

SEC/LODR/46/2026-27

05.05.2026

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 and 44 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 and 44 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated April 29, 2026 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:

Sl. no.	Particulars	Type of resolution(s)
1.	Re-appointment of Mr. Harsh Dugar (DIN: 00832748) as a Whole-Time Director, designated as an Executive Director of the Bank	Ordinary Resolution
2.	Payment of Variable Pay – Cash Component to Mr. Shyam Srinivasan (DIN:02274773), Former Managing Director & CEO of the Bank for the FY 2024-25	Ordinary Resolution
3.	Payment of Variable Pay – Cash Component to Ms. Shalini Warriar (DIN:08257526), former Executive Director of the Bank for the FY 2024-25	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 (SS-2) issued by The Institute of Company Secretaries of India , 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 other relevant circulars, including General Circular No. 3/2025 dated September 22, 2025 (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 **Thursday, April 30, 2026** (cut-off date). The Postal Ballot Notice is also uploaded on the Bank's website at <https://www.federal.bank.in/disclosures-to-shareholders>.

The Bank has engaged NSDL 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 **Wednesday, May 06, 2026, at 09.00 a.m. (IST)** and end on **Thursday, June 04, 2026, at 05.00 p.m. (IST)**. The Postal Ballot Notice is also uploaded on the website of NSDL at www.evoting.nsdl.com.

The results of the Postal Ballot will be announced not later than two working days from the last day of e-voting. The results of the remote e-voting and the Scrutinizer's report will be placed on the Bank's website at <https://www.federal.bank.in/disclosures-to-shareholders>, on the website of NSDL at www.evoting.nsdl.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



Federal Bank

THE FEDERAL BANK LIMITED

(CIN: L65191KL1931PLC000368)

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

Phone: 0484-2622263, Email Id: secretarial@federal.bank.in,

Website: www.federal.bank.in

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions set out below are proposed to be passed by the members of The Federal Bank Limited (“Bank”) by means of a Postal Ballot, only through remote e-voting.

The proposed resolutions and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules, the MCA Circulars are appended below.

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, the manner of voting on the proposed resolutions is restricted only to remote e-voting (“e-voting”), i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head ‘Instructions for e-voting’, which the members are requested to carefully read.

The Bank has appointed CS Puzhankara Sivakumar (Membership No. FCS 3050, COP No. 2210), Managing Partner of SEP & Associates, Practicing Company Secretaries, Kochi or in his absence CS Syamkumar R (Membership No: F6086, COP No: 25735), Lead Partner of SEP & Associates or in his absence CS Madhusudhanan EP (Membership No. F10085, COP No. 21874) Partner of M/s. SEP & Associates, Practicing Company Secretaries as the Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

Members holding equity shares of the Bank on the Cut-off Date mentioned in this Postal Ballot Notice are requested to record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions

through the e-voting process not later than 05:00 p.m. (IST) on Thursday, June 04, 2026. The Bank has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Bank has made necessary arrangements to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in the Notes in this Postal Ballot Notice.

The Scrutinizer shall, immediately after the conclusion of the e-voting period, i.e., Thursday, June 04, 2026, unblock the votes cast through remote e-voting and, not later than two working days from June 04, 2026, prepare a Scrutinizer’s Report of the total votes cast in favour of or against the resolutions, if any, and submit the same to the person authorised by the Board to countersign the report.

The said results, along with the Scrutiniser’s Report, will be placed on the website of the Bank at www.federal.bank.in and NSDL: www.evoting.nsdl.com. The same will also be simultaneously communicated to the Stock Exchanges where the equity shares of the Bank are listed, for placing the same on their websites and will also be displayed at the registered office of the Bank. The resolutions, if approved, shall be deemed to have been duly passed on the last date specified for e-voting, i.e., Thursday, June 04, 2026.

SPECIAL BUSINESSES

Item No. 1 - Re-appointment of Mr. Harsh Dugar (DIN: 00832748) as a Whole-time Director, designated as an 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 pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee (“the Committee” or “NRC”) and approval of the Board of Directors (“Board”) of the Bank and approval granted by the RBI vide its letter no. DoR.GOV.No.9538/08.38.001/2025-26 dated March 30, 2026, consent of the Members of the Bank be and is hereby accorded for re-appointment of Mr. Harsh Dugar (DIN: 00832748) as a Whole-time Director, designated as an Executive Director of the Bank for a period of three (3) years from June 23, 2026 to June 22, 2029, as set out in the statement annexed to this Postal Ballot Notice.”

“RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said resolution, as it may in its sole

discretion deem fit and to delegate all or any of its powers conferred herein, to any Director(s) and / or Officer(s) of the Bank, to give effect to this resolution.”

Item No. 2 – Payment of Variable Pay – Cash Component to Mr. Shyam Srinivasan (DIN: 02274773), Former Managing Director & CEO of the Bank for the FY 2024-25

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

“**RESOLVED THAT** pursuant to Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the “RBI”) in this regard from time to time, the Companies Act, 2013, read with the relevant rules made thereunder (the “Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), 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 provisions of the Articles of Association of the Bank, the recommendation made by the Nomination, Remuneration, Ethics and Compensation Committee of the Bank (the “Committee”) and approval of the Board of Directors of the Bank (the “Board”) and as per the approval granted by the RBI vide its letter D.o.R.GOV.NO.9168/08.38.001/2025-26 dated March 09,2026 approval of the members of the Bank, be and is hereby accorded for the payment of Rs. 76,71,000.00/- (Seventy Six Lakh Seventy One Thousand Only) as Variable Pay- Cash Component to Mr. Shyam Srinivasan (DIN: 02274773), Former Managing Director & CEO of the Bank for the performance period FY 2024-25.”

“**RESOLVED FURTHER THAT** the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said resolution, as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein, to any Director(s) and / or Officer(s) of the Bank, to give effect to this resolution.”

Item No. 3 - Payment of Variable Pay – Cash Component to Ms. Shalini Warriar (DIN: 08257526), Former Executive Director of the Bank for the FY 2024-25.

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

“**RESOLVED THAT** pursuant to Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (the “RBI”) in this regard from time to time, the Companies Act, 2013, read with the relevant rules made thereunder (the “Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), 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 provisions of the Articles of Association of the Bank, the recommendation made by the Nomination, Remuneration, Ethics and Compensation Committee of the Bank (the “Committee”) and approval of the Board of Directors of the Bank (the “Board”) and as per the approval granted by the RBI vide its letter D.o.R.GOV.NO.9168/08.38.001/2025-26 dated March 09,2026 approval of the members of the Bank, be and is hereby accorded for the payment of

Rs. 25,00,000.00/- (Twenty Five Lakhs Only) as Variable Pay- Cash Component to Ms. Shalini Warriar (DIN: 08257526), Former Executive Director of the Bank for the performance period FY 2024-25.”

“**RESOLVED FURTHER THAT** the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said resolution, as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein, to any Director(s) and / or Officer(s) of the Bank, to give effect to this resolution.”

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

Date: April 29, 2026

Place: Aluva

Notes

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act"), Secretarial Standard on General Meetings ("SS-2"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations"), as applicable, setting out the material facts and reasons, in respect of items of this Postal Ballot Notice, is annexed herewith.
2. The Ministry of Corporate Affairs (the "MCA") vide MCA circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
3. In accordance with the relevant circulars, the members are requested to take note of the following:
 - a. Postal ballot notice and the e-voting instructions along with the user ID and password are being sent only by email to those members who have registered their email address with their depository participant(s) ("DPs") or with Integrated Registry Management Services Private Limited, Registrar to an Issue and Share Transfer Agent of the Bank ("RTA") and whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") as on Thursday, April 30, 2026 ("Cut-off Date").
 - b. The Postal Ballot Notice is available on the websites of the Bank at <https://www.federal.bank.in/disclosures-to-shareholders>, website of NSDL at www.evoting.nsdl.com , and on the websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com .

4. Regarding receiving E-mail communication

Members holding shares of the Bank in electronic form can verify/update their email address and mobile number with their respective DPs. Members holding shares of the Bank in physical form can send an email request to csdstd@integratedindia.in with Form ISR-1 along with the supporting documents mentioned therein.

In case of any queries, in this regard, members are requested to write to csdstd@integratedindia.in or contact RTA at 044-28140801.

Members may send request to procure e-mail communication of this Postal Ballot Notice from the Bank, by sending an email on csdstd@integratedindia.in along with the documents mentioned below:

- a. In case shares are held in physical mode, please provide Folio Number, name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card) and Aadhaar (self-attested scanned copy of Aadhaar Card).

- b. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID and Client ID or 16-digit beneficiary ID), name of the Member, client master or copy of consolidated account statement.

Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility

5. Remote E-voting

- a. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, as well as applicable MCA circulars issued in this regard, the Bank is providing the facility of remote e-voting to its Members to enable them to cast their votes electronically on the resolution(s) set out in this Postal Ballot Notice. The Bank has engaged National Securities Depository Limited (NSDL) as the authorised e-voting agency for facilitating the said remote e-voting facility, through which Members may cast their votes during the e-voting period.
- b. 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., Thursday, April 30, 2026, subject to the relevant provisions of Section 12 of the Banking Regulation Act, 1949 and Reserve Bank of India (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025
- c. The remote e-voting period commences on Wednesday, May 06, 2026 (09:00 a.m. IST) and ends on Thursday, June 04, 2026 (05:00 p.m. IST).
- d. During this period, only those persons whose names appears in the register of members or in the register of beneficial owners maintained by the depositories, as on the cut-off date i.e. Thursday, April 30, 2026, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by NSDL after expiry of the said period.
- e. A person who is not a member of the Bank as on the said cut-off date, will not be entitled to vote and should treat this Postal Ballot Notice, for information purpose only.
- f. All the documents referred to in this Postal Ballot Notice and the explanatory statement setting out the material facts in respect of the resolution as set out in this Postal Ballot Notice will be available for inspection electronically, without any fee, by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members are requested to send an email to secretarial@federal.bank.in mentioning their folio number / DP ID and Client ID for this purpose.
- g. Vote on a resolution, once cast, cannot be changed subsequently.
- h. There will be one login for every Folio/Client ID irrespective of the number of joint holders.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsd.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.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.3. If you are 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.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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



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 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.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 sivarkn@sepmail.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.

2. 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.
3. 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. Nicemon KJ 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:

1. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. 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.
3. 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.

6. DECLARATION OF VOTING RESULTS

- a. The Scrutinizer shall, immediately after the end date of E-voting i.e Thursday, June 04, 2026, unblock the votes cast through remote e-Voting and make, not later than 2 working days from June 04, 2026 a Scrutinizer's Report of the total votes cast in favour or against, if any, to the person who is authorised by the Board to countersign the same.
- b. The person authorised by the Board 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. The results shall also be displayed at the Registered office of the Bank.
- c. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Postal Ballot Notice shall be deemed to be passed on the Thursday, June 04, 2026.

7. 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.

- b. All correspondence relating to shares 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: csdstd@integratedindia.in.

By Order of the Board of Directors

Sd/-

Samir P Rajdev

Company Secretary

Membership No. A17849

Date: April 29, 2026

Place: Aluva

Explanatory Statement setting out the material facts concerning items of Special Business

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (“SS-2”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to items of this Postal Ballot Notice:

Item No. 1

Mr. Harsh Dugar (DIN: 00832748) was appointed as a Whole-time Director, designated as an Executive Director of the Bank with effect from June 23, 2023, for a period of three years as per RBI through its letter No. DoR.GOV. No.1627/08.38.001/2023-24 dated June 22, 2023. Accordingly, his current term as Executive Director will end on June 22, 2026.

The Nomination, Remuneration, Ethics & Compensation Committee of the Board in its meeting held on December 20, 2025, reviewed the Fit and Proper declaration and other disclosures submitted by Mr. Harsh Dugar and concluded that he possesses the requisite skills, capabilities and expertise in areas of Banking, Economics, Governance, Compliance, Agriculture, Finance, Accountancy, Credit, Management, SSI, Retail Lending, SME Banking, Investment, Business Management through qualification and diverse experience which are beneficial to the Bank and recommended to the Board the re-appointment as a Whole-time Director, designated as an Executive Director for a period of three years with effect from June 23, 2026.

Under his leadership, the portfolios handled by him demonstrated consistent growth and strong performance, reflecting his strategic vision and execution abilities. He had also played a significant role in propagating and maintaining culture of ethics and compliance in the Bank as a Key Managerial Personnel and is instrumental in establishing strong corporate governance and business practices at the Bank.

Considering the satisfactory performance achieved during the tenure of Mr. Harsh Dugar, as an Executive Director, the Board of Directors at their meeting held on December 30, 2025 based on the provisions of the AOA and recommendation of Nomination, Remuneration, Ethics and Compensation Committee, had approved the re-appointment as Executive Director for a period of three years with effect from June 23, 2026 subject to the approval of the Reserve Bank of India and the shareholders of the Bank.

Whilst considering the re-appointment of Mr. Harsh Dugar as Executive Director, the Committee and the Board reviewed and confirmed that:

- He is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the RBI;
- He is not disqualified from being re-appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent for re-appointment as Director of the Bank. In the opinion of the Board, he fulfils the conditions relating to his 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;

- He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority

Accordingly, the application for re-appointment of Mr. Harsh Dugar as Executive Director of the Bank for a term of three years commencing on June 23, 2026, was submitted to the Reserve Bank of India.

RBI vide its letter no. DoR.GOV.No.9538/08.38.001/2025-26 dated March 30, 2026, had granted approval for re-appointment of Mr. Harsh Dugar as a Whole-time Director, designated as an Executive Director of the Bank for a period of three years w.e.f. June 23, 2026 till June 22, 2029.

The current compensation package of Mr. Harsh Dugar which was approved by Reserve Bank of India on October 15, 2025, effective from July 01, 2025, and approved by Shareholders at its Extra- Ordinary General Meeting held on November 19, 2025 as stated below would continue until the next pay revision becomes due on July 01, 2026, at which time the Bank shall seek the approval of the RBI and shareholders for revision in pay.

Name and Role of Whole Time Director : Mr. Harsh Dugar - Executive Director (Remuneration of Mr. Harsh Dugar, Whole-Time Director w.e.f 01.07.2025 (approved by RBI on October 15, 2025, and Shareholders on November 19, 2025))	
Particulars	01.07.2025 to 30.06.2026
Part A	
Fixed Pay (including perquisites):	
Salary	1,40,66,744
Dearness allowance	-
Retiral/Superannuation benefits	
(a) Provident Fund (Employer Contribution)	5,00,000.00
(b) Gratuity	4,16,667.00
(c) Pension	-
(d)	
Leave Fare Concession/ Allowance /	6,00,000.00
Other fixed allowances, if any (please specify) - Leave Encashment	11,72,229.00
Perquisites:	
Free Furnished House and its maintenance/House Rent Allowance	18,94,360.00
Conveyance Allowance	7,50,000.00
Driver(s)' salary	6,00,000.00
Club Membership(s)	
Reimbursement of medical expenses	
Any other perquisites (servant wages)	
Insurance Premium	
Total Fixed Pay (including perquisites)	2,00,00,000.00

PART-B: Variable Pay:	
1. Cash component	74,40,000.00
• Upfront payment (with %)	37,20,000.00 (50%)
• Deferred payment (with %)	37,20,000.00 (50%)
Total cash component	74,40,000.00
Vesting period (in years)	
Deferral arrangement	
i. First Year	12,27,600.00
ii. Second Year	12,27,600.00
iii. Third Year	12,64,800.00
iv.	
2. Non-cash Components (Share-linked instruments):	
i. ESOP/ESOS	
(a) Number of share/ share-linked instruments	Note*
(b) Monetary value	1,75,60,195.00
(c) Deferral (with %)	100%
(d) Vesting schedule details	25%
First Year Deferred Component	25%
Second Year Deferred Component	25%
Third Year Deferred Component	25%
Fourth Year Deferred Component	25%
(ii)(Any other share-linked instruments)	-
(a) Number of share/ share-linked instruments	
(b) Monetary value	
(c) Deferral (with %)	
(d) Vesting schedule details	
(iii) Any other non-cash component (please specify) and mention its monetary value, deferral, vesting schedule, etc.	-
Total monetary value of non-cash component(s)	1,75,60,195.00
Total monetary value of Variable Pay (Cash and non-cash components)	2,50,00,195.00
% of Cash Component in Total Variable Pay	29.76%
% of non-cash component in Total Variable Pay	70.24%
% of Variable Pay to Fixed Pay and	125.00%
% of Variable Pay in Total Compensation (for the same FY/Performance Period)	55.56%
Total Compensation (Fixed Pay + Variable Pay)	4,50,00,195.00

Note* The number of stock options will be crystallized at the Black – Scholes value of the Stock Options equivalent to the value of Rs 1,75,60,195.00 as on the date prior to the grant date.

Benefits Without Monetary Ceiling		
	Particulars	01.07.2025 to 30.06.2026
a)	Club Membership	Corporate Membership at MCC and MCA. Annual membership fee at present is Rs.54000/-
b)	Medical Benefits	<p>a) During ED's tenure actual expenses incurred including hospitalization in full for self, Spouse, and dependent family members. This is however subject to any recoveries made arising out of previous employments.</p> <p>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 Rs1.50 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 or a sum insured of Rs. 50 Lakhs combined for self and spouse, whichever is more beneficial.</p>
c)	Personal Accident Insurance Scheme	Coverage of INR 75 Lakh
Leave Details		
	Particulars	01.07.2025 to 30.06.2026
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

During his tenure, Mr. Harsh Dugar shall be liable to retire by rotation, in terms of Section 152(6) of the Act.

Accordingly, approval of the members is requested for re-appointment of Mr. Harsh Dugar as a Whole-time Director, designated as an Executive Director of the Bank for a period of three years w.e.f. June 23, 2026, till June 22, 2029.

Additional details in respect of Mr. Harsh Dugar, Executive Director (KMP), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2), is given as **Annexure A** to this Notice.

Brief profile of Mr. Harsh Dugar, Executive Director (KMP) 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 Mr. Harsh Dugar as a Whole-time Director, designated as an Executive Director of the Bank as set out in Item No. 1 for approval of the Members by way of an Ordinary Resolution.

Except Mr. Harsh Dugar or his relative, 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 & 3

Pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee (the “Committee”), the Board of Directors (the “Board”) of The Federal Bank Limited (the “Bank”) at its meeting held on December 05, 2025, had approved the following Variable Pay – Cash Component to Mr. Shyam Srinivasan, Former Managing Director & CEO and Ms. Shalini Warriar, Former Executive Director of the Bank for the FY 2024-25 subject to the approval of Reserve Bank of India and Shareholders of the Bank.

Mr. Shyam Srinivasan assumed charge as Managing Director & Chief Executive Officer on September 23, 2010, and superannuated on September 22, 2024, after a distinguished tenure of 14 years. Under his leadership, Federal Bank achieved expansion of market presence and brand recognition across India, coupled with advancements in digitization, operational excellence, and workforce diversity. His strategic vision transformed the Bank into a nationally recognized private sector institution, reinforcing its position as a leading player in the Indian banking industry. During his tenure, the Bank’s market capitalization experienced remarkable growth, underscoring the substantial progress achieved under his leadership. Revenue and profitability improved significantly, while the branch network and ATM footprint expanded considerably. Federal Bank also earned numerous national awards and pioneered digital banking initiatives, reinforcing its position as a leading private sector bank in India. Considering the significant contributions made by him during his time at the helm of the Bank, it is proposed that the cash component of the targeted Variable Pay be paid to him on pro- rata basis, aligned with his performance rating and active service during the financial year FY 2024-25.

Ms. Shalini Warriar joined The Federal Bank on November 02, 2015, as Chief Operating Officer, where she spearheaded digitization and operational excellence initiatives. Her tenure was marked by strategic policy interventions and exemplary leadership, significantly strengthening the Bank’s retail and wealth banking businesses and aligning operations with evolving market dynamics and industry best practices. She was elevated to the position of Executive Director on January 15, 2020, and served in this capacity until her resignation on May 24, 2025. Over the course of her tenure, Ms. Shalini Warriar provided exemplary leadership and played a pivotal role in strengthening the Bank’s strategic direction, governance framework, customer-centric initiatives, and operational excellence.

RBI vide its letter D.o.R.GOV.NO.9168/08.38.001/2025-26 dated March 09,2026 had approved the below Variable Pay – Cash Component for FY 2024-25 to Mr. Shyam Srinivasan, Former Managing Director & CEO and Ms. Shalini Warriar, Former Executive Director of the Bank.

SI No	Name of the Former Director	Variable pay – Cash component
1	Mr. Shyam Srinivasan	Rs. 76,71,000/-
2	Ms. Shalini Warriar	Rs. 25,00,000/-

The RBI approval is granted in line with 40% of the targeted Variable Pay for Ms. Shalini Warriar and 80% of the targeted Variable Pay prorated for the number of days for which Mr. Shyam Srinivasan was in the service of the Bank and based on their performance for FY25 as evaluated by the NRC and the Board.

Accordingly, approval of the members is requested for aforesaid payment of Variable Pay – Cash Component to Mr. Shyam Srinivasan, Former Managing Director & CEO and Ms Shalini Warriar, Former Executive Director of the Bank.

The Board recommends passing of the ordinary resolution, as set out in Item No. 02 & 03 of this notice, for the approval of the members of the Bank.

None of the Directors of the Bank or Key Managerial Personnel of the Bank or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 02 & 03 of this Notice.

By Order of the Board of Directors
For **The Federal Bank Limited**

Sd/-

Samir P Rajdev

Company Secretary

Membership No. A17849

Date: April 29, 2026

Place: Aluva

Annexure A

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Mr. Harsh Dugar (Re-appointment)
Date of Birth	12.12.1972
Age	53 years
DIN	00832748
Nationality	Indian
Qualification(s)	Cost and Work Accountant (CWA) and Chartered Financial Analyst (ICFAI)
Experience	<p>Mr. Harsh Dugar has been associated with The Federal Bank Ltd since October 2016. He had joined the Bank as the Country Head for Corporate and Institutional Banking (October 2016 - March 2021) and served as the Group President and Country Head – Wholesale banking (April 2021 - June 2023). He is the Executive Director of the Federal Bank since June 2023.</p> <p>He is also on the Board of the 'FedBank Financial Services Ltd' , a listed NBFC. He was the nominee director of Equirus Capital (March 2019 – August 2023).</p> <p>Previously he was with HDFC Bank for 20 years (October 1996 – October 2016) and worked in various positions in Corporate Banking.</p> <p>He is a qualified Cost Accountant and positioned all India 6th rank holder and also qualified ICFAI (Chartered Financial Analyst) and was all India 1st Rank holder.</p>
Nature of expertise in specific functional areas	<p>Over 29+ years work experience in Corporate Banking. Also, relevant experience in Commercial banking (mid-market and MSME) and Government Business.</p> <p>Work experience in handling Microfinance, Agriculture Finance, Gold Loans and Commercial Vehicle Financing currently responsible for Corporate Banking, Capital Markets, Commercial Banking, Agriculture Finance, Microfinance, Gold Loans, Government & Institutional Business ,Treasury and Commercial Vehicles & Construction Equipment Finance across the country.</p>
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Bank	Not related to any Director or Key Managerial Personnel of the Bank and their relatives
Number of Meetings of the Board attended during the year FY 25-26	22 out of 27 meetings

Directorships in other companies / Positions in other entities	Fedbank Financial Services Limited
Memberships/ chairmanships of Committees of the Boards of other Companies	<u>Fedbank Financial Services Limited</u> Risk Management Committee – Member Business Development Committee– Member
Directorship held in other listed Companies	Fedbank Financial Services Limited
Memberships in the Committees of Board of other listed Companies	Risk Management Committee – Member Business Development Committee– Member
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	Credit Investment & Raising Capital Committee - Member Stakeholders Relationship Committee - Member Special Committee of the Board for monitoring and follow up of cases of Frauds - Member Corporate Social Responsibility - Member
Number of equity shares held in The Federal Bank Ltd (including as beneficial owner) as on 31.03.2026	12,60,000
Terms and conditions of Appointment along with details of remuneration sought to be paid	Re-appointment as Executive Director for a period of three years with effect from June 23, 2026. The current compensation package of Mr. Harsh Dugar which was approved by Reserve Bank of India on October 15, 2025 and approved by Shareholders at its Extra- Ordinary General Meeting held on November 19, 2025, effective from July 01, 2025, as mentioned in this notice would continue until the next pay revision becomes due on July 01, 2026, at which time the Bank shall seek the approval of the RBI and shareholders for revision in pay.
Remuneration last drawn	During the Financial Year 2025-26, an aggregate amount of Rs. 2,20,81,857/- were paid towards remuneration.
Date of first appointment on the Board	June 23, 2023, for a period of 3 years
For re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement	Not Applicable

ANNEXURE B

Brief profile of Director seeking Re-appointment

Mr Harsh Dugar

Mr. Harsh Dugar has been serving as the Executive Director of The Federal Bank Ltd since 2023. He joined the Bank in 2016 after an accomplished 20-year career in corporate banking at HDFC Bank. Mr. Harsh brings extensive expertise in corporate banking across various verticals and geographies. He holds a bachelor's degree with Honors in Accounting & Finance from the University of Calcutta, where he was the University Topper. Additionally, he is a qualified CWA with an All-India Rank and a gold medal in CFA(ICFAI). In the early phase of his career, he also contributed to academia as a part-time faculty member at ICFAI Business School, Kolkata.