



Creating Markets, Creating Opportunities

October 13, 2023

To,

- (1) The Managing Director
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Email: corp.relations@bseindia.com; listing.crd@bseindia.com; corp.comm@bseindia.com
- (2) The Managing Director
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai- 4500051
Email: takeover@nse.co.in
- (3) The Federal Bank Limited
Federal Towers, P.B. No. 103
Alwaye Ernakulam,
Kerala, India – 683101
Email: secretarial@federalbank.co.in

Subject: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sirs,

Please find enclosed disclosure relating to the acquisition by International Finance Corporation (“IFC”), IFC Financial Institutions Growth Fund, LP and IFC Emerging Asia Fund, LP of an aggregate of 7,26,82,048 equity shares issued by The Federal Bank Limited.

IFC is an international organization established by Articles of Agreement among its member countries, including India, and as such, enjoys certain immunities, privileges and exemptions, including the freedom of all of its property and assets from restrictions, regulations, controls and moratoria of any nature. The voluntary provision by IFC of this disclosure and the information herein does not in any way constitute or imply a waiver, termination or modification by IFC of any privilege, immunity or exemption of IFC granted in the Articles of Agreement establishing IFC, international conventions, or applicable law.

Kindly take the same on record.

Thank you.

Sincerely,



Creating Markets, Creating Opportunities

For and on behalf of International Finance Corporation

Wendy Werner
India Country Head

Authorized Signatory

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	The Federal Bank Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Acquirer: International Finance Corporation (IFC)</p> <p><i>IFC is an international organization established by Articles of Agreement among its member countries, including India, and as such, enjoys certain immunities, privileges and exemptions, including the freedom of all of its property and assets from restrictions, regulations, controls and moratoria of any nature. The voluntary provision by IFC of this disclosure and the information herein does not in any way constitute or imply a waiver, termination or modification by IFC of any privilege, immunity or exemption of IFC granted in the Articles of Agreement establishing IFC, international conventions, or applicable law.</i></p> <p>Persons Acting in Concert:</p> <ul style="list-style-type: none"> • IFC Financial Institutions Growth Fund, LP • IFC Emerging Asia Fund, LP 		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition are as follows	Number	% w.r.t. total share/voting capital wherever applicable (*) ¹	% w.r.t. total diluted share/voting capital of the TC (**) ²
Before the acquisition under consideration, holding of acquirer along with PACs:			
a) Shares carrying voting rights			
<ul style="list-style-type: none"> • International Finance Corporation 	3,14,53,918	1.34%	NA

¹ Note: The percentages set out in this column have been computed by including equity shares of the TC underlying depository receipts.

² Note: The TC has not issued any securities convertible to equity shares.

• IFC Financial Institutions Growth Fund, LP	3,66,96,238	1.56%	NA
• IFC Emerging Asia Fund, LP	3,66,96,238	1.56%	NA
Total	10,48,46,394	4.46%	NA
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	10,48,46,394	4.46%	NA
Details of acquisition:			
a) Shares carrying voting rights acquired			
• International Finance Corporation	6,21,63,596	2.56%	NA
• IFC Financial Institutions Growth Fund, LP	52,59,226	0.22%	NA
• IFC Emerging Asia Fund, LP	52,59,226	0.22%	NA
Total	7,26,82,048	3.00%	NA
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	7,26,82,048	3.00%	NA
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
• International Finance Corporation	9,36,17,514	3.86%	NA

• IFC Financial Institutions Growth Fund, LP	4,19,55,464	1.73%	NA
• IFC Emerging Asia Fund, LP	4,19,55,464	1.73%	NA
Total	17,75,28,442	7.32%	NA
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	17,75,28,442	7.32%	NA
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Preferential allotment		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares ranking <i>pari passu</i> with existing equity shares of the TC		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	October 11, 2023		
Equity share capital / total voting capital of the TC before the said acquisition ³	INR 4,70,43,44,164 consisting of 2,35,21,72,082 equity shares having face value of INR 2 each.		
Equity share capital/ total voting capital of the TC after the said acquisition ⁴	INR 4,84,97,08,260 consisting of 2,42,48,54,130 equity shares having face value of INR 2 each		
Total diluted share/voting capital of the TC after the said acquisition ⁵	INR 4,84,97,08,260 consisting of 2,42,48,54,130 equity shares having face value of INR 2 each		

³ Note: The numbers set out in this row are based on the details set out in the shareholding pattern of the TC last disclosed to the stock exchanges (dated October 11, 2023). Further, the details set out in this row include equity shares of the TC underlying depository receipts.

⁴ Note: Same as previous footnote.

⁵ Note: The TC has not issued any securities convertible to equity shares.



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Part-B***

For **International Finance Corporation**

Wendy Werner
India Country Head

Authorised Signatory

Place: Delhi

Date: October 13, 2023

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations Disclosure Requirements) Regulation, 2015 (erstwhile Clause 35 of the Listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.