SEC/LODR/310/2026-27 18.11.2026

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

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 November 17, 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.	Appointment of Mr. Rajesh Varrier (DIN: 00105765) as an Independent Director of the Bank	Special Resolution
2.	Appointment of Mr. Virat Sunil Diwanji (DIN: 07021146) as an Executive Director (Key Managerial Personnel (KMP)) of the Bank and payment of remuneration	Ordinary Resolution
3.	Revision in the remuneration payable to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & Chief Executive Officer (Key Managerial Personnel (KMP)) of the Bank, with effect from July 01, 2026	Ordinary Resolution
4.	Revision in the remuneration payable to Mr. Harsh Dugar (DIN: 00832748), Executive Director (Key Managerial Personnel (KMP)) of the Bank, with effect from July 01, 2026	Ordinary Resolution

5.	Revision in the remuneration payable to Mr. Venkatraman Venkateswaran (DIN: 09227554), Executive Director (Key Managerial Personnel (KMP)) of the Bank, with effect from July 01, 2026	Ordinary Resolution
6.	Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & Chief Executive Officer (Key Managerial Personnel (KMP)) of the Bank	Ordinary Resolution
7.	Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Harsh Dugar (DIN: 00832748), Executive Director (Key Managerial Personnel (KMP)) of the Bank	Ordinary Resolution
8.	Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Venkatraman Venkateswaran (DIN:09227554), Executive Director (Key Managerial Personnel (KMP)) of the Bank	Ordinary Resolution

In compliance with the Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereof, for the time being in force, and as amended, from time to time) ("MCA circular"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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 Postal Ballot Notice is being sent to 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, November 13, 2026 (cut-off date). The Postal Ballot Notice will be available on the Bank's website at https://www.federal.bank.in/disclosures-to-shareholders.

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 **Thursday, November 19, 2026, at 09.00 a.m. (IST)** and end on **Friday, December 18, 2026, at 05.00 p.m. (IST).** The Postal Ballot Notice will be available on the website of CDSL at www.evotingindia.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 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 PRAVINCHANDRA RAJDEV
Digitally signed by SAMIR PRAVINCHANDRA RAJDEV
Date: 2026.11.18 13:38:51 +05'30'

Samir P Rajdev
Company Secretary

Enclosure: as above

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 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereof, for the time being in force, and as amended, from time to time) ("MCA circular"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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 for approval of the members of The Federal Bank Limited (the "Bank") through postal ballot by way of voting through electronic means ("e-voting"):

SPECIAL BUSINESSES

Item No. 1 – Appointment of Mr. Rajesh Varrier (DIN: 00105765) as an Independent Director of the Bank.

To consider, and if thought fit, to pass the following resolution, as a **special resolution:**

"**RESOLVED THAT** pursuant to Sections 149, 150, 152, 160 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (the "Act"), Regulations 16(1)(b), 17, 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10A(2A) and other applicable provisions, if any, of the Banking Regulation Act, 1949 read with the relevant rules, guidelines, directions and circulars issued by the Reserve Bank of India (the "RBI"), in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of The Federal Bank Limited (the "Bank"), pursuant to the recommendation made by the Nomination, Remuneration, Ethics and Compensation Committee of the Bank (the "Committee") and approval of the Board of Directors of the Bank (the "Board"), Mr. Rajesh Varrier (DIN: 00105765), who was appointed as an Additional Director ('Non-Executive Independent Director') on the Board of the Bank for a term of three consecutive years, with effect from October 16, 2026 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Bank, for a period of 3 (three) years, with effect from October 16, 2026, up to October 15, 2029, (both days inclusive), not liable to retire by rotation."

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

Item No. 2 – Appointment of Mr. Virat Sunil Diwanji (DIN: 07021146) as an Executive Director (Key Managerial Personnel (KMP)) of the Bank and payment of remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160, 196, 197, 203, Schedule V and other applicable provisions, if any, of 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**"), Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949, read with the rules, guidelines, directions and circulars issued by the Reserve Bank of India (the "**RBI**"), in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association ("Articles") of The Federal Bank Limited (the "Bank") and pursuant to the recommendation made by the Nomination, Remuneration, Ethics and Compensation Committee (the "Committee") and approval of the Board of Directors of the Bank (the "Board") and as per the approval granted by the RBI through its letter no. DoR.GOV.No. 5133/08.38.001/2026-27 dated September 28, 2026, Mr. Virat Sunil Diwanji (DIN:07021146) who was appointed as an Additional Executive Director (Key Managerial Personnel (KMP)) of the Bank with effect from October 12, 2026, be and is hereby appointed as an Executive Director (KMP) of the Bank, liable to retire by rotation, for a period of three years with effect from October 12, 2026, on the following terms and conditions including remuneration:

Item No	Particulars Fixed Pay (including perquisites)	Amount per annum With effect from October 12, 2026
1	Basic Salary	37,45,000.00
2	Personal Fixed Pay	2,23,89,925.00
3	Retiral/Superannuation benefits	
	(a) Provident Fund (Employer Contribution)	3,74,500.00
	(b) Gratuity	6,83,099.00
4	Leave Fare Concession/ Allowance	7,00,000.00
5	Other fixed allowances, if any (please specify) - Leave Encashment	21,77,910.00
	Perquisites:	
6	House Rent Allowance	19,07,500.00
7	Conveyance Allowance	84,000.00
8	Driver(s)' salary	36,000.00

9	Insurance Premium (Accidental + PMSBY)	2,066.00
	Total Fixed Pay (including perquisites)	**3,21,00,000.00**

Other Benefits		
a)	Entertainment Allowance	Corporate Membership at Bombay Gymkhana or equivalent.
b)	Official Travel	Highest class in train and Business class by air for both domestic and foreign Travel and actual expenses incurred for any other mode
c)	Boarding and Lodging Expenses	Actual expenses incurred, supported by bills
d)	Medical Benefits	a) During ED's tenure actual expenses incurred including hospitalization in full for self, Spouse and dependent family members. This is however subject to any recoveries made arising out of previous employments. Appropriate TDS shall be applied on reimbursement of medical expenses as applicable. b)Upon the ED laying down office after serving at least 3 years as ED, the Bank will pay or reimburse the premium payable / paid up to Rs.1.50 lakh each per annum for life on the policy or policies issued under medical insurance plan covering the ED and spouse for a period of 10 years from the date of cessation and Rs.2.50 Lakh each per annum for life, thereafter or a sum insured of Rs. 50 Lakhs combined for self and spouse, whichever is more beneficial
e)	Personal Accident Insurance Scheme	Coverage of Rs. 75 Lakhs
f)	Telephone & Mobile and iPad	Actuals of cost and call charges

Leave Details		
a)	Casual Leave	12 days in a Calendar Year
b)	Privilege Leave	30 days for 11 months, can be accumulated up to 90 days
c)	Leave Encashment	30 days of Privilege Leave can be encashed once in a year

Stock options

Stock options as may be decided by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time, subject to approval of the members of the Bank and the Reserve Bank of India.

Variable pay

As per the RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff, etc., issued on November 28, 2025 (RBI (Commercial Banks – Governance) Directions, 2025), the total variable pay of a Whole Time Director shall be limited to and cannot exceed a maximum of 300% of his fixed pay. Further, such variable pay shall be inclusive of cash as well as share-linked components.

The actual amount of performance bonus (cash or deferred cash component) and the Employee Stock Options / Performance-linked Restricted Stock Units / Cash-linked Stock Appreciation Rights (share linked component), are part of the variable pay of the Whole Time Director and linked to his performance, the performance of the Bank as a whole and such other performance-based criteria as may be determined by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time. The quantum and cycles of payment of performance bonus / grant of Employee Stock Options or Performance-linked Restricted Stock Units or Stock Appreciation Rights shall be as determined by the Nomination, Remuneration, Ethics and Compensation Committee and the Board and approved by the RBI, from time to time, based on an annual review of performance and as per the Compensation Policy of the Bank, in line with the RBI Guidelines on Compensation, as may be in force and approval of the members of the Bank, from time to time. The variable pay will be covered under Malus / Claw back arrangements.

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

Item No.3- Revision in the remuneration payable to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & Chief Executive Officer (KMP) of the Bank, with effect from July 01, 2026

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, Section 196, 197 and other applicable provisions of 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"), SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 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, pursuant to 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 pursuant to the approval received from RBI vide its letter DoR.GOV.No.5570/08.38.001/2026-27 dated October 12, 2026, approval of the members of the Bank, be and is hereby accorded to revise the remuneration payable to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO of the Bank, as detailed hereinunder, with effect from July 01, 2026."

Item	Particulars	Amount per annum With effect from July 01, 2026
	Fixed Pay (including perquisites)	
1	Basic Salary	3,03,60,000.00
2	Personal Fixed Pay	24,83,960.00
3	Retiral/Superannuation benefits	-
	(a) Provident Fund	30,36,000.00
	(b) Gratuity	25,30,000.00
4	Leave Fare Concession/ Allowance /	11,50,000.00
5	Other fixed allowances, if any (please specify) - Leave Encashment	27,36,997.00
	Perquisites:	
6	Free Furnished House and its maintenance/House Rent Allowance *	23,25,227.00
7	Conveyance Allowance	84,000.00
8	Driver(s)' salary	36,000.00
9	Club Membership(s)	75,000.00
10	Reimbursement of medical expenses	-
11	Any other perquisites (servant wages)	5,55,750.00
12	Insurance Premium	2,066.00
	Total Fixed Pay (including perquisites)	**4,53,75,000.00**

*Krishnan Venkat Subramanian has been allotted with Bank owned accommodation at Aluva. Hence, value mentioned as House Rent Allowance will not be paid.

Other Benefits		
a)	Club membership	Bank's Corporate membership of one or more Clubs
b)	Official Travel	Highest class by whichever mode within the country and business class by air on foreign travel and actual expenses incurred for any other mode
c)	Boarding and Lodging Expenses	Actual expenses incurred will be reimbursed.
d)	Medical Benefits	a) During MD's tenure actual expenses incurred including hospitalization in full for him, wife, and dependent family members. This is however subject to any recoveries made arising out of his previous employments. Appropriate TDS shall be applied on reimbursement of medical expenses as applicable. b) Upon the MD & CEO laying down his office after serving at least 3 years as MD & CEO, the Bank will pay or reimburse the premium payable / paid up to Rs.2.50 lakh each per annum for life on the policy or policies issued under medical insurance plan covering the MD & CEO and his wife for a period of 10 years from the date of cessation and Rs.3.50 Lakh each per annum for life, thereafter. However, if no Medical Insurance plan is available, the entire medical expense for self and his wife would be reimbursed by the Bank.
e)	Personal Accident Insurance Scheme	Coverage - Rs.75,00,000
f)	Telephone & Mobile and iPad	Actuals of cost and call charges incurred will reimbursed
Leave Details		
a)	Casual Leave	12 days in a Calendar Year
b)	Privilege Leave	30 days for 11 months, can be accumulated up to 90 days
c)	Leave Encashment	30 days of Privilege Leave can be encashed once in a year

Stock options
Stock options as may be decided by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time, subject to approval of the members of the Bank and the RBI.

Variable pay
As per the RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff, etc., issued on November 28, 2025 (RBI (Commercial Banks – Governance) Directions, 2025), the total variable pay of a Chief Executive Officer shall be limited to and cannot exceed a maximum of 300% of his fixed pay. Further, such variable pay shall be inclusive of cash as well as share-linked components. The actual amount of performance bonus (cash or deferred cash component) and the Employee Stock Options / Performance-linked Restricted Stock Units / Cash-linked Stock Appreciation Rights (share linked component), are part of the variable pay of the Chief Executive Officer and linked to his performance, the performance of the Bank as a whole and such other performance-based criteria as may be determined by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time. The quantum and cycles of payment of performance bonus / grant of Employee Stock Options or Performance-linked Restricted Stock Units or Stock Appreciation Rights shall be as determined by the Nomination, Remuneration, Ethics and Compensation Committee and the Board and approved by the RBI, from time to time, based on an annual review of performance and as per the Compensation Policy of the Bank, in line with the RBI Guidelines on Compensation, as may be in force and approval of the members of the Bank, from time to time. The variable pay will be covered under Malus / Claw back arrangements

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

Item No.4 - Revision in the remuneration payable to Mr. Harsh Dugar (DIN: 00832748), Executive Director (KMP) of the Bank, with effect from July 01, 2026

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, Section 196, 197 and other applicable provisions of 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"), SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 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, pursuant to 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 pursuant to the approval received from RBI vide its letter

DoR.GOV.No.5570/08.38.001/2026-27 dated October 12, 2026, approval of the members of the Bank, be and is hereby accorded to revise the remuneration payable to Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank, as detailed hereinunder, with effect from July 01, 2026."

Item	Particulars	Amount per annum With effect from July 01, 2026
	Fixed Pay (including perquisites)	
1	Basic Salary	60,00,000.00
2	Personal Fixed Pay	1,25,65,592.00
3	Retiral/Superannuation benefits	
	(a) Provident Fund	6,00,000.00
	(b) Gratuity	5,06,249.00
4	Leave Fare Concession/Allowance	7,00,000.00
5	Other fixed allowances, if any (please specify) – Leave Encashment	15,47,133.00
	Perquisites:	
6	Free Furnished House and its maintenance/House Rent Allowance*	18,94,360.00
7	Conveyance Allowance	84,000.00
8	Driver(s)' salary	36,000.00
9	Club Membership(s)	64,600.00
10	Reimbursement of medical expenses	-
11	Any other perquisites (servant wages)	-
12	Insurance Premium	2,066.00
	Total Fixed Pay (including perquisites)	**2,40,00,000.00**

*Mr. Harsh Dugar has been allotted with Bank owned accommodation at Mumbai. Hence, value mentioned as House Rent Allowance will not be paid.

Other Benefits		
a)	Entertainment Allowance	Corporate Membership at MCC and MCA
b)	Official Travel	Highest class in train and Business class by air for both domestic and foreign Travel and actual expenses incurred for any other mode
c)	Boarding and Lodging Expenses	Actual expenses incurred, supported by bills

d)	Medical Benefits	a) During ED's tenure actual expenses incurred including hospitalization in full for self, Spouse and dependent family members. This is however subject to any recoveries made arising out of previous employments. Appropriate TDS shall be applied on reimbursement of medical expenses as applicable. b)Upon the ED laying down office after serving at least 3 years as ED, the Bank will pay or reimburse the premium payable / paid up to Rs.1.50 lakh each per annum for life on the policy or policies issued under medical insurance plan covering the ED and spouse for a period of 10 years from the date of cessation and Rs.2.50 Lakh each per annum for life, thereafter or a sum insured of Rs. 50 Lakhs combined for self and spouse, whichever is more beneficial
e)	Personal Accident Insurance Scheme	Coverage of Rs. 75 Lakhs
f)	Telephone & Mobile and iPad	Actuals of cost and call charges
Leave Details		
a)	Casual Leave	12 days in a Calendar Year
b)	Privilege Leave	30 days for 11 months, can be accumulated up to 90 days
c)	Leave Encashment	30 days of Privilege Leave can be encashed once in a year

Stock options

Stock options as may be decided by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time, subject to approval of the members of the Bank and the RBI.

Variable pay

As per the RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff, etc., issued on November 28, 2025 (RBI (Commercial Banks – Governance) Directions, 2025, the total variable pay of a Whole Time Director shall be limited to and cannot exceed a maximum of 300% of his fixed pay. Further, such variable pay shall be inclusive of cash as well as share-linked components.

The actual amount of performance bonus (cash or deferred cash component) and the Employee Stock Options / Performance-linked Restricted Stock Units / Cash-linked Stock Appreciation Rights (share linked component), are part of the variable pay of the Whole Time Director and linked to his performance, the performance of the Bank as a whole and such other performance-based criteria as may be determined by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time. The quantum and cycles of payment of performance bonus / grant of Employee

Stock Options or Performance-linked Restricted Stock Units or Stock Appreciation Rights shall be as determined by the Nomination, Remuneration, Ethics and Compensation Committee and the Board and approved by the RBI, from time to time, based on an annual review of performance and as per the Compensation Policy of the Bank, in line with the RBI Guidelines on Compensation, as may be in force and approval of the members of the Bank, from time to time. The variable pay will be covered under Malus / Claw back arrangements.

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

Item No.5- Revision in the remuneration payable to Mr. Venkatraman Venkateswaran (DIN: 09227554), Executive Director (KMP) of the Bank, with effect from July 01, 2026

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, Section 196, 197 and other applicable provisions of 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"), SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 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, pursuant to 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 pursuant to the approval received from RBI vide its letter DoR.GOV.No.5570/08.38.001/2026-27 dated October 12, 2026, approval of the members of the Bank, be and is hereby accorded to revise the remuneration payable to Mr. Venkatraman Venkateswaran (DIN: 09227554), Executive Director of the Bank, as detailed hereinunder, with effect from July 01, 2026."

Item	Particulars	Amount per annum With effect from July 01, 2026
	Fixed Pay (including perquisites)	
1	Basic Salary	48,00,000.00
2	Personal Fixed Pay	1,22,17,799.00
3	Retiral/Superannuation benefits	
	(a) Provident Fund	4,80,000.00
	(b) Gratuity	4,53,281.00

4	Leave Fare Concession/Allowance	7,00,000.00
5	Other fixed allowances, if any (please specify) – Leave Encashment	14,18,150.00
	Perquisites:	
6	Free Furnished House and its maintenance/House Rent Allowance	13,58,704.00
7	Conveyance Allowance	84,000.00
8	Driver(s)' salary	36,000.00
9	Club Membership(s)	50,000.00
10	Reimbursement of medical expenses	-
11	Any other perquisites (servant wages)	-
12	Insurance Premium	2,066.00
	Total Fixed Pay (including perquisites)	**2,16,00,000.00**

Other Benefits		
a)	Entertainment Allowance	Corporate Membership at Madras Cricket Club or equivalent.
b)	Official Travel	Highest class by whichever mode within the country and business class by air on foreign travel and actual expenses incurred for any other mode
c)	Boarding and Lodging Expenses	Actual expenses incurred, supported by bills
d)	Medical Benefits	a) During ED's tenure actual expenses incurred including hospitalization in full for self, Spouse and dependent family members. This is however subject to any recoveries made arising out of previous employments. Appropriate TDS shall be applied on reimbursement of medical expenses as applicable. b)Upon the ED laying down office after serving at least 3 years as ED, the Bank will pay or reimburse the premium payable / paid up to Rs.1.50 lakh each per annum for life on the policy or policies issued under medical insurance plan covering the ED and spouse for a period of 10 years from the date of cessation and Rs.2.50 Lakh each per annum for life, thereafter or a sum insured of Rs. 50 Lakhs combined for self and spouse, whichever is more beneficial

e)	Personal Accident Insurance Scheme	Coverage of Rs. 75 Lakhs
f)	Telephone & Mobile and iPad	Actuals of cost and call charges
Leave Details		
a)	Casual Leave	12 days in a Calendar Year
b)	Privilege Leave	30 days for 11 months, can be accumulated up to 90 days
c)	Leave Encashment	30 days of Privilege Leave can be encashed once in a year

Stock options

Stock options as may be decided by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time, subject to approval of the members of the Bank and the RBI.

Variable pay

As per the RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff, etc., issued on November 28, 2025 (RBI (Commercial Banks – Governance) Directions, 2025), the total variable pay of a Whole Time Director shall be limited to and cannot exceed a maximum of 300% of his fixed pay. Further, such variable pay shall be inclusive of cash as well as share-linked components.

The actual amount of performance bonus (cash or deferred cash component) and the Employee Stock Options / Performance-linked Restricted Stock Units / Cash-linked Stock Appreciation Rights (share linked component), are part of the variable pay of the Whole Time Director and linked to his performance, the performance of the Bank as a whole and such other performance-based criteria as may be determined by the Nomination, Remuneration, Ethics and Compensation Committee, from time to time. The quantum and cycles of payment of performance bonus / grant of Employee Stock Options or Performance-linked Restricted Stock Units or Stock Appreciation Rights shall be as determined by the Nomination, Remuneration, Ethics and Compensation Committee and the Board and approved by the RBI, from time to time, based on an annual review of performance and as per the Compensation Policy of the Bank, in line with the RBI Guidelines on Compensation, as may be in force and approval of the members of the Bank, from time to time. The variable pay will be covered under Malus / Claw back arrangements.

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

Item No. 6- Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & Chief Executive Officer (KMP) of the Bank

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"), SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 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, pursuant to 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 pursuant to the approval received from RBI vide its letter DoR.GOV.No.5570/08.38.001/2026-27 dated October 12, 2026, approval of the members of the Bank, be and is hereby accorded for the payment of Rs. 1,67,08,000 (One Crore Sixty-Seven Lakh Eight Thousand only) as Variable Pay- Cash Component and the grant of 3,45,991 Stock Options as Variable Pay- Non-Cash Component to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO of the Bank for the performance period FY 2025-26.

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

Item No. 7- Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Harsh Dugar (DIN: 00832748), Executive Director (KMP) of the Bank

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"), SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 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 pursuant to the approval received from RBI vide its letter DoR.GOV.No.5570/08.38.001/2026-27 dated October 12, 2026, approval of the members of the Bank, be and is hereby accorded for the payment of Rs.59,52,000 (Fifty-Nine Lakh

Fifty-Two Thousand Only) as Variable Pay- Cash Component and the grant of 1,29,295 Stock Options as Variable Pay- Non-Cash Component to Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank for the performance period FY 2025-26."

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

Item No. 8- Payment of Variable Pay – Cash Component and grant of Stock Options to Mr. Venkatraman Venkateswaran (DIN: 09227554), Executive Director (KMP) of the Bank

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"), SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 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 pursuant to the approval received from RBI vide its letter DoR.GOV.No.5570/08.38.001/2026-27 dated October 12, 2026, approval of the members of the Bank, be and is hereby accorded for the payment of Rs. 60,99,000 (Sixty Lakh Ninety-Nine Thousand Only) as Variable Pay- Cash Component and the grant of 61,472 Stock Options as Variable Pay- Non-Cash Component to Mr. Venkatraman Venkateswaran (DIN: 09227554), Executive Director of the Bank for the performance period FY 2025-26."

"**RESOLVED FURTHER THAT** the Board of Directors of the Bank (including any Committee of the Board thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory / regulatory authorities and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any director(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**: November 17, 2026**
Place: Aluva

Notes

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with the relevant rules made thereunder (the "Act"), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations"), as applicable, setting out the material facts and reasons, in respect of item nos 1-8 of this Postal Ballot Notice, is annexed herewith.

2. The Ministry of Corporate Affairs (the "MCA") vide its Circular No. 03/2025 dated September 22, 2025, 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 **Friday, November 13, 2026 ("Cut-off Date").**

   b. Members holding shares of the Bank in electronic form can verify / update their e-mail address and mobile number with their respective DPs. Members holding shares of the Bank in physical form can send an e-mail request to einward@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 einward@integratedindia.in or contact RTA at 044-28140801

   c. The Postal Ballot Notice is available on the websites of the Bank at https://www.federal.bank.in/disclosures-to-shareholders, website of CDSL www.evotingindia.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 .

   d. The right to vote in this postal ballot cannot be exercised through proxy.

4. Procedure for receiving the Postal Ballot Notice by e-mail

Members may request a copy of this Postal Ballot Notice by sending an e-mail to secretarial@federal.bank.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.
c. Members are required to update their mobile number and e-mail ID correctly in their demat account to access e-voting facility

5. Remote E-voting

a. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, and the circulars issued in this regard from time to time, the Bank is pleased to provide facility of remote e-voting, to enable its Members to cast their votes electronically in respect of the resolutions set out in this postal ballot notice.

b. The Bank has engaged Central Depository Services Limited (CDSL) as the agency to provide remote e-voting facility. The manner of voting, including voting remotely by (i) Individual members holding shares of the Bank in demat mode, (ii) Members other than individuals holding shares of the Bank in demat mode, (iii) Members holding shares of the Bank in physical mode, is explained in the instructions given under point no. 06 herein below

c. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process

d. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, which not only facilitates seamless authentication but also provides ease and convenience of participating in remote e-voting process.

e. 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 Madhusudhanan EP (Membership No. F10085, COP No. 21874) Partner of M/s. SEP & Associates, Practicing Company Secretaries or in his absence CS Anju Panicker (Membership No: F13546, COP No: 22086) Partner of M/s. SEP & Associates, Practicing Company Secretaries as the Scrutinizer 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 Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

f. The voting rights of the members shall be in proportion of their shareholding to the paid-up equity share capital of the Bank as on the cut-off date i.e., Friday, November 13, 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) Amendment Directions, 2026.

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

Commencement of remote e-voting: Thursday, November 19, 2026 (09:00 a.m. IST)

End of remote e-voting: Friday, December 18, 2026 (05:00 p.m. IST).

h. During this period, only those persons whose names appear in the register of members or in the register of beneficial owners maintained by the depositories, as on the cut-off date i.e. Friday, November 13, 2026, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by CDSL after expiry of the said period.

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.

i. 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.

j. Vote on a resolution, once cast, cannot be changed subsequently.

k. There will be one login for every Folio/Client ID irrespective of the number of joint holders.

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

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

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

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 09, 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 abovesaid 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	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

holding securities in Demat mode with **CDSL Depository**	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 & My Easi New (Token) 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) 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 an 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, users 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**	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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. 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 21 09911
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 and 022 - 2499 7000

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) 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) • 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. • 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.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant The Federal Bank Limited on which you choose to vote.

(vi) 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.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) 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.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **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 delink 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.

- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by e-mail to sivarkn@sepmail.in and to

the Company at the email address viz; secretarial@federal.bank.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to einward@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 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 21 09911.

DECLARATION OF VOTING RESULTS

a. The Scrutinizer shall, immediately after the end date of e-voting i.e Friday, December 18, 2026, unblock the votes cast through remote e-Voting and, not later than 2 working days from December 18, 2026, submit a Scrutinizer's Report setting out the total votes cast in favour or against the resolutions, if any, to the Chairman or to a person authorised by the Chairman in writing who shall countersign the same.

b. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report will be submitted to the Stock Exchanges and will be uploaded on the website of the Bank at www.federal.bank.in. The said results will 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 this Postal Ballot Notice shall be deemed to have been passed on Friday, December 18, 2026, being the last date of remote e-voting.

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: einward@integratedindia.in

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

Date**: November 17, 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

Pursuant to the recommendation of the Nomination, Remuneration, Ethics and Compensation Committee (the "**Committee**") of the Bank, the Board of Directors of the Bank (the "**Board**") at its meeting held on October 16, 2026 considered and approved the appointment of Mr. Rajesh Varrier (DIN: 00105765) as an Additional Director (Non – Executive Independent Director) of the Bank, for a term of three consecutive years, with effect from October 16, 2026 up to October 15, 2029 (both days inclusive).

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), listed entity shall ensure that approval of shareholders for appointment of a person on the Board or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the appointment of Mr. Rajesh Varrier is placed for approval of the members within a period of three months from the date of his appointment. The Bank has received a notice under Section 160(1) of the Act, from a member proposing the candidature of Mr. Rajesh Varrier as a Director of the Bank.

Whilst considering the appointment of Mr. Rajesh Varrier as an Independent 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 Reserve Bank of India (the "**RBI**");
- The Bank has received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- He does not have any other pecuniary relationship, directly or indirectly, with the Bank;
- He is not disqualified from being appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent to act as such;
- He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority; and
- He possesses the requisite skills, capabilities and expertise in functional areas of Information Technology, by virtue of his qualifications and diverse professional experience, which would be beneficial to the Bank.

Based on the above declarations, the Committee and the Board opined that Mr. Rajesh Varrier is independent of the management of the Bank and fulfils the conditions / criteria specified in the Act,

the Rules and the SEBI Listing Regulations, the Banking Regulation Act, 1949 and the guidelines issued by the RBI, in this regard, from time to time, for his appointment as an Independent Director of the Bank.

The Board of Directors of the Bank is also of the opinion that Mr. Rajesh Varrier possesses extensive experience in information technology domains, which would significantly strengthen the Board's technology oversight and strategic guidance capabilities. Having regard to his qualifications, expertise, leadership track record and the Bank's present and future requirements, his appointment as an Independent Director on the Board of the Bank is considered both desirable and highly beneficial to the Bank.

Mr. Rajesh Varrier is in compliance with the requirements as mandated in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to enrolling his name in the online databank of independent directors.

During the said tenure, Mr. Rajesh Varrier shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

As an Independent Director of the Bank, Mr. Rajesh Varrier will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law from time to time and to a fixed remuneration of Rs. 30,00,000 per annum, in terms of the RBI directions issued from time to time. However, he will not be entitled to any stock options / units of the Bank.

Additional details relating to Mr. Rajesh Varrier pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), are provided in **Annexure A** to this Notice. Brief profile of Mr. Rajesh Varrier is given at **Annexure B** to this Notice.

The draft letter of appointment of Mr. Rajesh Varrier setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to secretarial@federal.bank.in.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Rajesh Varrier as an Independent Director of the Bank as set out in Item No. 01 for approval of the Members of the Bank by way of a special resolution.

Except Mr. Rajesh Varrier and his relatives, none of the Directors and Key Managerial Personnel of the Bank or their relatives are concerned or interested, financially or otherwise, in passing of the special resolution as set out at Item No. 01.

Item No.2

The Board of Directors of the Bank had, at their meeting held on June 25, 2026, based on the recommendation of the Nomination, Remuneration, Ethics & Compensation Committee and upon evaluation of the eligibility of Mr. Virat Sunil Diwanji (DIN: 07021146) in terms of the 'Fit and Proper' criteria as laid down by the Reserve Bank of India ("RBI") and in compliance with the provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Banking Regulation Act, 1949 ("BR Act") and the various circulars issued by the Regulators, from time to time, appointed

Mr. Virat Sunil Diwanji, as an Additional Executive Director and a Key Managerial Personnel (KMP) of the Bank, for a period of three years, with effect from the date of appointment as approved by RBI and subject to the approval of the members, on the terms and conditions of remuneration, as set out in the ordinary resolution at Item No. 2 of the notice.

The RBI through its letter no. DoR.GOV. No. 5133/08.38.001/2026-27 dated September 28, 2026, approved the proposal for appointment of Mr. Virat Sunil Diwanji as Executive Director of the Bank for a period of three consecutive years from the date of assuming charge and had approved the Fixed Pay (including perquisites) of Mr. Virat Sunil Diwanji. Accordingly, Mr. Virat Sunil Diwanji took charge as Additional Executive Director (KMP) of the Bank w.e.f October 12, 2026, on the terms and conditions including remuneration as detailed in the resolution as approved by RBI.

Whilst considering the appointment of Mr. Virat Sunil Diwanji as an 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 appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent to act as such;
- He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority; and
- He has the requisite skills, capabilities and expertise in functional areas *viz*. Banking, Credit Risk Management, Customer Relationship Management, Technology & Digital and Portfolio Acquisition & Integration through qualification, or diverse experience, which are beneficial to the Bank.

The brief details in respect of Mr. Virat Sunil Diwanji pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as **Annexure A** to this Notice. Brief profile of Mr. Virat Sunil Diwanji is given at **Annexure B** to this Notice.

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

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

Mr. Virat Sunil Diwanji is not related to any Director or Key Managerial Personnel of the Bank. During his tenure, Mr. Virat Sunil Diwanji shall be liable to retire by rotation, in terms of Section 152(6) of the Act.

The Variable Pay, comprising cash and non-cash components, payable to Mr. Virat Sunil Diwanji at the end of each financial year shall be determined by the Nomination, Remuneration, Ethics and Compensation Committee and the Board of Directors, subject to the approval of the Reserve Bank of India, and shall thereafter be placed before the shareholders for their approval.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Virat Sunil Diwanji as Executive Director (KMP) of the Bank and for payment of remuneration during his tenure as Executive Director as set out in the ordinary resolution at Item No. 02 of the accompanying Notice.

Accordingly, approval of the members is requested for appointment of Mr. Virat Sunil Diwanji as Executive Director of the Bank (KMP) for a period of three years w.e.f. October 12, 2026, as per the terms and conditions as set out in the ordinary resolution at item No. 02 of the accompanying Notice.

Except Mr. Virat Sunil Diwanji, Executive Director (KMP) or his relatives, none of the Directors and Key Managerial Personnel of the Bank or their relatives are concerned or interested, financially or otherwise, in passing of the Ordinary resolution as set out at Item No. 02.

Item No.3

Mr. Krishnan Venkat Subramanian (DIN: 00031794) was appointed as the Managing Director and CEO of the Bank (KMP), with effect from September 23, 2024, for a period of three years, in terms of the approvals granted by the Reserve Bank of India (the "RBI") and the members of the Bank.

The proposed revision in the remuneration of Mr. Krishnan Venkat Subramanian, Managing Director & Chief Executive Officer, takes into account his significant contribution to the Bank's growth, performance and long-term strategic vision and direction. Having considered his leadership and the outcome of the annual performance evaluation, the Nomination, Remuneration, Ethics and Compensation Committee (NRC), at its meeting held on June 02, 2026, recommended a revision in his remuneration with effect from July 01, 2026.

Under his stewardship, the Bank delivered stable and resilient performance across key business and financial parameters, strengthened its core franchise, maintained healthy asset quality and margins, and continued to uphold high standards of governance, risk management and regulatory compliance. His leadership has been instrumental in advancing the Bank's transformation agenda through the comprehensive revamp of Branch Banking, increased centralisation and digitalisation, process simplification, disciplined cost management and productivity enhancement, enabling greater focus on customer service, relationship deepening and customer acquisition. The Bank has also accelerated digitalisation across business verticals to strengthen its operating model and enhance its readiness to leverage emerging advancements in AI and digital technologies. Under his leadership, the Bank successfully executed a landmark rebranding, strengthening its brand positioning and customer engagement across physical and digital touchpoints while retaining the familiarity of its established franchise. His continued emphasis on robust internal controls, effective risk management, regulatory compliance and disciplined execution has further supported a resilient and well-governed operating environment.

Considering his overall contribution towards strengthening the Bank's business performance, transformation agenda, operational effectiveness and governance framework, the Board of Directors, at its meeting held on June 10, 2026, approved the proposed revision in remuneration with effect from July 1, 2026, subject to the approval of the Members of the Bank and the Reserve Bank of India.

RBI vide its letter DoR.GOV.No.5570/08.38.001/2026-27 dated October 12, 2026, had approved revision in his fixed remuneration (including perquisites) w.e.f. July 01, 2026, as set out in Item no. 03 of this notice.

The compensation of the MD & CEO, which comprises fixed pay and variable pay, is in alignment with the RBI Commercial Banks – Governance Direction, 2025 on Compensation of Whole Time Directors/

Chief Executive Officers/ Material Risk Takers and Control Function staff. As per the Compensation Policy of the Bank, formulated in compliance with RBI Guidelines, there are provisions in place with respect to malus and clawback on part or all of the variable pay including unvested/vested/paid/deferred variable pay.

Further, the variable pay of FY 2026-27, shall be considered and recommended by the NRC and Board during FY 2027-28, for which the Bank shall seek the necessary approvals, as applicable, at an appropriate time, including approval of the RBI and Members of the Bank.

Additional details in respect of Mr. Krishnan Venkat Subramanian pursuant to Regulation 36 the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as **Annexure A** to this Notice.

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

Except Mr. Krishnan Venkat Subramanian and his relatives, none of the Directors and the Key Managerial Personnel of the Bank and their relatives, are in any way, financially or otherwise, concerned or interested in the ordinary resolution, as set out in Item no. 03 of this notice.

Item No.4

Mr. Harsh Dugar (DIN: 00832748) was re-appointed as Executive Director (Key Managerial Personnel) of the Bank for a period of three years with effect from June 23, 2026, in terms of the approvals granted by the Reserve Bank of India (the "RBI") and the members of the Bank.

The proposed revision in the remuneration of Mr. Harsh Dugar, Executive Director, takes into account his significant contribution towards strengthening and expanding the Bank's wholesale, institutional and commercial banking franchise and supporting the achievement of its strategic objectives. Having considered his leadership, the outcome of the annual performance evaluation and the annual review of remuneration, the Nomination, Remuneration, Ethics and Compensation Committee (NRC), at its meeting held on June 02, 2026, recommended a revision in his remuneration with effect from July 01, 2026.

Mr. Harsh Dugar provides leadership and strategic oversight across Bank's Wholesale Banking franchise encompassing Corporate Banking, Commercial Banking, Business Solutions – Wholesale Banking, CV/CE Business, Agri, Micro & Rural Banking, Government & Institutional Business, besides other strategic responsibilities entrusted by the Board. Under his leadership, key business verticals, including Wholesale Banking and Gold Loan portfolios among others, continued to register steady and calibrated growth and contributed meaningfully to the Bank's overall business performance during FY 2025-26. His oversight of the Wholesale Banking franchise and stewardship of the Treasury and Controller functions at GIFT City have contributed to sound financial management, prudent balance sheet oversight, regulatory compliance and effective execution of the Bank's strategic priorities. His leadership has also supported greater business diversification, operational effectiveness, disciplined execution and a continued focus on portfolio quality and sustainable growth.

Accordingly, the Board of Directors, at its meeting held on June 10, 2026, approved the proposed revision in remuneration with effect from July 01, 2026, subject to the approval of the Members and the Reserve Bank of India.

RBI vide its letter no. 5570/08.38.001/2026-27 dated October 12, 2026, had approved revision in his fixed remuneration (including perquisites) w.e.f. July 01, 2026, as set out in Item no. 04 of this notice.

The compensation of the Executive Director, which comprises fixed pay and variable pay, is in alignment with the RBI Commercial Banks – Governance Direction, 2025 on Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function staff. As per the Compensation Policy of the Bank, formulated in compliance with RBI Guidelines, there are provisions in place with respect to malus and clawback on part or all of the variable pay including unvested/vested/paid/deferred variable pay.

Further, the variable pay of FY 2026-27, shall be considered and recommended by the NRC and Board during FY 2027-28, for which the Bank shall seek the necessary approvals, as applicable, at an appropriate time, including approval of the RBI and Members of the Bank.

Additional details in respect of Mr. Harsh Dugar pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as **Annexure A** to this Notice.

The Board recommends passing of the ordinary resolution, as set out in Item no. 04 of this notice, for the approval of the members of the Bank.

Except Mr. Harsh Dugar and his relatives, none of the Directors and the Key Managerial Personnel of the Bank and their relatives, are in any way, financially or otherwise, concerned or interested in the ordinary resolution, as set out in Item no. 04 of this notice.

Item No.5

Mr. Venkatraman Venkateswaran (DIN: 09227554) was appointed as Executive Director (Key Managerial Personnel) of the Bank for a period of three years with effect from July 10, 2025, in terms of the approvals granted by the Reserve Bank of India (the "RBI") and the members of the Bank.

The proposed revision in the remuneration of Mr. Venkatraman Venkateswaran, Executive Director, takes into account the breadth and strategic significance of the responsibilities entrusted to him and his contribution towards strengthening the Bank's operational, governance and control framework. Having considered his leadership, the outcome of the annual performance evaluation and the annual review of remuneration, the Nomination, Remuneration, Ethics and Compensation Committee (NRC), at its meeting held on June 02, 2026, recommended a revision in his remuneration with effect from July 01, 2026.

Mr. Venkatraman Venkateswaran provides leadership and strategic oversight across a broad spectrum of critical functions, including Financial Reporting & Taxation, Operations, Investor Relations, Information Technology, Data Protection, Corporate Planning, Corporate Services, Credit Administration, Credit Monitoring, Vigilance and Transaction Banking. Through his integrated oversight of these functions, he has played an important role in strengthening process controls, enhancing operational resilience, improving execution discipline and reinforcing governance and monitoring mechanisms across the Bank. His leadership has also supported greater cross-functional coordination, effective decision-making and alignment of key organisational initiatives with the Bank's long-term strategic priorities.

Accordingly, the Board of Directors, at its meeting held on June 10, 2026, approved the proposed revision in remuneration with effect from July 01, 2026, subject to the approval of the Members and the Reserve Bank of India.

RBI vide its letter No. 5570/08.38.001/2026-27 dated October 12, 2026, had approved revision in his fixed remuneration (including perquisites) w.e.f. July 01, 2026, as set out in Item no. 05 of this notice.

The compensation of the Executive Director, which comprises fixed pay and variable pay, is in alignment with the RBI Commercial Banks – Governance Direction, 2025 on Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function staff. As per the Compensation Policy of the Bank, formulated in compliance with RBI Guidelines, there are provisions in place with respect to malus and clawback on part or all of the variable pay including unvested/vested/paid/deferred variable pay.

Further, the variable pay of FY 2026-27, shall be considered and recommended by the NRC and Board during FY 2027-28, for which the Bank shall seek the necessary approvals, as applicable, at an appropriate time, including approval of the RBI and Members of the Bank.

Additional details in respect of Mr. Venkatraman Venkateswaran pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as **Annexure A** to this Notice.

The Board recommends passing of the ordinary resolution, as set out in Item no. 05 of this notice, for the approval of the members of the Bank.

Except Mr. Venkatraman Venkateswaran and his relatives, none of the Directors and the Key Managerial Personnel of the Bank and their relatives, are in any way, financially or otherwise, concerned or interested in the ordinary resolution, as set out in Item no. 05 of this notice.

Item No.6, 7 and 8

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 June 25, 2026, had approved the recommended Variable Pay – Cash Component & Stock Options to Mr. Krishnan Venkat Subramanian (DIN: 00031794), Managing Director & CEO, Mr. Harsh Dugar (DIN: 00832748), Executive Director of the Bank and Mr. Venkatraman Venkateswaran (DIN: 09227554),Executive Director of the Bank for the FY 2025-26 subject to the approval of RBI.

RBI vide its letter No.5570/08.38.001/2026-27 dated October 12, 2026, had approved the below Variable Pay – Cash Component & Stock Options for FY 2025-26 to Mr. Krishnan Venkat Subramanian, Managing Director & CEO, Mr. Harsh Dugar, Executive Director and Mr. Venkatraman Venkateswaran, Executive Director of the Bank.

Sl No	Name of the Director	Variable Pay – Cash Component	Variable Pay- Non-Cash Component Stock Options (ESOS)
1	Mr. Krishnan Venkat Subramanian	Rs. 1,67,08,000.00	3,45,991
2	Mr. Harsh Dugar	Rs. 59,52,000.00	1,29,295
3	Mr. Venkatraman Venkateswaran	Rs. 60,99,000.00	61,472

Accordingly, approval of the members is requested for aforesaid payment of Variable Pay – Cash Component & grant of Stock Options to Mr. Krishnan Venkat Subramanian, Managing Director & CEO, Mr. Harsh Dugar, Executive Director and Mr. Venkatraman Venkateswaran, Executive Director.

The Board recommends passing of the ordinary resolution, as set out in Item no. 06, 07 & 08 of this notice, for the approval of the members of the Bank.

Except Mr. Krishnan Venkat Subramanian, Managing Director & CEO, Mr. Harsh Dugar, Executive Director of the Bank and Mr. Venkatraman Venkateswaran, Executive Director and their relatives, none of the other Directors nor the Key Managerial Personnel of the Bank and their relatives are in any way, concerned or interested, financially or otherwise, in passing of the corresponding ordinary resolutions set out in Item No. 06, 07 and 08 of the accompanying Notice.

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

Date**: November 17, 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. Rajesh Varrier**	**Mr. Virat Sunil Diwanji**	**Mr. Krishnan Venkat Subramanian**	**Mr. Harsh Dugar**	**Mr. Venkatraman Venkateswaran**
Date of Birth	08.07.1969	17.07.1963	05.10.1961	12.12.1972	17.04.1966
Age	57 years	63 years	65 years	53 years	60 years
DIN	00105765	07021146	00031794	00832748	09227554
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification(s)	Bachelor's degree in physics, and a postgraduate degree in computer engineering from the University of Mumbai.	Master's in business administration- M.S. University, Baroda Bachelor's in mechanical engineering- M.S. University, Baroda	Electrical Engineer, Postgraduate in Financial Management and Cost and Works Accountant	Cost and Works Accountant (CWA) and Chartered Financial Analyst (ICFAI)	BA Economics, Bachelor of General Laws, FCA, Executive MBA (IIM-A)
Experience	Mr. Rajesh Varrier is an IT professional with 34 years of work experience across the globe. Over the years he has worked for and consulted with Fortune 500 companies in different roles to help solve tech problems and deliver on technology projects. He also played the role of CIO with Aditya Birla Sunlife Insurance	Mr. Virat Sunil Diwanji was the National Head - Consumer Banking at The Federal Bank Limited, having joined the Bank on April 10, 2025. He has led the Bank's Consumer Banking business, encompassing Branch Banking, Retail Liabilities, Retail Assets, Wealth	Mr. Krishnan Venkat Subramanian was appointed as the Managing Director & CEO of the Bank for a period of 3 (three) years with effect from September 23, 2024, as per the approval received	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	Mr. Venkatraman Venkateswaran was appointed as Executive Director (KMP) on the Board of the Bank for a period of three (3) years, i.e. July 10, 2025, as per the approval received from RBI and members of the bank.

	and worked with Infosys in different roles over an 11-year period in two different stints. Currently, he is running operations of Cognizant, a US listed entity, where he wears multiple hats. Besides the role of President of Global Operations, he is also heading the largest business unit which is focused on Software Engineering. In this role his team works with several Banks, Insurance, and several other industry sectors.	Management, Business Banking, Digital Centre of Excellence, Customer Experience, Service Quality, Recovery, and Collections. He joined Federal Bank after a distinguished track record of 30+ years with Kotak Mahindra Group, where he held several senior leadership positions, including Group President & Head - Consumer Bank. He is also serving as the Non-Executive Director of Ageas Federal Life Insurance Company Limited.	from RBI and Shareholders. Mr. Krishnan Venkat Subramanian had a successful career of around 41 years including 29 years with the Kotak Mahindra Group where Mr. Krishnan Venkat Subramanian had been instrumental in setting up and growing many businesses division into success stories. Mr. Krishnan Venkat Subramanian was the Joint Managing Director of Kotak Mahindra Bank Limited till 30th April 2024, spearheading Corporate, Banking, Commercial banking, Private Banking and Asset Reconstruction business and he was	Group President and Country Head – Wholesale banking (April 2021 - June 2023). He has been the Executive Director of the Federal Bank since June 2023. 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). Previously he was with HDFC Bank for 20 years (October 1996 – October 2016) and worked in various positions in Corporate Banking.	Mr. Venkatraman Venkateswaran joined Federal Bank on April 29, 2021, as Group President & Chief Financial Officer of the Bank. Thought leader in Finance, Operations and Risk with 36 years of professional experience (first 12 years in Manufacturing and last 24 years in Banking Industry) in Finance & Banking. Currently leading the Technology, Operations, Finance & Planning, Strategic Initiatives, Investor Relations, Customer Grievance, Vigilance, Data & Analytics departments of Federal Bank.

			responsible for building a high quality integrated and profitable franchise across these businesses. Mr. Krishnan Venkat Subramanian has also been instrumental in upgrading the technology in these businesses and in building strong transaction banking capabilities. He also oversaw the Investment banking and Institutional Equities business. Prior to this assignment he was the head of the Consumer Bank with the bank and was instrumental in the early period of setting up the consumer bank from 2003 to 2014. His	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.	A Chartered Accountant with graduate degree in Economics and Law and an Executive MBA from Indian Institute of Management, Ahmedabad. Over the course of his career, he has gained vast experience working with global banks like HSBC and Standard Chartered Bank in: Business Finance, Financial Reporting & Operations, Financial Crime Compliance, Technology & Operations Finance, and support functions in various capacities across multiple geographies

			experience prior to that was in the NBFC (then called Kotak Mahindra Finance Ltd) and Investment Banking.		
Nature of expertise in specific functional areas	Information Technology	Banking, Credit Risk Management, Customer Relationship Management, Technology & Digital and Portfolio Acquisition & Integration.	Banking, Governance, Compliance, Information Technology, Payment and Settlement Systems, Investment Banking, Finance, Accountancy, Management, Risk Management, Credit, Treasury Operations, Retail Lending, Wealth Management, SME Banking, Investment, Human Resource, Business Management.	Banking, Economics, Governance, Compliance, Agriculture, Finance, Accountancy, Credit, Management, SSI, Retail Lending, SME Banking, Investment, Business Management	Accounting and Financial, Performance Management, Business, Performance Management, Capital Management, Financial Crime Compliance, Banking Operations, Technology & Operations, Human Resources Branch Banking and Risk Management.

Relationship with any Director(s) or Manager or Key Managerial Personnel of the Bank	Not related to any Director or Key Managerial Personnel of the Bank and their relatives	Not related to any Director or Key Managerial Personnel of the Bank and their relatives	Not related to any Director or Key Managerial Personnel of the Bank and their relatives	Not related to any Director or Key Managerial Personnel of the Bank and their relatives	Not related to any Director or Key Managerial Personnel of the Bank and their relatives
Number of Meetings of the Board attended during the year FY 26-27 (up to October 31, 2026)	1 out of 1 (Only one Board Meeting was held after the date of his appointment during FY 2026-27 (up to October 31, 2026), which was attended by the Director).	1 out of 1 (Only one Board Meeting was held after the date of his appointment during FY 2026-27 (up to October 31, 2026), which was attended by the Director).	8 out of 8	8 out of 8	7 out of 8
Directorships in other companies / Positions in other entities	Non - Executive Director of Thirdera India Private Limited, Cognizant Foundation, Software Paradigms Infotech Private Limited, Software Paradigms (India) Financial Services Private Limited, Additional Director of Collabie Solutions India Pvt Ltd (*Under Liquidation*)	Non-Executive Director of Ageas Federal Life Insurance Co. Ltd.	Nominee Director of Fedbank Financial Services Limited	Nominee Director of Fedbank Financial Services Limited	Non-Executive Director of Federal Operations and Services Limited Nominee Director of Ageas Federal Life Insurance Co Ltd

	Managing Director of Cognizant Technology Solutions India Private Limited				
Memberships/ chairmanships of Committees of the Boards of other Companies	**<u>Cognizant Technology Solutions India Private Limited</u>** **Chairperson:** CSR Committee **<u>Software Paradigms Infotech Private Limited</u>** **Member:** CSR Committee	**<u>Ageas Federal Insurance Co. Ltd</u>** **Chairperson:** Business Development Committee **Member:** Nomination and Remuneration Committee, Risk Management Committee, Policyholders Protection, Grievance Redressal and Claims Monitoring Committee.	Nil	**<u>Fedbank Financial Services Limited</u>** **Member:** Risk Management Committee, Business Development Committee	**<u>Ageas Federal Life Insurance Company Limited</u>** **Member:** Audit Committee, Investment Committee and CSR & ESG Committee
Directorship held in other listed Companies	Nil	Nil	Nominee Director of Fedbank Financial Services Limited	Nominee Director of Fedbank Financial Services Limited	Nil
Memberships in the Committees of Board of other listed Companies	Nil	Nil	Nil	Risk Management Committee – Member Business Development Committee– Member	Nil

Listed entities from which the Director resigned in the past three years	Nil	Nil	Kotak Mahindra Bank Limited	Nil	Nil
Membership and Chairmanship in the Committees of the Board of the Bank	**Chairman:** Information Technology and Operations Committee	Nil	**Chairman**: Review Committee of the Board on Identification of Willful Defaulters. **Member**: Credit Investment & Raising Capital Committee, Risk Management Committee of the Board, Customer Service, Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds and Information Technology & Operations Committee.	**Member**- Credit Investment & Raising Capital Committee, Stakeholders Relationship Committee, Special Committee of the Board for monitoring and follow up of cases of Frauds, Corporate Social Responsibility	**Member:** Customer Service Committee, Information Technology & Operations Committee, Corporate Social Responsibility and Stakeholders Relationship Committee
Number of equity shares held in The Federal Bank Ltd	Nil	1,04,050 equity shares	4,39,125 equity shares	14,41,500 equity shares	11,42,863 equity shares

(including as beneficial owner) as on October 31, 2026			9,70,000 equity shares held by Manians Family Trust- ll. He is the settlor & family trustee of Manians Family Trust- ll 10,000 shares of Federal Bank are held in his spouse, Mrs. Vanathi Manian's name		
Terms and conditions of Appointment (Includes Re-appointment) along with details of remuneration sought to be paid	Mr. Rajesh Varrier (DIN: 00105765) was appointed as an Additional Director (Non - Executive Independent Director), on the Board of the Bank, for a period of 3 consecutive years with effect from October 16, 2026. As an Independent Director, Mr. Rajesh Varrier will be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees, as may be permissible under law	Mr. Virat Sunil Diwanji (DIN: 07021146) was appointed as an Executive Director on the Board of the Bank for a period of three (3) years with effect from October 12, 2026, subject to member's approval. Details of the remuneration, for which the approval of the members is being sought, are set out in Item No. 02 of this Notice.	Mr. Krishnan Venkat Subramanian was appointed as the Managing Director and CEO of the Bank (Key Managerial Personnel), with effect from September 23, 2024, for a period of three years, in terms of the approvals granted by the Reserve Bank of India (the "RBI") and the members of the Bank.	Mr. Harsh Dugar was re-appointed as the Executive Director with effect from June 23, 2026, for a period of three years, in terms of the approvals granted by the Reserve Bank of India (the "RBI") and the members of the Bank.	Mr. Venkatraman Venkateswaran was appointed as the Executive Director with effect from July 10, 2025, for a period of three years, in terms of the approvals granted by the Reserve Bank of India (the "RBI") and the members of the Bank.

	from time to time, as well as compensation in the form of fixed remuneration, of Rs.30,00,000 per annum, in accordance with the applicable RBI directions. Approval of the members of the bank is being sought for the appointment of Mr. Rajesh Varrier as the Independent director of the bank as set out in Item No. 01 of this notice.	Approval of the members of the bank is being sought for the appointment of Mr. Virat Sunil Diwanji as the Executive director of the bank along with the terms and conditions as set out in Item No. 02 of this notice.	Details of the revised remuneration w.e.f July 01, 2026, payment of variable pay and grant of stock options for the performance period for F.Y 2025-26 for which the approval of the members is being sought, are set out in Item No. 03 and Item No. 06 of this Notice.	Details of the revised remuneration, w.e.f July 01, 2026, payment of variable pay and grant of stock options for the performance period for F.Y 2025-26 for which the approval of the members is being sought, are set out in Item No. 04 and Item No. 07 of this Notice.	Details of the revised remuneration, w.e.f July 01, 2026, payment of variable pay and grant of stock options for the performance period for F.Y 2025-26 for which the approval of the members is being sought, are set out in Item No. 05 and Item No. 08 of this Notice.
Remuneration last drawn (From April 01, 2026, to October 31, 2026)	During the stated period an aggregate amount of Rs. 1 lakh was paid as sitting fees for his role as Independent Director of the Bank.	During the stated period, an aggregate amount of Rs. 199.90 Lakh was paid towards remuneration for his role as both Group President and as Executive Director of the Bank.	During the stated period, an aggregate amount of Rs. 222.03 Lakh was paid towards remuneration.	During the stated period, an aggregate amount of Rs. 107.71 Lakh was paid towards remuneration.	During the stated period, an aggregate amount of Rs. 104.58 Lakh was paid towards remuneration.
Date of first appointment on the Board	October 16, 2026	October 12, 2026	September 23, 2024	June 23, 2023	July 10, 2025
The skills and capabilities required	As required under Section 10A of the Banking Regulation Act,	Not Applicable	Not Applicable	Not Applicable	Not Applicable

for the role and the manner in which the proposed person meets such requirements.	1949 and relevant rules/ regulations/ circulars/ notifications/ guidelines/clarifications issued from time to time by the RBI, Mr Rajesh Varrier has relevant skills, experience, and expertise in the areas of Information Technology.				

ANNEXURE B

Brief profile of the Directors whose appointments are being placed before the Members for approval through the Postal Ballot Notice dated November 17, 2026

A. Mr Rajesh Varrier

Mr. Rajesh Varrier was appointed as an Additional Director (Non – Executive Independent Director) on the Board of the Bank for a period of three years effective from October 16, 2026.

Mr. Rajesh Varrier is Cognizant's President, Global Operations, and Chairman & Managing Director of Cognizant India. He leads the company's software engineering group and operational model globally in addition to overseeing the company's presence in India. Guiding strategic direction across the company's Software Engineering —along with operational strategy, processes, workforce sourcing and delivery excellence—he defines how engineering capability is built, scaled and delivered to clients worldwide.

As the CMD of Cognizant India, Mr. Rajesh Varrier provides regional leadership for Cognizant's India leadership council and India-based associates, with a strong emphasis on driving company transformation programs and representing the company as it executes its growth plan across India.

Mr. Rajesh Varrier has been an entrepreneur, chief information and digital officer and is a strong proponent of diversity and inclusion. Prior to joining Cognizant in September 2024, Mr. Rajesh Varrier served as EVP, Head of Global Services and Infosys Americas, as well as Global Head of Infosys' Digital and Microsoft businesses. His previous roles at Infosys included SVP of Digital Experience and Microsoft business. Prior to that, Mr. Rajesh Varrier was CIO and Digital Officer for Aditya Birla Sun Life Insurance.

Mr. Rajesh Varrier is a Member of the Nasscom Executive Council and a Member of the Board of Directors of Cognizant Foundation India.

Mr. Rajesh Varrier holds a bachelor's degree in physics, and a postgraduate degree in computer engineering from the University of Mumbai.

B. Mr. Virat Sunil Diwanji

Mr. Virat Sunil Diwanji assumed charge as Executive Director of the Bank on October 12, 2026, as per the approval received from Reserve Bank of India. He joined the Bank on April 10, 2025, as the National Head - Consumer Banking where he led the Bank's Consumer Banking franchise across Branch Banking, Retail Liabilities, Retail Assets, Wealth Management, Business Banking, the Digital Centre of Excellence, Customer Experience, Service Quality, Recovery, and Collections.

With over 30 years of experience in consumer banking, Mr. Virat brings extensive expertise across retail banking, liabilities and asset businesses, and commercial lending. Before joining the Bank, he served

as Group President and Head - Consumer Bank at Kotak Mahindra Bank. He has also held key positions at Ford Credit and A. F. Ferguson & Co. In addition, he served on the Boards of several companies as a Non-Executive Director and Independent Director. He holds a Master's degree in business administration and Bachelor of Mechanical Engineering.

Mr. Virat is a value focused team builder with great vintage invested into Banking domain with a perfect blend of Liabilities and Asset business expertise, covering Retail Branch Banking and Consumer/ Commercial Asset lending. He has played a vital role in launching and establishing specific customer segment businesses and also executed strategies which drove Productivity, Proficiency and Profitability resulting in long term value creation for the clientele and other stakeholders. He is a proven team leader with result-oriented execution tactics using market / product knowledge coupled with strong focus on process, governance and integrity. Mr. Virat also serves as a Non-Executive Director of Ageas Federal Life Insurance Company Limited.
