalize and approve appointment of various agencies such as credit rating agencies, arranger(s), legal counsel, registrar, trustee etc. on such terms and conditions as may be deemed suitable.
- To Identify investors for the Debentures on a private placement basis
- Obtain/ seek all required approval from regulatory bodies/ agencies, sign and execute listing application, listing agreement and other related documents on behalf of the Bank for seeking listing of the Bonds with the stock exchange(s).
- Sign necessary documents/ agreement with the Depositories and the Registrar for dematerialization of Bonds.
- Execute all necessary documents in connection with opening accounts with banks, institutions or agencies as may be required as per the applicable laws.
- Provide delegation to Executive Director and/or Head of Treasury and/or Company Secretary of the Bank to sign forms, agreements, other deeds including Debenture Trust Deed, documents, undertakings, declaration, letters, and such other papers as may be necessary, desirable and expedient in connection with the placement with the arrangers, if any or issue of Debentures.
- Provide delegation to Executive Director and/or Head of Treasury and/or Company Secretary of the Bank to affix the Bank's common seal as may be required for issue(s) of Bonds/Debt Instruments and dematerialization and listing thereof.
- Take decisions on any other matter(s) relating to the issue(s) of Bonds/Debt Instruments, including the settling of any questions or doubts that may arise in this matter from any of the relevant stakeholders."

Item No. 08 – Raising of Tier-1 Capital of the Bank through Issuance of Securities

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the "Act"), the Banking Regulation Act, 1949, as amended, the Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 as amended, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and amended from time to time, Master Direction - Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Ministry of Corporate Affairs, Government of India, Reserve Bank of India (the "RBI"), the stock exchanges where the equity shares of The Federal Bank Limited (the "Bank") are listed, the Securities and Exchange Board of India (the "SEBI") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2018, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and in accordance with the provisions of the Memorandum and Articles of Association of the Bank and subject to approvals, consents, permissions and sanctions as might be required from various regulatory authorities (including those noted above) and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the shareholders of the Bank, be and is hereby accorded to the Board to create, offer, issue and allot (including with the reservation on firm allotment and/or competitive basis of such part of the issue and for such categories of persons as may be permitted by law then applicable) from time to time in one or more tranches, with or without green shoe option, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a rights issue to the existing members of the Bank (whether resident or non-resident), public issue, preferential issue, qualified institutions placement ("QIP"), private placement/ private placement in public equity or a combination thereof of equity shares of Rs 2 each (the "Equity Shares") or through an issuance of Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable or non-detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, Qualified Institutional Buyers as defined under the ICDR Regulations ("QIBs"), foreign investors, Foreign Institutional Investors ("FIIs"), Foreign Portfolio Investors ("FPIs"), Foreign Corporate Bodies (FCBs)/Companies/Mutual Funds/Pension Funds/Venture Capital Funds/Banks, to all or any other category of investors who are authorized to invest in the Securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Bank (collectively the "Investors"), through one or more prospectus and/or letter of offer or circular or placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for an amount not exceeding in the aggregate Rs. 80,00,00,00,000 (Rupees Eight Thousand Crore only) or its equivalent amount in such foreign currencies as may be necessary, inclusive of any premium and green shoe option attached thereto, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Bank, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different

class(es) of investor(s) and/ or in respect of different Securities, deciding of other terms and condition like number of securities to be issued, face value, number of equity shares to be allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law".

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

i. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board, shall be completed within 365 days from the date of this resolution or such other time as may be allowed under the ICDR Regulations;

ii. the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Bank in all respects as may be provided under the terms of issue and in accordance with the placement document(s);

iii. in the event Equity Shares are issued, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares; in the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue;

iv. Any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

v. The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014 (the "2014 Scheme"), the Foreign Exchange Management (Overseas Investment) Rules, 2022, the Foreign Exchange Management (Overseas Investment) Regulations, 2022 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment(s) thereof)".

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the pricing of the Securities and the relevant date, if any, shall be determined in accordance with the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt

Mechanism) Scheme, 1993 issued by the Ministry of Finance and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment(s) thereof)".

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

(a) in the event the Bank is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
(b) in the event of the Bank making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing members;
(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made."

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

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

"RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts as permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with Merchant Bankers, Lead managers, legal advisors,

depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements, including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement, and filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges, including RBI and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects".

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

"RESOLVED FURTHER THAT,

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

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

Item No. 09 - To approve adoption of The Federal Bank Limited Employee Stock Option Scheme 2025

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

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules thereunder, including any statutory modification(s) or re-enactment(s) of the Act, applicable regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as "SEBI Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Non-Debt Instruments) Rules 2019, Master Direction – Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023 and other applicable rules, regulations and guidelines issued by the Reserve Bank of India, including any amendments(s), statutory modifications(s) or re-enactment(s) thereof, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, the provisions of any regulations / guidelines prescribed by the Reserve Bank of India ("RBI"), the Memorandum and Articles of Association of the Bank for the time being in force, and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Bank be and is hereby accorded to adopt and implement 'The Federal Bank Limited Employee Stock Option Scheme 2025' ("ESOS 2025"), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorise the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination, Remuneration, Ethics and Compensation Committee which the Board has designated as Compensation Committee to exercise its powers, including the powers conferred by this resolution), to offer, grant and issue from time to time, in one or more tranches, which represents 1% of the paid up equity shares of the Bank i.e., 2,45,58,291 employee stock options convertible into 2,45,58,291 equity shares of face value of Rs. 2/- (Rupees Two only) each fully paid up, ranking pari passu with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Bank (Present and Future, if any) including any Director, whether whole-time or otherwise (other than the employee who is a Promoter or person belonging to the Promoter Group, Independent Directors of the Bank and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Bank), on such terms and conditions as the Board (including Nomination, Remuneration, Ethics and Compensation Committee) may decide under the ESOS 2025 in accordance with the SEBI Regulations and other applicable laws in force."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, change in capital structure and others, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under law including issue of additional stock options of the Bank to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them. Further the above ceiling in terms of number of equity shares / stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s)."

"RESOLVED FURTHER THAT in case the equity shares of the Bank are either sub-divided or consolidated, then the number of equity shares to be issued by the Bank and the price of acquisition payable by the option grantees under the ESOS 2025 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two only) per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares / options specified above shall be deemed to be adjusted accordingly."

"RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2025."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the ESOS 2025 on the Stock Exchanges where the equity shares of the Bank are listed in due compliance with SEBI Regulations and other applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary including authorisation or issuance of directions to appoint merchant bankers, advisors, solicitors, consultants or representatives, being incidental to the effective implementation and administration of the ESOS 2025 and make applications to the appropriate authorities for their requisite approvals and settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the ESOS 2025, subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members of the Bank and execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to the ESOS 2025 and to do all other things incidental to and ancillary thereof."

Item No. 10 - To approve adoption of The Federal Bank Limited Employee Stock Incentive Scheme 2025

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

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules thereunder, including any statutory modification(s) or re-enactment(s) of the Act, applicable regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as "SEBI Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Non-Debt Instruments) Rules 2019, Master Direction – Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023 and other applicable rules, regulations and guidelines issued by the Reserve Bank of India, including any amendments(s), statutory modifications(s) or re-enactment(s) thereof, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-

enactment(s) thereof, the provisions of any regulations / guidelines prescribed by the Reserve Bank of India ("RBI"), the Memorandum and Articles of Association of the Bank for the time being in force, and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Bank be and is hereby accorded to adopt and implement 'The Federal Bank Limited – Employee Stock Incentive Scheme 2025' ("ESIS 2025"), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorise the Board of Directors of the Bank (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination, Remuneration, Ethics and Compensation Committee which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), to offer, grant and issue from time to time, in one or more tranches, which represents 0.60% of the paid up equity shares of the Bank i.e., 1,47,34,974 employee stock options convertible into 1,47,34,974 equity shares of face value of Rs. 2/- (Rupees Two only) each fully paid up, ranking pari passu with the existing equity shares of the Bank for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Bank (Present and Future, if any) including any Director, whether whole-time or otherwise (other than the employee who is a Promoter or person belonging to the Promoter Group, Independent Directors of the Bank and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Bank), on such terms and conditions as the Board (including Nomination, Remuneration, Ethics and Compensation Committee) may decide under the ESIS 2025 in accordance with the SEBI Regulations and other applicable laws in force.

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, change in capital structure and others, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under law including issue of additional stock options of the Bank to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them. Further the above ceiling in terms of number of equity shares / stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s)."

"RESOLVED FURTHER THAT in case the equity shares of the Bank are either sub-divided or consolidated, then the number of equity shares to be issued by the Bank and the price of acquisition payable by the option grantees under the ESIS 2025 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two only) per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares / options specified above shall be deemed to be adjusted accordingly."

"**RESOLVED FURTHER THAT** the Bank shall conform to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESIS 2025."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the ESIS 2025 on the Stock Exchanges where the equity shares of the Bank are listed in due compliance with SEBI Regulations and other applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary including authorisation or issuance of directions to appoint merchant bankers, advisors, solicitors, consultants or representatives, being incidental to the effective implementation and administration of the ESIS 2025 and make applications to the appropriate authorities for their requisite approvals and settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the ESIS 2025, subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members of the Bank and execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to the ESIS 2025 and to do all other things incidental to and ancillary thereof."

By Order of the Board of Directors
For **The Federal Bank Limited**
Sd/-
Samir P Rajdev
Company Secretary
Membership No. A17849

Date: July 30, 2025
Place: Aluva

Notes

1. The Ministry of Corporate Affairs (the "**MCA**") through its circular no. 09/2024 dated September 19, 2024 and the Securities and Exchange Board of India (the "**SEBI**") through its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other relevant circulars issued by the MCA and SEBI from time to time (collectively referred to as the "**Circulars**"), has permitted companies to hold annual general meetings through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") without the physical presence of members at a common venue till September 30, 2025. Accordingly, the 94th Annual General Meeting ("**AGM**") of the members of The Federal Bank Limited (the "**Bank**") will be convened through VC. The registered office of the Bank shall be deemed to be the venue for the AGM.

2. Pursuant to the aforesaid Circulars, the Notice convening the AGM of the Bank, the Integrated Annual Report 2024-25 and the e-voting instructions are being sent by e-mail to those members who have registered their e-mail address with their DPs / RTA / the Bank. A letter providing the web-link, giving the exact path where complete details of the Notice of AGM and Integrated Annual Report 2024-25 are available, is being sent to those members who have not registered their e-mail address. Members may note that the Notice of the AGM and the Integrated Annual Report 2024-25 will also be available on the Bank's website, www.federalbank.co.in, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of National Securities Depository Limited ("NSDL"), www.evoting.nsdl.com.

3. The statement pursuant to Section 102(1) of the Companies Act, 2013 read with the relevant rules made thereunder (the "**Act**"), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), in respect of item nos. 04 to 10 of this Notice, is annexed herewith.

4. In terms of the provisions of Section 152 of the Act, Mr. Harsh Dugar, Executive Director retires by rotation and being eligible offers himself for re-appointment at the Meeting.

5. In terms of the MCA circulars, since the AGM will be held through VC, attendance slips and route map to the venue are not annexed to this notice. Also, as there is no requirement for appointment of proxies by the members, proxy forms are also not annexed.

6. The statutory registers maintained under the Act and all other documents referred to in the notice will be available for inspection in electronic mode. A certificate from the Secretarial Auditors of the Bank certifying that the Employees Stock Option of the Bank is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the members in electronic mode during the AGM. Members seeking to inspect such documents are requested to write to the Bank by sending an e-mail to agm@federalbank.co.in.

7. Details required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as well

as the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in relation to Item Nos. 03, 04 and 06 are provided in the Annexure to the Notice.

8. Shareholders are requested to intimate the change in their address, if any, quoting the folio number/ DPID & Client ID and are requested to register their e-mail address and changes therein with the Depositories/ Registrar and Transfer Agent (RTA).

9. The Bank has availed services of NSDL, to provide the VC facility for conduct of the AGM.

10. The Register of Members of the Bank will remain closed from Saturday, August 23, 2025, to Friday, August 29, 2025 (both days inclusive) for the purpose of AGM.

11. Any person who is not a member as on the cut-off date should treat this notice for information purposes only.

12. The process and manner for e-voting and process of joining meeting through VC along with other details also forms part of the Notice.

13. The recorded transcript of the AGM will be hosted on the website of the Bank at www.federalbank.co.in.

14. The voting rights of the members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Bank as on the cut-off date i.e. Friday, August 22, 2025 subject to the relevant provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder, Section 12 of the Banking Regulation Act, 1949, RBI (Acquisition and holding of Shares or voting rights in Banking Companies) Directions, 2023 and RBI - Guidelines on acquisition and holding of shares or voting Rights in Banking Companies dated January 16, 2023.

15. Attendance of the Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. All correspondence regarding shares of the Bank should be addressed to the Bank's Registrar and Share Transfer Agent ("RTA"), Integrated Registry Management Services Private Limited (II Floor Kences Towers, No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600017, Ph – 044- 28140801, E-mail – einward@integratedindia.in)

17. SEBI has mandated:

    a. furnishing of PAN, postal address with PIN, e-mail address, mobile number, bank account details and latest specimen signature, etc.; and
    b. compulsorily linking PAN with Aadhaar number, unless specifically exempt by the competent authority.

    In terms of the said SEBI mandate, folios, wherein any of the above-mentioned document / details (except for nomination) are not available, such members will not be eligible to lodge any grievance or avail service request from the RTA or receive any dividend from the Bank in physical mode.

In this regard, the Bank has addressed individual letters to all the concerned members for furnishing their PAN, Bank Account details, KYC and Nomination details. The relevant forms prescribed by SEBI under the aforesaid circular are available on the website of the Bank at www.federalbank.co.in/shareholder-information.

The concerned members are requested to furnish their PAN, Bank Account details, KYC and Nomination details by submitting the prescribed forms, duly filled and signed by the registered holders, by e-mail from their registered e-mail address to einward@integratedindia.in or by submitting a physical copy thereof to RTA at its address given herein above. Members holding shares in demat form are requested to submit their PAN, Bank Account details, KYC and Nomination details to their respective Depository Participants ("DP").

Members who have not updated their latest e-mail address in the records of the DPs / RTA / the Bank, are requested to update the same.

18. As per the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, listed companies shall, while processing investor service requests pertaining to issuance of duplicate securities certificate or exchange of securities certificate, endorsement, subdivision / consolidation of certificates, etc., issue the securities only in demat mode. Members holding securities in physical form are advised to dematerialise their share certificate(s).

19. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024 has mandated that holders of physical securities, whose folio(s) are not updated with any of the KYC details viz., PAN, nomination, contact details, mobile number, bank account details or specimen signature, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024. Accordingly, dividend payable to members holding shares in physical mode, whose KYC details are not updated shall be withheld by the Bank. Members are therefore advised to update their KYC details on priority, if not done already.

20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Bank directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Bank of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

22. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank/RTA will be entitled to vote.

23. Members, desiring any information relating to the financials of the Bank, are requested to write at agm@federalbank.co.in at an early date. The same will be replied by the Bank suitably.

24. **Dividend Related Information**

The Board of Directors at its meeting held on April 30, 2025, has recommended the payment of final dividend @ Rs 1.20 per equity share of the face value Rs. 2 each (60%) for the financial year 2024-25, subject to approval of members at the ensuing AGM. The cut-off/ record date to determine eligibility of members for payment of dividend is August 22, 2025. If the final dividend, as recommended by the Board of Directors of the Bank, if approved at the AGM, the dividend will be paid within thirty days from the date of the AGM, electronically through various online transfer modes to those members who have updated their bank account details.

In terms of the provisions of the Income-tax Act, 1961, (the "IT Act") and Finance Act, 2020, the Bank is required to deduct tax at source from dividend paid to members, at the rates prescribed thereunder. The tax rates would vary depending on the residential status of the member and the exemptions as enumerated in the IT Act subject to fulfilling the documentary requirements.

Accordingly, to enable the Bank to determine the appropriate TDS / withholding tax rate, members are requested to upload relevant documents, on https://ipostatus.integratedregistry.in/TaxExemptionRegistration.aspx on or before August 22, 2025.

The Members of the Bank are requested to kindly go through the important communication of the Bank with respect to deduction of tax at source on dividend which is available on the Bank's website at https://www.federalbank.co.in/shareholderinformation.

25. **Unclaimed dividend & IEPF related information**

a. Members who have not encashed the dividend warrants for the financial year ended 2017-18 (Final) and/or any subsequent years are requested to write to the Bank giving necessary details along with claimant's proof of identity and address. In this connection, the Bank has placed the names of such persons who has not claimed dividend since ended 2017-18 (Final) on the website of the Bank and the shareholders can view the details www.federalbank.co.in/unclaimed-unpaid-dividend.

b. As per provisions of Section 124 of Companies Act, 2013, Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5. For details, please refer to Corporate Governance Report which is a part of this Annual Report and Bank's website, www.federalbank.co.in/unclaimed-unpaid-dividend.

c. The details of unpaid and unclaimed dividends lying with the Bank as on March 31, 2025, are uploaded on the website of the Bank and can be accessed through the link www.federalbank.co.in/unclaimed-unpaid-dividend. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Bank will transfer to the IEPF Authority, during financial year 2025-26, all shares in respect of which dividend had remained unpaid or unclaimed for seven (7) consecutive years or more as on the due date of transfer, i.e., September 12, 2025.

d. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority by following the procedure as set out in IEPF Rules.

e. The Bank had released an Advertisement in National Daily viz., Financial Express and Regional language daily viz., Deepika for transferring unpaid / unclaimed dividend and unclaimed shares of the Bank to Investor Education and Protection Fund (IEPF) Account as per Section 124(6) of the Companies Act, 2013. The Bank had also sent individual communication dated May 26, 2025, to the shareholders concerned whose dividend remains unpaid or unclaimed for a period of Seven (7) consecutive years since 2016, at their registered address and shares are liable to be transferred to IEPF account under the aforesaid Rules, for taking appropriate action(s) by the shareholder concerned.

f. For any communication, the shareholders may also send requests to the Bank's investor e-mail IDs: secretarial@federalbank.com

26. **The instructions for members for remote e-voting and participation at the AGM through VC**

a. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the SEBI Listing Regulations and the circulars issued from time to time, the Bank is pleased to provide facility of remote e-voting and e-voting during the AGM to the members to cast votes electronically on all resolutions set forth in this notice. The Bank has engaged services of NSDL for the same.

b. The Bank has appointed Mr. M. Damodaran (Membership No. F5837, CP No. 5081) or in his absence, Ms. J. Kalaiyarasi (Membership No. A 29861, CP No. 19385) of M/s. M Damodaran & Associates LLP, Practising Company Secretaries as the Scrutiniser to scrutinise the voting at the meeting and remote e-voting process in a fair and transparent manner.

c. The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting: Tuesday, August 26, 2025
End of remote e-voting: Thursday, August 28, 2025

The remote e-voting module shall be disabled by NSDL thereafter.

d. Members holding shares either in physical or dematerialised form, as on the cut-off date i.e., Friday, August 22, 2025, may cast their votes electronically.

e. The voting results in respect of the resolutions as set out in this notice of the AGM, along with the scrutinizer's report will be communicated to the stock exchanges and will be uploaded on the website of the Bank i.e., www.federalbank.co.in and of NSDL i.e. https://evoting.nsdl.com/. The said results will also be displayed at the registered office of the Bank, in accordance with SS-2.

f. Any person holding shares in physical form and non-individual members, who becomes a member of the Bank after dispatch of this notice or who has not registered their e-mail addresses with the Bank / DP and holds shares as on the cut-off date, may obtain the User ID and Password by sending a request to evoting@nsdl.com.

g. Individual members holding shares in demat mode, who becomes a member of the Bank after dispatch of this notice and holds shares as on the cut-off date, may follow steps mentioned below for casting their vote through e-voting or participating in the AGM.

h. A person who is not a member as on the cut-off date should treat this notice solely for information purposes.

i. In case of joint holders, the member whose name appears higher in the order of names as per the register of members of the Bank will be entitled to vote at the AGM, provided the votes are not already cast through remote e-voting.

j. The process to vote electronically on NSDL e-voting system is mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.

	2. 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 or joining virtual meeting & voting during the meeting. 3. 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.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 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 or joining virtual meeting & voting during the meeting. 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 e-voting 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 or joining virtual meeting & voting during the meeting.

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 e-Voting and joining virtual meeting 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?

a. 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.
b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
c. 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.

d. 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***

e. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- 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.
- 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.

f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   - 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.
   - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   - 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.

g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
h. Now, you will have to click on "Login" button.
i. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

a. 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 and General Meeting is in active status.
b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
c. Now you are ready for e-Voting as the Voting page opens.
d. 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.
e. Upon confirmation, the message "Vote cast successfully" will be displayed.
f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
g. 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 einward@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 einward@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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
b. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
d. This facility would be made available for 30 minutes once the Chairman announces the commencement of e-voting.
e. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

a. Members can attend the AGM through VC by following the login process for e-voting as mentioned above.

b. After successful login, members can see link of 'VC / OAVM' placed under 'Join Meeting' menu against The Federal Bank Limited.

c. Members are requested to click on 'VC / OAVM' link placed under 'Join Meeting' menu. The link for VC / OAVM will be available in shareholder / member login where the EVEN of 'The Federal Bank Limited' will be displayed.

d. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

e. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

f. The link for joining the AGM through VC will be activated 30 minutes before the scheduled start-time of the AGM and will remain open throughout the AGM.

g. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at agm@federalbank.co.in The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at agm@federalbank.co.in. The same will be replied by the Bank suitably.

h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The shareholders may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at agm@federalbank.co.in.

DECLARATION OF VOTING RESULTS

a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.

b. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Bank's website and on the website of NSDL

immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Bank are listed.

c. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., August 29, 2025.

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 upon request.

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

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

Date: July 30, 2025
Place: Aluva

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), set out all material facts relating to the business proposed to be transacted under Item Nos. 4 to 10 of the accompanying Notice dated July 30, 2025.

Item No.4 :

The Board of Directors of the Bank had, at their meeting held on April 30, 2025, based on the recommendation of the Nomination, Remuneration, Ethics & Compensation Committee and upon evaluation of the eligibility of Mr. Venkatraman Venkateswaran (DIN: 09227554) in terms of the 'Fit and Proper' criteria as laid down by the Reserve Bank of India ("RBI") and in compliance with the provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Banking Regulation Act, 1949 ("BR Act") and the various circulars issued by the Regulators, from time to time, appointed Mr. Venkatraman Venkateswaran, as an Executive Director (Additional Category) and a Key Managerial Personnel (KMP) of the Bank, for a period of three years, with effect from the date of receipt of all the regulatory and statutory approvals, as may be necessary from the RBI, any other regulatory / statutory authority and subject to the approval of the members, on the terms and conditions of remuneration, as set out in the Ordinary Resolution at Item No. 4 of the accompanying Notice.

Reserve Bank of India through its letter no. DoR.GOV.No. 2798/08.38.001/2025-26 dated July 09, 2025, approved the proposal for appointment of Mr. Venkatraman Venkateswaran (DIN: 09227554) as Executive Director of the Bank for a period of three years. Further, RBI had approved the Fixed Pay (including perquisites) of Mr. Venkatraman Venkateswaran. Accordingly, Mr. Venkatraman Venkateswaran took charge as Additional Executive Director (KMP) of the Bank w.e.f July 10, 2025, on the terms and conditions including remuneration as approved by Reserve Bank of India.

The brief details of Mr. Venkatraman Venkateswaran, in terms of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to this Notice.

The Bank has received a notice in writing, in terms of Section 160(1) of the Act, from a member proposing the candidature of Mr. Venkatraman Venkateswaran for the office of Director of the Bank.

Mr. Venkatraman Venkateswaran is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority. He has furnished to the Bank, his consent to act as a director and has confirmed that he is not disqualified from being appointed as a Director of the Bank.

Mr. Venkatraman Venkateswaran has relevant knowledge and practical experience and expertise in the areas of Accounting and Financial Performance Management, Business Performance Management, Capital Management, Financial Crime Compliance, Banking Operations, Technology & Operations, Branch Banking & Risk Management , as required under Section 10A 2(a) of the BR Act and the relevant circulars issued by the RBI, from time to time.

The Board of Directors of the Bank is of the opinion that Mr. Venkatraman Venkateswaran possesses the necessary skills and expertise. Given his extensive experience, sharp business acumen, and deep understanding of the complexities of the banking and financial services sector, his appointment as Executive Director is considered both desirable and highly beneficial to the Bank.

Mr. Venkatraman Venkateswaran is not related to any Director or Key Managerial Personnel of the Bank.

Variable Pay comprising of Cash and Noncash Components at the end of each financial year, payable to Mr Venkatraman Venkateswaran , shall be determined by Nomination, Remuneration, Ethics and Compensation Committee, Board of Directors and shall be subject to approval of Reserve Bank of India.

The Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to the appointment of Mr. Venkatraman Venkateswaran as Executive Director (KMP) of the Bank and for payment of Remuneration including variable pay comprising of Cash and Non-cash Components at the end of each financial year during his tenure as Executive Director as set out in the Ordinary Resolution at Item No. 4 of the accompanying Notice.

Accordingly, approval of the members is requested for appointment of Mr. Venkatraman Venkateswaran as Executive Director of the Bank (KMP) for a period of three years w.e.f. July 10 ,2025 as per the terms and conditions as set out in the Ordinary Resolution at item No. 4 of the accompanying Notice.

Except Mr. Venkatraman Venkateswaran, Executive Director (KMP) or his relatives, none of the Directors and Key Managerial Personnel of the Bank or their relatives are concerned or interested, financially or otherwise, in passing of the Ordinary resolution as set out at Item No. 4.

Item No: 5

The Securities and Exchange Board of India (the “SEBI”), through its notification dated December 12, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”). As per the revised regulation, listed entities are required to appoint a Secretarial Auditor who is a peer reviewed company secretary, and meets the eligibility criteria, as specified in Regulation 24A of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

In compliance with these regulations, the Board of Directors of the Bank (the “Board”) at its meeting held on June 30, 2025, based on the recommendation of the Audit Committee (the “Committee”), evaluated the profile of several Secretarial Auditors. Based on the evaluation and on the recommendation of the Committee, the Board hereby recommends the appointment of M/s. SEP & Associates, Practicing Company Secretaries, Kochi, as the Secretarial Auditors of the Bank, for a period of five consecutive years from financial year 2025-2026 to financial year 2029-2030, for the approval of the members of the Bank. M/s. SEP & Associates is holding a valid Peer Review Certificate (certificate no. 6780/2025) issued by the Institute of Company Secretaries of India (the “**ICSI**”), possesses extensive expertise and experience in conducting secretarial audits for listed entities.

M/s. SEP & Associates have conducted the secretarial audit of the Bank for the financial years 2019-2020 to 2021-22.

M/s. SEP & Associates have consented to the said appointment and confirmed their eligibility for appointment as the Secretarial Auditors of the Bank and that this appointment, if made, would be within the limit specified by the ICSI. M/s. SEP & Associates have confirmed that they satisfy the eligibility criteria, have no disqualifications or conflicts of interest as prescribed under the SEBI Listing Regulations read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated 31 December 2024. They also do not provide any services to the Bank, directly or indirectly, which have been restricted by the SEBI, thereby ensuring their independence and alignment with regulatory requirements, as mandated by the SEBI.

The Board, based on the recommendation of the Audit Committee, has proposed a remuneration not exceeding Rs. 6,00,000/- (Rupees Six Lakh Only) (in addition to any out-of-pocket expenses, outlays and taxes, as applicable) for conducting the secretarial audit for the FY 2026. The remuneration for subsequent year(s) of their term, would be determined by the Board of Directors (hereinafter referred to as the "Board", which term shall include Audit Committee of the Board) of the Bank. The said remuneration is commensurate to the scope of the audit to be carried out.

M/s. SEP & Associates is a boutique firm of Company Secretaries based in Kochi with its presence in Trivandrum, Chennai, and Mumbai. The Firm has been formed with the idea of offering a one-stop solution for its clients in the field of Corporate Governance, Secretarial and Legal compliance along with management advisory services. The Firm is well-equipped in meeting the requirements of all categories of business entities ranging from private, public, listed and Government companies as well as entities that are governed by special legislations, like Banking companies, Non-Banking Finance Companies, securities market intermediaries, entities having foreign presence, partnership firms, Limited Liability Partnerships etc.

Considering their past performance, experience and expertise, and based on the recommendation of the Committee, the Board recommends passing of the ordinary resolution, as set out in Item no. 5 of this notice, for the approval of the members.

In accordance with the facts of the proposal and the rationale as aforesaid, your Board recommends passing of the Ordinary Resolution at Item No.5 of the accompanying Notice.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution at Item No. 5 of the accompanying Notice.

Item No: 6

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company, and he / she is eligible for re-appointment for an additional term of five consecutive years, on passing of a prior special resolution by the company. However, in case of banking companies, which are governed under Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

The Board of Directors at their meeting held on September 08, 2020, had appointed Ms Varsha Purandare (DIN: 05288078) as an Additional Independent Director under Section 161 of the Companies Act. Ms Varsha Purandare 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 90th Annual General Meeting of the Bank held on July 09, 2021 to hold office for a period of five (5) years with effect from September 08, 2020. Accordingly, the first term of Ms Varsha Purandare expires on September 07, 2025.

Based on the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee ("the Committee" and the performance evaluation of Ms Varsha Purandare, the Board of Directors of the Bank ("the Board") at its meeting held on June 30, 2025, recommended the re-appointment of Ms. Varsha Purandare as an Independent Director of the Bank, for second term of three years, with effect from September 08, 2025 to September 07, 2028 (both days inclusive), subject to prior approval of members of the Bank.

Whilst considering the re-appointment of Ms. Varsha Purandare as an Independent Director, the Committee and the Board reviewed and confirmed that:

- She is a fit and proper person to be re-appointed as a Director of the Bank, as per the fit and proper norms prescribed by the Reserve Bank of India ("the RBI");
- The Bank has received a declaration from Ms. Varsha Purandare that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"),
- She is not disqualified from being re-appointed as a Director of the Bank, in terms of Section 164 of the Act and has given her consent to act as an Independent Director of the Bank. In the opinion of the Board, she fulfils the conditions relating to her re-appointment as prescribed under the relevant provisions of the Act, the relevant rules made thereunder, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and the guidelines issued by the RBI, in this regard, from time to time;
- She is not debarred from holding the office of director by virtue of any order by SEBI or any other authority;
- She has the requisite skills, capabilities and expertise in functional areas viz., Banking, Governance, Compliance, Credit, Treasury Operations, Agriculture, Information Technology SSI, Finance, Risk Management, Business management, Investment, Management, Retail Lending, SME Banking through qualification or diverse experience, which are beneficial to the Bank.

During the said tenure, Ms. Varsha Purandare shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

As an Independent Director of the Bank, Ms. Varsha Purandare will be entitled to sitting fees for attending the meetings of the Board / Committees and to a fixed remuneration, in terms of the RBI circular dated April 26, 2021 on 'Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board' read with RBI circular dated February 9, 2024 on 'Review of Fixed Remuneration granted to Non-Executive Directors (NEDs)'. However, she will not be entitled to stock options that may be granted by the Bank.

The brief details of Ms. Varsha Purandare, in terms of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been provided in the Annexure to this Notice.

The Board of Directors of the Bank recommends the resolution in relation to the re-appointment of Ms. Varsha Purandare as an Independent Director of the Bank effective from September 08, 2025, to September 07, 2028, as set out in Item No. 6 for approval of the Members of the Bank by way of a Special Resolution.

Except Ms. Varsha Purandare, 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. 6 of this Notice.

Item No: 07

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

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

Accordingly, the Bank had obtained the approval of Members at the last AGM held on August 31, 2024, for borrowing/ raising of funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, up to Rs. 6,000 Crores (Rupees Six Thousand Crores Only), in one or more tranches. The current approval of Members is valid till August 30, 2025.

To facilitate the raising of funds by way of the issue of debt securities, it would be necessary to have the fresh approval of Members in place. Subject to such approval, the Board Directors of the Bank can offer or invite for non-convertible debentures, where the proposed amount to be raised through such offer or invitation does not exceed the limit as specified in the Act. Accordingly, the Board of Directors of the Bank in its meeting dated June 30, 2025 after assessing its fund requirements, has proposed to obtain the consent of the Members of the Bank for borrowing/ raising funds by issue of debt securities including but not limited to Additional Tier I bonds (AT1 bonds), Tier II bonds, long term bonds to be issued for financing Infrastructure and Affordable housing loans, Masala Bonds, bonds issued for Environmental Social Governance funding (ESG bonds) such as Green Bonds, Blue Bonds or other such debt securities as may be permitted by RBI from time to time towards the stated purpose, up to Rs. 6,000/- Crores (Rupees Six Thousand Crores only), in one or more tranches and under one or more shelf disclosure documents and/or one or more letters of offer, in domestic market and/ or overseas market, as per the structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions including the price,

coupon, premium/ discount, tenor etc., as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. This would form part of the overall borrowing limits as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

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

The Board of Directors of the Bank recommends the resolution in relation to Raising of Funds through Issuance of Bonds as set out in Item No. 7 of this Notice, for approval of the members of the Bank by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 7 of the accompanying Notice.

Item No: 8

To maintain strong capital adequacy and ensure unhindered growth despite the challenging macroeconomic scenario, Bank proposes to raise additional capital aggregating up to Rs 8,000/- Crores (Eight Thousand Crores only) or its equivalent amount in Indian Rupees or such foreign currencies as may be necessary, inclusive of any premium, by way of placement of Securities or a combination thereof to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and/ or private placement in international markets through ADRs/ GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Further Public Offer ("FPO") or rights issue or any other methods. The issue of securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, to, as applicable, the ICDR Regulations, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, and other applicable guidelines, notifications, rules and regulations, each as amended.

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

Basis or Justification of Price: The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Bank may, in accordance with applicable law, offer a discount of not more than 5% or such percentage

as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount as may be permitted under applicable law. The "Relevant Date" for this purpose in case of allotment of Equity Shares, will be the date when the Board or the Committee of the Board decides to open the qualified institutions placement for subscription or, in case of convertible securities, the date of the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the proposed issue.

The Equity Shares allotted would be listed on one or more stock exchanges in India and in case of ADR/GDR, internationally. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

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

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

The Board of Directors recommends the resolution as set out in item No. 8 for approval of the Members by way of a Special Resolution.

The Directors, Key Managerial Personnel of the Bank and their respective relatives may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are director or member.

Item No: 9 and 10

The Compensation Policy of the Bank which is framed in accordance with the "Guidelines on Compensation of Whole Time Directors/Chief Executive Officers/ Material Risk Takers and Control Function staff" issued by Reserve Bank of India (RBI) on 4.11.2019, (and as may be amended by RBI from time to time) allows the Bank to offer variable compensation in the form of stock options / incentive options.

Your Bank believes that Equity based compensation schemes are an effective tool to reward the talents working with your Bank (Present and Future, if any). It provides an opportunity for employees to get a share in the value of the Bank and to create long-term wealth in the hands of the employees. With a view to drive long term performance, retain talent and attract new talent, your Bank intends to implement following employee stock option schemes namely:

- The Federal Bank Limited Employee Stock Option Scheme 2025 ("ESOS 2025") and
- The Federal Bank Limited Employee Stock Incentive Scheme 2025 ("ESIS 2025")

for the employees of the Bank (Present and Future, if any).

ESOS 2025 and ESIS 2025 shall hereinafter collectively be called as 'Scheme'.

The Nomination, Remuneration, Ethics and Compensation Committee ("Committee"), and the Board of Directors of the Bank at their meetings held on July 19, 2025 and July 30, 2025 respectively had approved the Schemes, subject to the approval of members, for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Bank (Present and Future, if any) including any Director, whether whole-time or otherwise (other than the employee who is a Promoter or person belonging to the Promoter Group, Independent Directors of the Bank and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Bank), under the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations") and other applicable laws.

In terms of Regulation 6 of SEBI Regulations and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, applicable RBI Regulations, Guidelines and Circulars, for offer of the Scheme to the employees of the Bank, approval of the Members by way of Special Resolution is required. Accordingly, the resolutions contained at Item No. 09 and 10 set out in the Notice is being placed for approval of the shareholders of the Bank.

Disclosure/main features of the Scheme pursuant to the SEBI Regulations are as under:

a) Brief description of the Scheme

The Scheme contemplates grant of options to the employees of the Bank (Present and Future, if any).

After vesting of options, the employees earn a right, but not an obligation, to exercise the vested options within the exercise period and obtain equity shares of the Bank subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.

The Nomination, Remuneration, Ethics and Compensation Committee ("Committee") of the Bank shall act as Compensation Committee for the supervision of Scheme and shall administer the Scheme under the guidance of the Board. All questions of interpretation of the Scheme shall be determined by the Committee as per the terms of the Scheme.

The objective of the Schemes is to reward the eligible Employees of the Bank (present or future) in India and / or outside and to motivate them to contribute to the growth and profitability of the Bank in future. The Scheme aim to attract, reward the talented / key employees for their contributions in the successful management and operations of the Bank and to provide an incentive to secure their continued contribution toward the future growth of the Bank. The Bank views Stock Options as a means that would enable the employees to get a share in the value they create for the in future.

b) Total number of Options to be offered and granted

The total number of stock options to be granted under the Scheme shall be as follows:

Sr. No.	Scheme Name	Total number of Options that may be granted under the Scheme	% of paid-up Equity Shares of the Bank
1	ESOS 2025	2,45,58,291	1.0%
2	ESIS 2025	1,47,34,974	0.60%

Each option when exercised would be converted into one equity share of Rs. 2/- (Rupees Two Only) each fully paid-up.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, change in capital structure and others, if any additional employee stock options of the Bank are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Bank are either sub-divided or consolidated, then the number of Equity shares and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupees Two only) per equity share shall bear to the revised face value of the equity shares of the Bank after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme (s)

Following classes of employees are entitled to participate in the Scheme:

(i) an employee as designated by the Bank, who is exclusively working in India or outside India; or
(ii) a director of the Bank, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director;

but does not include -

a) an employee who is a promoter or a person belonging to the promoter group; or
b) a director who, either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Bank.

The eligible Employees to whom the Options would be granted, and their eligibility criteria would be determined by the Committee.

d) Requirements of vesting and period of vesting

The Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant Letter. There shall be a minimum period of 1 year and maximum period of 5 years between the Grant of Options and Vesting of Options. The vesting under ESIS 2025 is linked to Bank's performance and individual performance parameters as may be decided by the Committee.

The Options granted will vest only to the Employees. However, in the event of death or permanent disability, Options shall vest as may be determined by the Committee in this regard and in accordance with the SEBI Regulations.

Options under ESIS 2025 shall be granted based on one or more of the pre-defined performance conditions as determined by the Committee which shall *inter alia* include the following.

- **Bank's Performance -** Vesting of Options will be dependent on the business performance parameters, prescribed by the NRC, such as Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), Net Interest Margin (NIM), Net Non-Performing Assets (NNPAs), Return

on Equity, Return on Asset, CASA of the Bank etc. The performance under the said parameters will be further consolidated and evaluated on weighted average basis as per the criteria prescribed by the NRC in its sole discretion.

- **Individual Performance –** Individual performance is a performance condition for vesting of awards under the Scheme. Vesting of awards will be dependent on the annual performance ratings and / or Key performance indicator metrics of the individual employees.
- Such other parameter as may be decided by the Committee

e) Maximum period (subject to regulation 18(1) of SEBI Regulations) within which the Stock Options shall be vested

All the stock options granted on any date shall vest not later than 5 years from the date of grant of stock options in case of ESOS 2025 and 4 years from the date of grant of stock options in case of ESIS 2025 subject to conditions, if any, mentioned in the Grant Letter.

f) Exercise price

The Exercise Price for the Options granted under the Schemes will be as follows:

- ESOS 2025: Market Price*.
- ESIS 2025: Face Value of the share i.e., Rs. 2/- per Option.

*Market Price means the latest available closing price on a recognised stock exchange on which the shares of the Bank are listed on the date immediately prior to the relevant date and which has recorded the highest trading volume as on the trading day.

Relevant date means :

(i) in the case of grant, the date of the meeting of the Committee on which the grant is made; or

(ii) in the case of exercise, the date on which; Option(s) are exercised by the Employee through the mode prescribed by the Bank;

g) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of maximum exercise period of 5 years in case of ESOS 2025 and 3 years in case of ESIS 2025 from the date of respective vesting or such other period as may be decided by the Committee at its sole discretion from time to time as mentioned in the Grant Letter. The stock options can be exercised by the Employees by submitting an Exercise Application as prescribed by the Committee.

The stock option will lapse if not exercised within the specified exercise period.

h) The appraisal process for determining the eligibility of the Employees for the Scheme(s)

The appraisal process for determining the eligibility of the Employee will be determined by the Committee from time to time and will *inter alia* be based on criteria such as the date of joining of the employee with the Bank, grade of the employee, performance evaluation, achievement of performance conditions based on the annual performance targets / parameters, period of service with the Bank, and/or by any such criteria that may be determined by the Committee from time to time.

i) Maximum number of stock options to be offered per Employee and in aggregate under the Schemes

The maximum number of options granted per Employee will be determined by the Committee on a case to case basis and the aggregate number of Options that may be granted to an identified Employee under the Scheme shall not exceed the following in any one financial year:

ESOS 2025 - The maximum number of Options that may be granted to any Employee under this Scheme shall not exceed 0.20% of the total paid up equity share of the Bank as on the date of the grant.

ESIS 2025 - The maximum number of Options to be granted to any Employee under this Scheme shall not exceed 0.05% of the total paid up equity share of the Bank as on the date of the grant.

The aggregate number of stock options to be granted under the Scheme shall be as follows

Sr No	Scheme Name	Total number of Options that may be granted under the Scheme
1	ESOS 2025	2,45,58,291
2	ESIS 2025	1,47,34,974

j) Maximum quantum of benefits to be provided per Employee under the Scheme(s)

The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Bank's equity shares determined as on the date of exercise of stock options, on the basis of difference between the stock option Exercise Price and the Market Price of the equity shares on the exercise date.

k) Whether the Schemes are to be implemented and administered directly by the Bank or through a trust

The Scheme is to be implemented and administered directly by the Bank, through Committee and not through Trust.

l) Whether the Scheme involves new issue of shares by the Bank or secondary acquisition by the trust or both

The Schemes involves only new issue of shares by the Bank.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Bank to the Trust, its tenure, utilization, repayment terms, etc.

Not Applicable, since the Schemes are proposed to be implemented directly by the Bank.

n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme

Not Applicable, since the Schemes are proposed to be implemented directly by the Bank.

o) A statement to the effect that the Bank shall conform to the accounting policies specified in regulation 15 of SEBI Regulations

The Bank shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SEBI Regulations and any other authorities as applicable, from time to time.

p) The method which the Company shall use to value its options

To calculate the employee compensation cost, the Bank shall use intrinsic value method as applicable unless otherwise required to use fair value method for ESOS 2025 under applicable laws/ regulations. The Bank uses fair value method for ESIS 2025.

q) Declaration

In case, the Bank opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the stock options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Bank shall also be disclosed in the Directors' Report.

r) Period of lock-in

The Shares allotted upon exercise of stock options under the Schemes are not subject to any lock in period.

s) Terms & conditions for buyback, if any, of specified securities covered under SEBI regulations

The Board in accordance with Applicable Laws may lay down the procedure for buy-back of specified securities issued under this Scheme, to be undertaken by the Bank at any time under the SEBI (Buyback of Securities) Regulations, 2018, which may include:

i. permissible sources of financing for buy-back;
ii. any minimum financial thresholds to be maintained by the Bank as per its last financial statements; and
iii. limits upon quantum of specified securities that the Bank may buy-back in a financial year.

t) Listing

Equity shares allotted pursuant to the exercise of the Scheme, shall be listed on BSE Limited and National Stock Exchange of India Limited.

u) Applicability of Malus and Clawback

The Bank reserves the right of executing malus/ clawback arrangements in respect of Options already granted, vested, or exercised, as the case may be. Options granted under the Scheme are always subject to malus and clawback as may be exercised by the Bank in the circumstances specified in the guidelines issued by the Reserve Bank of India.

Approval of the members is being sought in terms of Sections 62 of the Companies Act, 2013 and rules made thereunder, and Regulation 6 of the SEBI Regulations and any other applicable provisions of the law, for the implementation of the Scheme and the grant of stock options exercisable into equal number of equity shares of the Bank to the employees of the Bank, as decided from time to time

Draft copies of the Schemes are available for inspection at the Bank's Registered Office during official hours on all working days.

Based on the facts and rationale outlined in the above statements, the Board is of the opinion that the resolutions detailed in the accompanying Notice serve the best interests of the Bank and its Members. Accordingly, the Board recommends the Special Resolutions set out in item Nos. 09, and 10 of this Notice for approval of shareholders.

None of the directors, key managerial personnel of the Bank and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Bank and number of options which may be granted to them, if any, pursuant to implementation of the Scheme.

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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	**Ms. Varsha Purandare**	**Mr. Harsh Dugar**	**Mr. Venkatraman Venkateswaran**
Date of Birth	07.12.1958	12.12.1972	17.04.1966
Age	66 years	52 years	59 years
DIN	05288076	00832748	09227554
Nationality	Indian	Indian	Indian
Qualification(s)	BSc (Chemistry) and Diploma in Business Management	Cost and Work Accountant (CWA) and Chartered Financial Analyst (CFA)	BA Economics, Bachelor of General Laws, FCA, Executive MBA (IIM-A)
Experience	Ms Varsha Purandare has varied experience of 36 years in credit, forex, treasury, capital markets, investment banking, SSI and private equity businesses of State Bank of India (SBI) & SBI Capital Markets Ltd (SBICAPS) across geographies domestic & globally. She also served various Boards & Committees of several businesses of SBI and other institutions. She was also the former MD & CEO of SBI Capital Market Limited. Ms. Purandare was the Dy. MD and CCO/CCRO of SBI from May 2014 to November 2015. Presently, she also serves as an Independent Director on the Board of various companies.	Mr. Harsh Dugar was appointed as Executive Director of the Bank, for a period of three years with effect from June 23, 2023, per the approval received from RBI and Shareholders. Mr. Harsh Dugar joined Federal Bank in 2016 as Country Head for Corporate and Institutional Banking with a prior experience of 20 years at HDFC Bank. He has significant experience in Wholesale banking across various geographies and also in the field of Corporate Banking which spans across various Verticals and Geographies including Corporate & Institutional, Commercial Banking, Treasury, Business Solutions, Government Business, Micro, Rural & Agri Business and Commercial Vehicle Business.	Mr. Venkatraman Venkateswaran (DIN: 09227554) was appointed as Additional Executive Director (KMP) on the Board of the Bank for a period of three (3) years w.e.f July 10, 2025, as per the approval received from RBI. Approval of the members of the Bank is sought through this Notice for his appointment as Executive Director (KMP) of the Bank Mr. Venkatraman Venkateswaran, joined Federal Bank on April 29, 2021, as Group President & Chief Financial Officer of the Bank. Thought leader in Finance, Operations and Risk with 35 years of

			professional expertise (first 12 years in manufacturing and last 23 years in Banking Industry) in Finance & Banking. Currently leading the Financial Reporting & Taxation, Operations, IT, Investor Relations, Corporate Planning, Loan Collection & Recovery, CSR and Credit administration departments of Federal Bank. Over the course of his career, he has gained vast experience working with global banks like HSBC and Standard Chartered Bank in: Business Finance, Financial Reporting & Operations, Financial Crime Compliance, Technology & Operations Finance, and support functions in various capacities across multiple geographies.
Nature of expertise in specific functional areas	Banking, Governance, Compliance, Credit, Treasury Operations, Agriculture, Information Technology SSI, Finance, Risk Management, Business management, Investment, Management, Retail Lending, SME Banking	Banking, Economics, Governance, Compliance, Agriculture, Finance, Accountancy, Management, Credit, SSI, Retail Lending, SME Banking, Investment, Business Management	Accounting and Financial Performance Management, Business Performance Management, Capital Management, Financial Crime Compliance, Banking Operations,

			Technology & Operations, Branch Banking & Risk 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	Not related to any Director or Key Managerial Personnel of the Bank and their relatives	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 FY 24-25	20 out of 21	20 out of 21	Not Applicable
Directorships in other companies / Positions in other entities as on the date of this AGM Notice	Independent Director in following companies: • Tata AutoComp Systems Limited • TATA Trustee Company Private Limited • TATA Play Limited • TMF Holdings Limited • Deepak Fertilizers and Petrochemicals Corporation Limited • Protraviny Private Limited • Kirloskar Pneumatic Company Limited	Nominee Director of Fedbank Financial Services Limited	Non-Executive Director of Federal Operations and Services Limited Nominee Director of Ageas Life Insurance Company Limited
Memberships/ chairmanships of Committees of the Boards of other Companies as on the date of this AGM Notice	**Deepak Fertilizers and Petrochemicals Corporation Limited** **Chairperson :** Finance Committee and Securities Issue Committee **Member:** Audit Committee and Projects & Funding Committee **TMF Holdings Limited** **Chairperson**: Risk Management Committee	**Fedbank Financial Services Limited** **Member**: Risk Management Committee	**Ageas Life Insurance Company Limited** **Member:** Audit Committee, Investment Committee and CSR & ESG Committee

	Member: Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee **Tata Play Limited** **Chairperson**: Audit Committee - **Member**: Risk Management Committee and Nomination & Remuneration Committee **Tata Trustee Company Private Limited** **Member**: Audit Committee **TATA AutoComp Systems Limited** **Chairperson**: Audit Committee **Member**: Nomination and Remuneration Committee		
Directorship held in other listed Companies as on the date of this AGM Notice	Independent Director in following companies: • Deepak Fertilizers and Petrochemicals Corporation Limited • Kirloskar Pneumatic Company Limited	Nominee Director of Fedbank Financial Services Limited	Nil
Memberships in the Committees of Board of other listed Companies	**Deepak Fertilizers and Petrochemicals Corporation Limited** Chairperson : Finance Committee and Securities Issue Committee	**Fedbank Financial Services Limited** **Member**: Risk Management Committee	Nil

	Member: Audit Committee and Projects & Funding Committee		
Listed entities from which the Director resigned in the past three years	Shaily Engineering Plastics Limited Orient Cement Limited	Nil	Nil
Membership and Chairmanship in the Committees of the Board of the Bank as on the date of this AGM Notice	**Chairperson:** Customer Service, Marketing Strategy and Digital Banking Committee **Member:** Credit, Investment & Raising Capital Committee and Information Technology & Operations Committee	**Member**: Credit Investment & Raising Capital Committee, Stakeholders Relationship Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds and Corporate Social Responsibility	**Member:** Customer Service, Marketing Strategy and Digital Banking Committee, Information Technology & Operations Committee and Corporate Social Responsibility
Number of equity shares held in The Federal Bank Ltd (including as beneficial owner) as on date of this AGM notice.	Nil	10,50,000 equity shares	Nil
Terms and conditions of appointment along with details of remuneration sought to be paid	Ms Varsha Purandare is proposed to be re-appointed as an Independent Director of the Bank, for a second term of 3 years, w.e.f. September 08, 2025, up to September 07, 2028 (both days inclusive). She is not liable to retire by rotation. As an Independent Director, Ms Varsha Purandare 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	As per the terms of appointment, he is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment. He is entitled to receive remuneration as approved by the RBI and Members of the Bank.	RBI vide its letter no.DoR.GOV.No. 2798/08.38.001/2025-26 dated July 09, 2025, approved the appointment of Mr. Venkatraman Venkateswaran (DIN: 09227554) as Executive Director for a period of three years with effect from July 10, 2025, at a fixed pay of Rs 1,80,00,000/- per annum including perquisites. Variable Pay comprising of Cash and Non-cash Components at the end of each

	Reserve Bank of India and other applicable laws, from time to time.		financial year, payable to Mr Venkatraman Venkateswaran , shall be determined by Nomination, Remuneration, Ethics and Compensation Committee, Board of Directors and shall be subject to approval of Reserve Bank of India.
Remuneration last drawn	Rs. 38.90 lakh (sitting fees for attending Board and Committee Meetings) for FY 24-25. In addition, Ms. Varsha Purandare received Rs. 30 lakh for FY 2024-25 towards compensation in the form of fixed remuneration as allowed by relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.	During the Financial Year 2024-25, an aggregate amount of Rs. 166.18 lakh were paid towards remuneration.	During the Financial Year 2024-25, an aggregate amount of Rs. 150.71 lakh were paid towards remuneration for his role as Group President & Chief Financial Officer of the Bank.
Date of first appointment on the Board	September 08, 2020	June 23, 2023	July 10, 2025
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, Ms Varsha Purandare has relevant skills, experience, and expertise in the areas of Banking, Governance, Compliance Credit, Treasury Operations, Agriculture, Information Technology SSI, Finance, Risk Management, Business management,	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 Harsh Dugar has relevant skills, experience, and expertise in the areas of Banking, Economics, Governance, Compliance, Agriculture, Finance, Accountancy, Management, Credit, SSI, Retail Lending, SME Banking, Investment, Business Management	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 Venkatraman Venkateswaran has relevant skills, experience, and expertise in the areas of Banking, Accounting &

	Investment, Management, Retail Lending, SME Banking		Finance, Capital Management & Risk Management.
For re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement	The Committee and the Board has considered her diverse skills, leadership capabilities, expertise in of Banking, Governance, Compliance, Credit, Treasury Operations, Agriculture, Information Technology SSI, Finance, Risk Management, Business management, Investment, Management, Retail Lending, SME Banking and vast global business experience, among others, as being key requirements for this role. In view of the above, the Committee and the Board is of the view that Ms Varsha Purandare possesses the requisite skills and capabilities, which would be of immense benefit to the Bank, and hence, it is desirable to reappoint her as an Independent Director.	Not Applicable	Not Applicable

ANNEXURE B

Brief profile of Directors seeking appointment/re-appointment at the Annual General Meeting vide Notice dated July 30, 2025

A. Mr. Venkatraman Venkateswaran

Mr. Venkatraman Venkateswaran is the Executive Director of the Bank w.e.f July 10, 2025. Mr Venkatraman is a thought leader in Finance, Operations and Risk with 35 years of professional expertise (first 12 years in manufacturing and last 23 years in Banking Industry) in Finance & Banking. Currently leading the Financial Reporting & Taxation, Operations, IT, Investor Relations, Corporate Planning, Loan Collection & Recovery, CSR and Credit administration departments of Federal Bank.

A Chartered Accountant with graduate degrees in Economics and Law and an Executive MBA from Indian Institute of Management, Ahmedabad.

Over the course of his career, he has gained vast experience working with global banks like HSBC and SCB in: Business Finance, Financial Reporting & Operations, Financial Crime Compliance, Technology & Operations Finance, and support functions in various capacities across multiple geographies.

B. Mr. Harsh Dugar

Mr. Harsh Dugar is the Executive Director at The Federal Bank Ltd since 2023. He joined Federal Bank in 2016, after completing 20 years in Corporate Banking, HDFC Bank. He had joined the Bank as the Country Head for Corporate and Institutional Banking. He had been serving as the Group President and Country Head – Wholesale banking of the Bank between April 2021 and June 2023.

Mr. Dugar brings along a significantly rich expertise in the field of Corporate Banking which spans across various Verticals and Geographies including Corporate & Institutional, Commercial Banking, Treasury, Business Solutions, Government Business, Micro, Rural & Agri Business and Commercial Vehicle Business.

He holds a bachelor's degree with Honours in Accounting & Finance from the University of Calcutta as a University Topper. He is a qualified CWA with All India Rank holding and holds a Gold Medal in CFA along with an All-India Rank. He was also a part time faculty with ICFAI Business School, Kolkata during his initial career.

C. Ms. Varsha Purandare

Ms. Varsha Purandare is the Independent Director of the Bank w.e.f September 08, 2020. She has varied experience of 36 years in credit, forex, treasury, capital markets, investment banking, SSI and private equity businesses of State Bank of India (SBI) & SBI Capital Markets Ltd (SBICAPS) across geographies domestic & globally. She also served various Boards & Committees of several businesses of SBI and other institutions. She was also the former MD & CEO of SBI Capital Market Limited. Ms. Purandare was the Deputy Managing Director and Chief Credit Officer/ Chief Risk Officer (CCO/CCRO) of State Bank of India ("SBI"), from May 2014 to November 2015. Presently, she also serves as an Independent Director on the Board of various companies as detailed in **Annexure A**.