

The Manager The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	The Manager Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Floor 25, Dalal Street, Mumbai- 400 001
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Ref.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Dear Madam/ Sir,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated March 04, 2023 together with the Explanatory Statement thereto, seeking approval of the Members of The Federal Bank Limited (“the Bank”) on the following items of special business, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities & Exchange Board of India (“SEBI”) in this regard:

Sr No.	Particulars	Type of Resolution
1	Re-appointment and payment of remuneration including variable pay to Ms. Shalini Warriar (DIN: 08257526), Executive Director of the Bank	Ordinary Resolution
2	Payment of Performance Linked Incentive and grant of Stock Options to Ms. Shalini Warriar (DIN: 08257526), Executive Director of the Bank for the FY 2021-22	Ordinary Resolution
3	Payment of Performance Linked Incentive and grant of Stock Options to Mr. Ashutosh Khajuria (DIN: 05154975), Executive Director of the Bank for the FY 2021-22	Ordinary Resolution

In compliance with the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 read with relevant circular and including General Circular 11/2022 dated 28/12/2022 (collectively the ‘MCA Circulars’), the Postal Ballot Notice has been sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with Depositories, Bank and / or Integrated Registry Management Services Private Limited (“RTA”) as on Friday, **March 03, 2023** (cut-off date). The Postal Ballot Notice is also uploaded on the Bank’s website at <https://www.federalbank.co.in/shareholder-information>.

The Bank has engaged CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on

Secretarial Department

Wednesday March 08, 2023, at 9.00 a.m. (IST) and end on **Thursday, April 06, 2023, at 5.00 p.m. (IST)**. The Postal Ballot Notice is being uploaded on the website of CDSL at www.evotingindia.com.

The results of the Postal Ballot will be announced on or before **Saturday, April 08, 2023**. The results of the remote e-voting and the Scrutinizer's report will be placed on the Bank's website at <https://www.federalbank.co.in/shareholder-information>, on the website of CDSL at www.evotingindia.com, and will be communicated to the Stock Exchanges, where the equity shares of the Bank are listed.

This is for your information and appropriate dissemination.

Thanking you,

For The Federal Bank Limited

Samir P Rajdev
Company Secretary

Enclosure: as above



THE FEDERAL BANK LTD

REG. OFFICE: P.B NO: 103, FEDERAL TOWERS, ALUVA, KERALA - 683 101, INDIA.

**Phone: 0484-2622263, E-mail: secretarial@federalbank.co.in,
website: www.federalbank.co.in, CIN: L65191KL1931PLC000368**

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Wednesday, March 8, 2023 at 9.00 a.m. (IST)	Thursday, April 6, 2023 at 5.00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 read with relevant circular and including General Circular 11/2022 dated 28/12/2022 (collectively the 'MCA Circulars') to transact the special business as set out hereunder by passing Ordinary Resolutions, by way of postal ballot.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

In terms of the requirements specified in the MCA Circulars, The Federal Bank Limited ('the Bank') is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Bank/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars and SS-2, the Bank is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Bank has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Bank <https://www.federalbank.co.in/shareholderinformation>

Members holding Equity Shares of the Bank on the Cut-off Date mentioned in this Notice desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, April 06, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESSES:

Item 1: Re-appointment and payment of remuneration including variable pay to Ms. Shalini Warriar (DIN: 08257526), Executive Director of the Bank.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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’) and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Bank and the approval granted by the RBI vide letter DoR.GOV.No. S6506/08.38.001/2022-23 dated January 11, 2023, Ms. Shalini Warriar (DIN: 08257526), be and is hereby re-appointed as Executive Director of the Bank, for a period of three years with effect from January 15, 2023 to January 14, 2026 on such remuneration, terms and conditions as detailed in the explanatory statement to this notice.”

“RESOLVED FURTHER THAT consent of the members of the Bank be and is hereby accorded for payment of variable pay comprising of Cash and Non-cash Components at the end of each financial year, which is linked to Organizational Performance and Individual Performance, determined by Nomination, Remuneration, Ethics and Compensation Committee, Board of Directors and as may be approved by RBI to Ms. Shalini Warriar (DIN: 08257526), during her tenure as Executive Director of the Bank.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Board of Directors of the Bank and/ or director(s) and/ or Executives of the Bank or any Committee of the Executives of the Bank to give effect to the aforesaid resolution.”

Item 2: Payment of Performance Linked Incentive and grant of Stock Options to Ms. Shalini Warriar (DIN: 08257526), Executive Director of the Bank for the FY 2021-22.

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

“RESOLVED THAT in terms of Section 35B, other applicable provisions of the Banking Regulation Act, 1949 and applicable provisions of the Companies Act, 2013 and as per the approval granted by the RBI vide its letter no DoR.GOV.No. S5217/08.38.001/2022-23 dated November 18, 2022, the payment of Performance Linked Incentive of Rs. 17,60,000/- (Rupees Seventeen Lakh Sixty Thousand only) and grant of 66,400 (Sixty-Six Thousand Four Hundred) stock options to Ms. Shalini Warriar (DIN: 08257526), Executive Director of the Bank, for the performance period 2021-22 be and are hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Board of Directors of the Bank and/ or director(s) and/ or Executives of the Bank or any Committee of the Executives of the Bank to give effect to the aforesaid resolution.”

Item 3: Payment of Performance Linked Incentive and grant of Stock Options to Mr. Ashutosh Khajuria (DIN: 05154975), Executive Director of the Bank for the FY 2021-22.

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

“RESOLVED THAT in terms of Section 35B, other applicable provisions of the Banking Regulation Act, 1949 and applicable provisions of the Companies Act, 2013 and as per the approval granted by the RBI vide its letter no DoR.GOV.No. S5217/08.38.001/2022-23 dated November 18, 2022, the payment of Performance Linked Incentives of Rs. 22,00,000/- (Rupees Twenty-Two Lakh only) and grant of 91,000 (Ninety-One Thousand) stock options to Mr. Ashutosh Khajuria (DIN: 05154975), Executive Director of the Bank, for the performance period 2021-22 be and are hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Board of Directors of the Bank and/ or director(s) and/ or Executives of the Bank or any Committee of the Executives of the Bank to give effect to the aforesaid resolution.”

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

Place: Aluva

Date: March 04, 2023

Notes:

1. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (‘Notice’).
2. In terms of the requirements provided vide the MCA Circulars, the Bank is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) /Integrated Registry Management Services Private Limited, the Bank’s Registrar and Transfer Agent (‘RTA’) as on **Friday, March 03, 2023 (‘Cut-Off Date’)** and whose e-mail addresses are registered with the Bank/RTA/Depositories (in case of electronic shareholding). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Bank as on the **Cut-Off Date i.e. Friday, March 03, 2023.**
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purpose only.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Bank is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. Bank has engaged the services of CDSL to provide remote e-voting facility to its members. The detailed procedure with respect to remote e-voting is mentioned in note no. 17 of this Notice.
5. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
6. The remote e-voting shall commence on **Wednesday March 08, 2023 at 9.00 a.m. (IST)** and shall end on **Thursday, April 06, 2023 at 5.00 p.m. (IST)**. During this period, Members of the Bank holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
7. The Board of Directors have 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 Scrutinizer conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer have communicated their willingness to be appointed for the said purpose.
8. The Scrutinizer will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e- voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting on or before

Saturday, April 08, 2023. The Results declared along with the consolidated Scrutinizer's Report will be placed on the Bank's website <https://www.federalbank.co.in/shareholderinformation> on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same will also be communicated to the Stock Exchanges, where the equity shares of the Bank are listed.

9. The Scrutinizer's decision on the validity of votes cast will be final.
10. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on **Thursday, April 06, 2023**, being the last date for e-voting.
11. Members may download the Notice from the Bank's website at <https://www.federalbank.co.in/shareholderinformation> or from CDSL's website at <http://www.evotingindia.com>. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at <http://www.nseindia.com>.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to secretarial@federalbank.co.in from their registered e-mail address(es) mentioning their names, folio numbers, DP ID and Client ID between the period Wednesday March 08, 2023 to Thursday, April 06, 2023.
14. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The communication to investors under SEBI Circular No. SEBI/HO/OIAE/2023/03394 dated 27.01.2023 had been hosted on the website of the Bank at <https://www.federalbank.co.in/shareholderinformation>.
15. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.

16. REGARDING RECEIVING E-MAIL COMMUNICATION

- a. Eligible Members who have not registered their e-mail IDs, are required to register the same on or before 10:00 a.m. (IST) Thursday, April 06, 2023 so as to receive this Postal Ballot Notice and the procedure for e-voting along with the login ID and password related details. Members may send request to procure e-mail communication of this Postal Ballot Notice from the Bank, by sending an email to secretarial@federalbank.co.in.

- b. For updation of e-mail address and other KYC details, shareholders holding shares in demat mode are requested to update the details in the demat account by contacting their Depository Participant (“DP”) and shareholders holding shares in physical form are requested to provide the details in Form ISR-1, Form ISR-2 and Form No. SH-13 / Form ISR-3 along with necessary enclosures to the Bank / RTA. The link for download of forms is: https://www.integratedindia.in/KYCRegistration/KYC_EmailMobileRegistration.aspx
- c. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses updated with their DP / the Bank’s RTA, to enable servicing of notices, etc. electronically to their e-mail address.

17. PROCESS TO CAST VOTES THROUGH REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Wednesday, March 08, 2023 at 9.00 a.m. (IST)** and ends on **Thursday, April 06, 2023 at 5.00 p.m. (IST)**. During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, March 03, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions.

E-voting facility has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E- Voting Service Providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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 with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) 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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (ii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant **“The Federal Bank Limited”** on which you choose to vote.

- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab on this screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney /Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail through its registered e-mail address to kjr@mdassociates.co.in with a copy marked to helpdesk.evoting@cdslindia.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE BANK/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 secretarial@federalbank.co.in / csdstd@integratedindia.in.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

1. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

2. The manual for security holders to cast their vote on e-Voting system and for Companies, RTAs, Scrutinizers, Custodians and Corporates to use the e-Voting system is available in the “Help Section” of www.evotingindia.com In case of any queries you may contact us on helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
Sd/-
Samir P Rajdev
Company Secretary
Membership No. ACS 17849

Place: Aluva,
Date: March 04, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 (“ACT”)

The following statements, as required under Section 102 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), set out all material facts relating to Item Nos. 1 to 3 mentioned in the accompanying Notice dated March 04, 2023.

Item no. 1

Ms. Shalini Warriar (DIN: 08257526) has been serving as the Executive Director of the Bank since January 15, 2020, in accordance with the provisions of the Articles of Association (‘AOA’) of the Bank, recommendation of Nomination, Remuneration, Ethics and Compensation Committee and with the approval of the Board of Directors, Members of the Bank and the Reserve Bank of India (‘RBI’). Her current tenure as Executive Director of the Bank was valid upto January 14, 2023 as approved by Members of the Bank at the Annual General Meeting of the Bank held on July 16, 2020 and the RBI vide letter no. DoR. Appt No. 5658/08.38.001/2019-20 dated January 15, 2020.

The Board of Directors at their meeting held on October 10, 2022, based on the provisions of the AOA and recommendation of Nomination, Remuneration, Ethics and Compensation Committee, had approved the re-appointment including terms of re-appointment of Ms. Shalini Warriar as Executive Director of the Bank with effect from January 15, 2023 being the day after the expiry of the present term for a period of three (3) years subject to receipt of approval from RBI and the Members of the Bank.

RBI vide letter DoR.GOV.No. S6506/08.38.001/2022-23 dated January 11, 2023 had granted approval for re-appointment of Ms. Shalini Warriar as Executive Director of the Bank for a period of three years with effect from January 15, 2023 till January 14, 2026. Further, RBI had approved the Fixed Pay (including perquisites) of Ms. Shalini Warriar effective from January 15, 2023 as stated below.

	Particulars	Remuneration Per Annum (in Rs.)
	Fixed Pay (including perquisites)	w.e.f. 15.01.2023
1	Basic Salary	30,00,000.00
2	Personal Fixed Pay	62,77,200.00
3	Dearness allowance	-
4	Retiral/Superannuation benefits	
	(a) Provident Fund	3,00,000.00
	(b) Gratuity	2,50,000.00
	(c) Pension	-
	(d)	
5	Leave Fare Concession/ Allowance /	6,00,000.00
6	Other fixed allowances, if any (please specify) - Leave Encashment	7,73,100.00
	Consolidated allowance, if any, to be given with details of heads it subsumes	
	Perquisites:	
7	Free Furnished House and its maintenance/House Rent Allowance	9,00,000.00
8	Conveyance Allowance/Free use of bank's car for	
	(a) Official purposes	6,00,000.00

	(b) Private purposes	
9	Driver(s)' salary	5,00,000.00
10	Club Membership(s)	
11	Reimbursement of medical expenses	
12	Any other perquisites (please specify)	
	Total Fixed Pay (including perquisites)	1,32,00,300.00

Variable Pay comprising of Cash and Non-cash Components at the end of each financial year, payable to Ms. Shalini Warriar, shall be determined by Nomination, Remuneration, Ethics and Compensation Committee, Board of Directors and shall be subject to approval of Reserve Bank of India.

Accordingly, approval of the members is requested for re-appointment of Ms. Shalini Warriar as Executive Director of the Bank for a period of three years w.e.f. January 15, 2023 till January 14, 2026 as per the aforesaid terms and conditions as set out in Item No. 01 of this Notice.

Additional details in respect of Ms. Shalini Warriar, Executive Director, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given as Annexure A to this Notice. Brief profile of Ms. Shalini Warriar, Executive Director is given at Annexure B to this Notice.

The Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to the re-appointment of Ms. Shalini Warriar as Executive Director 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 her tenure as executive director as set out in Item No. 01 for approval of the Members of the Bank by way of an Ordinary Resolution.

Except Ms. Shalini Warriar, Executive Director or her 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. 01.

Item No. 2

The Board of Directors of the Bank at its meeting dated June 30, 2022 had approved the payment of Performance Linked Incentive to Ms. Shalini Warriar, Executive Director for the performance period 2021-22. Further, payment of stock options to Ms. Shalini Warriar, Executive Director was approved by Nomination, Remuneration, Ethics and Compensation Committee on June 18, 2022. Reserve Bank of India vide its letter DoR.GOV.No. S5217/08.38.001/2022-23 dated November 18, 2022 had approved the payment of performance linked incentive of Rs. 17,60,000/- (Rupees Seventeen Lakh Sixty Thousand only) and grant of 66,400 (Sixty-Six Thousand Four Hundred) stock options to Ms. Shalini Warriar, Executive Director.

Additional details in respect of Ms. Shalini Warriar, Executive Director, pursuant to the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Accordingly, the Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to payment of Performance Linked Incentive and Stock Options to Ms. Shalini Warriar, Executive Director, for FY 2021-22 as set out in Item No. 02 of this Notice for approval of the members of the Bank by way of an Ordinary Resolution.

Except Ms. Shalini Warriar, Executive Director or her 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. 02.

Item no. 3

The Board of Directors of the Bank at its meeting dated June 30, 2022 had approved the payment of Performance Linked Incentive to Mr. Ashutosh Khajuria, Executive Director for the performance period 2021-22. Further, payment of stock options to Mr. Ashutosh Khajuria, Executive Director was approved by Nomination, Remuneration, Ethics and Compensation Committee on June 18, 2022. Reserve Bank of India vide its letter DoR.GOV.No. S5217/08.38.001/2022-23 dated November 18, 2022 had approved the payment of Performance Linked Incentive of Rs. 22,00,000/- (Rupees Twenty-Two Lakh only) and grant of 91,000 (Ninety-One Thousand) stock options to Mr. Ashutosh Khajuria, Executive Director.

Additional details in respect of Mr. Ashutosh Khajuria, Executive Director, pursuant to the Secretarial Standard on General Meetings (SS-2) is given at Annexure C to this Notice.

Accordingly, Nomination, Remuneration, Ethics and Compensation Committee and Board of Directors recommends the resolution in relation to payment of Performance Linked Incentive and Stock Options to Mr. Ashutosh Khajuria, Executive Director, for FY 2021-22 as set out in Item No. 03 of this Notice for approval of the members of the Bank by way of an Ordinary Resolution.

Except Mr. Ashutosh Khajuria, Executive Director or his relatives, none of the Directors and Key Managerial Personnel of the Bank or their relative are concerned or interested, financially or otherwise, in passing of the Ordinary Resolution as set out at Item No. 03.

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

Place: Aluva,
Date: March 04, 2023

Annexure A

Details of Directors seeking appointment/re-appointment through Postal Ballot vide Notice dated March 04, 2023

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Ms. Shalini Warriar
Date of Birth & Age	07.06.1966 & 56 years
DIN & Nationality	08257526 & Indian
Date of first appointment to the Board	15.01.2020
Qualification(s)	B.com and CA
Experience	She has over 30 years of banking experience. Prior to joining Federal Bank, she worked with Standard Chartered Bank, a leading multinational Bank. Multiple disciplines were handled by her, across various geographies that included India, Brunei, Indonesia, Singapore and United Arab Emirates. She is also a director on the Board of Ageas Federal Life Insurance Company Limited.
Nature of expertise in specific functional areas	Ms. Shalini Warriar has relevant skills, experience and expertise in the areas of Banking and Information Technology, as required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India.
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.
Directorships in other companies / Positions in other entities	Is a Non-Executive Director in Ageas Federal Life Insurance Company Limited
Memberships / chairmanships of Committees of the Boards of other Companies	Member of Investment Committee, Audit Committee and Risk Management Committee and Chairperson of Policyholder Protection Committee and Business Development Committee in Ageas Federal Life Insurance Company Limited
Directorship held in other listed Companies	Nil
Memberships in the Committees of Board of other listed Companies	NA
Listed entities from which the Director resigned in the past three years	Nil

Membership and Chairmanship in the Committees of the Board of the Bank	Member <ol style="list-style-type: none"> 1. Customer Service, Marketing Strategy and Digital Banking Committee 2. Information Technology & Operations Committee 3. Corporate Social Responsibility Committee
Number of equity shares held in The Federal Bank Ltd (including as beneficial owner) as on February 28, 2023	2,60,000 equity shares
Number of meetings of the Board attended during the Financial Year 2022-23	14 out of 14 Board Meetings held (till February 28, 2023)
Terms and conditions of reappointment along with details of remuneration sought to be paid	Ms. Shalini Warriar has been re-appointed as Executive Director of the Bank for a period of three years with effect from January 15, 2023 till January 14, 2026 at a fixed pay of Rs 1,32,00,300 per annum (including perquisites) vide RBI letter DoR.GOV.No. S6506/08.38.001/2022-23 dated January 11, 2023.
Details of last drawn remuneration	During the Financial Year 2022-23 as on 28.02.2023, an aggregate amount of Rs. 110.22 Lakh was paid towards remuneration.

Annexure B

Brief profile of Directors seeking appointment/re-appointment through Postal Ballot vide Notice dated March 04, 2023

Ms. Shalini Warriar was appointed as Executive Director of the Federal Bank with effect from January 15, 2020. She joined the Bank on November 02, 2015 as the Chief Operating Officer, with her primary responsibility being operational excellence, coupled with digital innovation. In May 2019, she took on the additional responsibility of Business Head of Retail Banking Products. Her current role is that of Business Head – Retail for Federal Bank, with primary responsibility to drive the Retail Banking agenda of the Bank forward. This, inter alia, covers responsibility over the Bank's Digital Banking agenda and FinTech partnerships.

Ms. Shalini Warriar is a member of the Institute of Chartered Accountants of India. She is also a Certified Associate of Indian Institute of Bankers.

Ms. Shalini Warriar has nearly 3 decades of banking experience. Prior to joining Federal Bank, she worked with Standard Chartered Bank, a leading multinational Bank. She handled multiple disciplines there, across various geographies that included India, Brunei, Indonesia, Singapore and United Arab Emirates.

In her current role, she leads the Bank's initiatives designed to enhance market presence in the Retail Banking area. She is responsible for formulating the Bank's future direction and partner with the Board and the Top Management team to drive strategic initiatives designed to enhance shareholder value. She is also a nominee Director on the Board of the Bank's associate, Ageas Federal Life Insurance Company Limited.

She is a well-known banking personality and has represented the Bank at various fintech and technology platforms in India and abroad.

Annexure C

Details pursuant to Secretarial Standard on General Meetings (SS-2) of Mr. Ashutosh Khajuria, Executive Director

Name of the Director	Ashutosh Khajuria
Date of Birth & Age	13.07.1960 62 years
DIN & Nationality	05154975 & Indian
Date of first appointment to the Board	28.01.2016
Qualification (s)	B.Sc; M A (Econ); LLB
Experience	Mr. Ashutosh Khajuria has over forty years of banking experience, having worked in SBI, IDBI Bank Ltd., and had handled forex business, international banking, corporate credit etc. thereat. He is an expert in treasury operations and is a regular invitee as panelist on various topics in Industry level conferences.
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.
Directorships in other companies / Positions in other entities	Nominee Director in Fedbank Financial Services Limited
Memberships / chairmanships of Committees of the Boards of other Companies	Chairman of Credit Committee and member of Audit Committee, Risk Management Committee and Capital Raising Committee in Fedbank Financial Services Limited
Number of equity shares held in The Federal Bank Ltd (including as beneficial owner) as on February 28, 2023	5,27,000 equity shares
Number of meetings of the Board attended during the Financial Year 2022-23	14 out of 14 Board Meetings held (Upto February 28, 2023)
Terms and conditions of appointment/ reappointment	Not Applicable
Details of remuneration sought to be paid	Mr. Ashutosh Khajuria is entitled to receive fixed pay of Rs 1,28,43,334 per annum (including perquisites) vide RBI letter DoR.GOV.No. S5217/08.38.001/2022-23 dated November 18, 2022.
Details of last drawn remuneration	During the Financial Year 2022-23 as on 28.02.2023, an aggregate amount of Rs. 118.54 Lakh was paid towards remuneration.