

SEC/LODR/311/2025-26

19.11.2025

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

Dear Madam/ Sir,

**Sub: - Proceedings of the Extra-Ordinary General Meeting of The Federal Bank Limited held on November 19, 2025**

We wish to inform you that the Extra-Ordinary General Meeting (EGM) of The Federal Bank Limited was held on November 19, 2025, at 11:00 a.m. through Video Conferencing/ Other Audio-Visual Means. Please find enclosed herewith, the proceedings of the EGM as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The same is also being hosted on the website of the Bank at <https://www.federal.bank.in/>

Kindly take the same on record.

Thanking you,

**For The Federal Bank Limited****Samir P Rajdev**  
**Company Secretary****Encl.:** Copy of the proceedings of EGM.

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**PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE FEDERAL BANK LIMITED HELD ON WEDNESDAY, NOVEMBER 19, 2025, AT 11.00 A.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS.**

The Extra-Ordinary General Meeting ('EGM/ the Meeting') of The Federal Bank Limited ('the Bank') was held on Wednesday, November 19, 2025, at 11.00 a.m. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'). The EGM was held in compliance with MCA circular no. 03/2025 dated September 22, 2025 and the Securities and Exchange Board of India (the "SEBI") through its circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 and other relevant circulars issued by the MCA and SEBI from time to time and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary, Mr. Samir P. Rajdev, informed the members that the facility for joining the meeting through VC or OAVM is made available for the members on a first-come-first-served basis.

Mr. A P Hota, Independent Director and Chairman of the Bank, chaired the meeting from Aluva, Kerala. The Chairman welcomed the Members, Directors and other officers to the EGM of the Bank. Thereafter, the Chairman called upon the names of other Directors who had joined the EGM through VC from various locations to introduce themselves. The following Directors were present in the meeting:

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

6. **Mr. Ramanand Mundkur**, Non- Executive Independent Director, Chairman of Stakeholders Relationship Committee and Special Committee of the Board for monitoring and follow up of cases of frauds and Member of Audit Committee of the Board, Credit, Investment & Raising Capital Committee, Nomination, Remuneration, Ethics & Compensation Committee and Customer Service, Marketing Strategy and Digital Banking Committee.
7. **Mr. Sankarshan Basu**, Non- Executive Independent Director, Chairman of Corporate Social Responsibility Committee and Member of Audit Committee of the Board, Risk Management Committee of the Board and Special Committee of the Board for monitoring and follow up of cases of Frauds .
8. **Mr. Elias George**, Non-Executive Independent Director, Chairman of Human Resources Committee of the Board and Member of Credit, Investment & Raising Capital Committee and Information Technology & Operations Committee.
9. **Mr. Krishnan Venkat Subramanian**, Managing Director & CEO, Chairman of Review Committee of the Board on Identification of Wilful Defaulters and Member of Credit, Investment & Raising Capital Committee, Risk Management Committee of the Board, Stakeholders Relationship Committee, Customer Service, Marketing Strategy and Digital Banking Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds (SCBF), Information Technology and Operations Committee, Human Resources Committee of the Board and Corporate Social Responsibility Committee.
10. **Mr. Harsh Dugar**, Executive Director, Member of Credit, Investment & Raising Capital Committee, Stakeholders Relationship Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds (SCBF) and Corporate Social Responsibility Committee.
11. **Mr. Venkatraman Venkateswaran**, Executive Director & Chief Financial Officer, Member of Customer Service, Marketing Strategy and Digital Banking Committee, Information Technology and Operations Committee and Corporate Social Responsibility Committee.

The Chairman of the Audit Committee of the Board, Nomination Remuneration Ethics and Compensation Committee and Stakeholders Relationship Committee were present at the EGM. The representatives of Secretarial Auditors and Registrar & Transfer Agents were also present for the meeting from their respective locations through VC/OAVM.

The requisite quorum having been present at the EGM, Mr. A P Hota, Chairman of the Bank, declared the meeting to be in order and welcomed the members to the EGM of the Bank.

The Chairman informed that the Bank had provided the remote e-voting facility from Sunday, November 16, 2025 (9:00 a.m. IST) to Tuesday, November 18, 2025 (5:00 p.m. IST) to cast the votes electronically on all resolutions set forth in the Notice of the EGM. Members who had not cast their votes electronically and who were participating in the EGM had an opportunity to cast their votes during the meeting and 30 minutes after

the conclusion of the meeting through the e-voting system provided by NSDL. The Board of Directors had appointed Mr. Puzhankara Sivakumar (Membership No. FCS 3050, COP No. 2210), Managing Partner of SEP & Associates, Practicing Company Secretaries, Kochi or in his absence, Mr. Madhusudhanan EP (Membership No. F10085, COP No. 21874) of M/s. SEP & Associates, Practicing Company Secretaries, as the scrutinizer to supervise the e-voting process. The result of the voting of all resolutions would be announced by the Bank, within the regulatory timeline and would be made available on website of the Bank, websites of stock exchanges of BSE and NSE and on the website of NSDL.

The Chairman informed the Members that the Notice convening the EGM were circulated to all the Members and all the resolutions for the following six agenda items as set out in the Notice of Extra-Ordinary General Meeting were taken as read.

Sr.No.	Resolution	Type of Resolution
<b>Special Business</b>		
1	Issuance of Warrants to Asia II Topco XIII Pte. Ltd., exercisable into equity shares by way of preferential issue on a private placement basis and matters related therewith	Special Resolution
2	To approve special rights granted to Asia II Topco XIII Pte. Ltd. in accordance with Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special Resolution
3	Revision in the remuneration payable to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO of the Bank, with effect from July 01, 2025	Ordinary Resolution
4	Revision in the remuneration payable to Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank, with effect from July 01, 2025	Ordinary Resolution
5	Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO of the Bank	Ordinary Resolution
6	Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank	Ordinary Resolution

Thereafter, the Chairman addressed the members of the Bank with a brief speech, followed by the speech of Mr. Krishnan Venkat Subramanian, Managing Director & CEO.

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

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

The Chairman then informed the Members that the e-voting is open for additional 30 (thirty) minutes after the conclusion of the EGM to enable the Members to cast their vote who have not casted their vote yet. The Chairman then thanked all the shareholders for attending the EGM of the Bank and declared the meeting as concluded.

75 shareholders were present in the EGM through VC/ OAVM out of which 5 shareholders had raised queries / given comments during the EGM.

The Meeting concluded at 11.42 a.m. (IST) on November 19, 2025.

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

**Samir P Rajdev  
Company Secretary**

Date: 19/11/2025  
Place: Aluva