FEDERAL BANK
YOUR PERFECT BANKING PARTNER

Secretarial Department

SD/ F 24/ /2017-18 21st June 2017

Listing Department **The National Stock Exchange of India Limited** **Exchange Plaza,** **Bandra-Kurla Complex,** **Bandra (E),** **Mumbai – 400 051.**	**Department of Corporate Services – Listing** **BSE Limited** **Phiroze Jeejeebhoy Towers,** **Floor 25, Dalal Street,** **MUMBAI – 400 001**

Re.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Sub: Proposed Qualified institutions placement of equity shares of face value Rs. 2 each (the "Equity Shares") by Federal Bank Limited (the "Bank") under the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), and Sections 42 and 62 of the Companies Act, 2013 (including the rules made thereunder) (the "QIP")

Dear Sir/ Madam,

We wish to inform you that subsequent to the approval accorded by the board of directors of the Bank (the "**Board**"), at its meeting held on April 28, 2017 and the special resolution passed by the shareholders of the Bank by way of postal ballot on June 7, 2017, the Credit Committee & Investment and Raising Capital Committee of the Bank ("**Committee**") today, i.e., 21 June,2017 has, *inter alia* passed the following resolutions:

a. Authorising the opening of the QIP today, i.e. 21 June, 2017.

b. Approving and adopting the preliminary placement document dated 21 June, 2017 in connection with the QIP; and

c. Approval of the floor price for the QIP.

In relation to the QIP, we have filed the preliminary placement document dated 21 June, 2017 with your office on 21 June, 2017.

We further wish to inform you that the 'Relevant Date' for the purpose of the QIP, in terms of Regulation 81(c)(i) of the SEBI ICDR Regulations, is June 21, 2017 and accordingly the floor price in respect of the aforesaid QIP, based on the pricing formula as prescribed under Regulation 85(1) of the SEBI ICDR Regulations is Rs. 117.04 per Equity Share. Pursuant to Regulation 85 of the SEBI ICDR Regulations the Bank may offer a discount of not more than 5% on the floor price so calculated for the QIP.

The meeting of the Committee commenced at 3.45 pm and the meeting was concluded at 5.30 pm

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We request you to take the above on record and the same be treated as compliance under the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thanking you,

Yours Faithfully,

For The Federal Bank Limited

Girish Kumar G

Company Secretary

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SD/ F 24/ /2017-18 21st June 2017

Listing Department **The National Stock Exchange of India Limited** **Exchange Plaza,** **Bandra-Kurla Complex,** **Bandra (E),** **Mumbai – 400 051,**	**Department of Corporate Services – Listing** **BSE Limited** **Phiroze Jeejeebhoy Towers,** **Floor 25, Dalal Street,** **MUMBAI – 400 001**

Re.: Scrip Symbol: FEDERALBNK/Scrip Code: 500469

Dear Sir,

MINUTES OF THE MEETING OF THE CREDIT COMMITTEE & INVESTMENT AND RAISING CAPITAL COMMITTEE (THE "COMMITTEE") OF THE FEDERAL BANK LIMITED (THE "BANK") HELD ON 21 June 2017 AT 3.45 pm ZONAL OFFICE, BKC, MUMBAI

The Committee was informed that the Board of Directors of the Bank (the "**Board**") had, by way of its resolution dated April 28, 2017 (the "**Board Meeting**"), and the shareholders of the Bank, pursuant to the special resolution passed through postal ballot on June 7, 2017, authorized the issuance of securities in one or more tranches for an aggregate amount not exceeding Rs. 25,000 million through various modes including a qualified institutions placement in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**") and Sections 42 and 62 of the Companies Act, 2013 (the "**Issue**") and rules made thereunder. Further, at the Board Meeting, the Board had delegated further powers with respect to the Issue to this Committee.

Now, in the exercise of such powers, the Committee deliberated the matter and passed the following resolutions:

A. ISSUE OPENING

"**RESOLVED THAT** the Issue be and is hereby opened today, i.e. **21 June 2017** for receiving bids in connection with the Issue, and that the Committee shall determine the Issue closing date and the price at which Equity Shares will be issued and allotted in the Issue (the "**Issue Price**") at a meeting of this Committee to be held on or after **27 June 2017** , in accordance with Chapter VIII of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended."

B. FLOOR PRICE AND RELEVANT DATE

"**RESOLVED THAT** the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in terms of Regulation 81(c) (i) of the SEBI ICDR Regulations, shall be the date of this resolution i.e. **21 June 2017.**"

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"**RESOLVED FURTHER THAT** the floor price of ₹117.04 /- per Equity Share (the "**Floor Price**") for the issue of Equity Shares pursuant to the Issue, as calculated based on the pricing formula prescribed under Regulation 85 of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations, be and is hereby approved by the Committee."

["**RESOLVED FURTHER THAT** pursuant to Regulation 85 of the SEBI ICDR Regulations the Bank may offer a discount of not more than 5% on the Floor Price."

C. APPROVAL OF THE PRELIMINARY PLACEMENT DOCUMENT

The Committee was informed that the Bank is required to file the preliminary placement document with BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**") and other regulatory authorities in relation to the Issue (the "**Preliminary Placement Document**"). The Committee was also informed that the Preliminary Placement Document includes certain disclosures required under the Form PAS-4 under the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Schedule XVIII of the SEBI ICDR Regulations. A draft of the Preliminary Placement Document was placed before the Committee. The Committee deliberated the matter and passed the following resolutions:

"**RESOLVED THAT** the draft of the Preliminary Placement Document, a copy of which was placed before the Committee, duly initialled by the Chairman for the purpose of identification, be and is hereby adopted and approved for filing with the Stock Exchanges, the Registrar of Companies, the Securities and Exchange Board of India ("**SEBI**") and any other regulatory authority, as may be required under applicable laws subject to such minor updates, modifications, corrections, etc., as may be required to be undertaken prior to such filing."

["**RESOLVED FURTHER THAT** Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director are hereby severally authorized to make any such minor changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such minor alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable."

"**RESOLVED FURTHER THAT** the directors of the Bank, Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director are hereby severally authorized to sign the Preliminary Placement Document on behalf of the Bank, provide such confirmations and declarations on behalf of the Bank as may be required in relation to the Preliminary Placement Document that they deem fit in connection with the Issue."

"**RESOLVED FURTHER THAT** Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the Preliminary Placement Document to the Stock Exchanges and filing the Preliminary Placement Document along with other documents as required under the Companies Act, including the records and other particulars of the qualified institutional buyers to whom the offer is made in the Issue with the

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Registrar of Companies Kerala at Ernakulam and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, in terms of the provisions of the SEBI ICDR Regulations, the Companies Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."

D. IN-PRINCIPLE APPROVALS

"**RESOLVED THAT** the in-principle approvals of BSE Limited and the National Stock Exchange of India Limited, both dated 21 June, 2017 is hereby taken on record."

E. APPROVAL OF THE APPLICATION FORM

"**RESOLVED THAT** the Application Form, as per the copy placed before the Committee for the purpose of identification, be and is hereby approved."

"**RESOLVED FURTHER THAT** Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director be and are hereby severally authorized to finalize, settle, approve, sign and deliver on behalf of the Bank the application form and any modification(s) or amendment(s) thereto, if any."

F. EXECUTION OF THE ESCROW AGREEMENT WITH THE BOOK RUNNING LEAD MANAGERS AND THE FEDERAL BANK LIMITED (THE "ESCROW BANK") AND OPENING OF AN ESCROW ACCOUNT WITH THE ESCROW BANK

The Committee was informed about the need to enter into an escrow agreement with the Book Running Lead Managers and **THE FEDERAL BANK LIMITED** (the "**Escrow Bank**") and to open an escrow account in the name and style of **THE FEDERAL BANK LIMITED QIP ESCROW ACCOUNT, 2017** with the Escrow Bank in connection with the Issue. After detailed discussion, the Committee passed the following resolutions:

"**RESOLVED THAT** the Committee appoints **THE FEDERAL BANK LIMITED** as the escrow bank for the Issue and does hereby accept the terms and conditions of the draft escrow agreement to be entered into with the Book Running Lead Managers and the Escrow Bank, being **THE FEDERAL BANK LIMITED** ,(a copy of which was placed before the Committee and initialed by the Chairman for the purpose of identification) and the form and content of the escrow agreement be and is hereby approved by the Committee."

"**RESOLVED FURTHER THAT** Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director be and are hereby severally authorized to negotiate, finalize, settle, approve, sign, execute, deliver and terminate the escrow agreement and complete all documentation in connection with the escrow agreement on behalf of the Bank and to make and accept on behalf of the Bank any changes and modifications in the existing terms and conditions as may be suggested by the Book Running Lead Managers and/or the Escrow Bank and that they, in their absolute discretion think fit, and also, to execute the escrow agreement and all other documents in connection therewith and any supplements and amendments as may be necessary in this regard."

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"RESOLVED FURTHER THAT an escrow account in the name and style of **THE FEDERAL BANK LIMITED QIP ESCROW ACCOUNT, 2017** with Fort branch of **THE FEDERAL BANK LIMITED** be opened in accordance with the escrow agreement for the purposes of the Issue."

"RESOLVED FURTHER THAT, Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director of the Bank be and are hereby severally authorized to accept, sign, deliver and complete all documentation on behalf of the Bank in connection with the opening of the escrow account and accept on behalf of the Bank any changes and modifications in the existing terms, conditions, rules, regulations as may be suggested by the Escrow Bank from time to time and acceptable to the aforesaid authorized persons and also, to execute documents or any supplements or amendments as may be necessary in this regard."

"RESOLVED FURTHER THAT, Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director be and are hereby severally authorized to accept all valid instructions given by the Board or its Committee of the Bank to operate the **THE FEDERAL BANK LIMITED QIP ESCROW ACCOUNT, 2017."**

G. EXECUTION OF THE PLACEMENT AGREEMENT WITH THE BOOK RUNNING LEAD MANAGERS

The Committee was informed about the need for the Bank to enter into a placement agreement with the Book Running Lead Managers in connection with the QIP. After detailed discussion, the Committee passed the following resolutions:

"RESOLVED THAT the Committee does hereby accept the terms and conditions of the draft placement agreement to be entered into with the Lead Managers (a copy of which was placed before the Committee and initialed by the Chairman for the purpose of identification) and the form and content of the placement agreement be and is hereby approved by the Committee."

"RESOLVED FURTHER THAT Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director be and are hereby severally authorized to negotiate, finalize, settle, approve, sign, execute, deliver and terminate the escrow agreement and complete all documentation in connection with the placement agreement on behalf of the Bank and to make and accept on behalf of the Bank any changes and modifications in the existing terms and conditions as may be suggested by the Lead Managers and that they, in their absolute discretion think fit, and also, to execute the placement agreement and all other documents in connection therewith and any supplements and amendments as may be necessary in this regard."

"RESOVED FURTHER THAT Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable."

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"**RESOLVED FURTHER THAT** the Committee hereby approves execution of various deeds, documents, confirmations, undertakings, declarations, appointment letters, mandates, authority letters, powers of attorney, forms, other letters and other papers as may be required and to undertake all such acts as are necessary or appropriate in order to complete the Issue and that Mr. Shyam Srinivasan, MD &CEO, Mr. Ashutosh Khajuria, Executive Director & CFO and Mr. Ganesh Sankaran, Executive Director be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required including but not limited to liaising with Book Running Lead Managers, lawyers, advisors, escrow bankers, printers, Stock Exchanges, Securities and Exchange Board of India, the Registrar of Companies, other government and non-government authorities, nodal agencies and all such other agencies, person or persons, to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE, NSE, SEBI or any other governmental or regulatory authority and making necessary applications including for listing of the Equity Shares in connection with the Issue."

"**RESOLVED FURTHER THAT** the Company Secretary is authorized to certify the true copy of the aforesaid resolutions and forward the same to BSE, NSE and/or other concerned person or authorities for their record and necessary action."

Thanking you,
Yours faithfully,
For The Federal Bank Limited

Girish Kumar G
Company Secretary

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