FEDERAL BANK
YOUR PERFECT BANKING PARTNER

Secretarial Department

SD/ F 24/ /2017-18 27th 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

MINUTES OF THE MEETING OF THE CREDIT COMMITTEE & INVESTMENT AND RAISING CAPITAL COMMITTEE (THE "COMMITTEE") OF THE FEDERAL LIMITED (THE "BANK") HELD ON 27 June 2017 AT ZONAL OFFICE, BKC MUMBAI. ZONAL OFFICE, TRIVANDRUM THROUGH VIDEO CONFERENCE FROM TRIVANDRUM.

A. ISSUE CLOSING

"**RESOLVED THAT** in respect of the issue of equity shares of face value of Rs. 2 each ("**Equity Shares**") of the Bank to qualified institutional buyers pursuant to a Qualified Institutions Placement in terms of the provisions of Chapter VIII 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 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the **"Issue"**) and as opened pursuant to the resolution passed by the Committee at its meeting dated 21 June 2017, the Issue be and is hereby declared to be closed today, i.e., on 27 June, 2017."

B. ISSUE PRICE

"**RESOLVED FURTHER THAT** an issue price of Rs. 116/- i.e. at a premium of Rs 114/- per Equity Share (which includes a discount of Rs. 1.04/- to the floor price) per Equity Share (the "**Issue Price**") determined pursuant to Regulation 85 of the SEBI ICDR Regulations or any other provision of the SEBI ICDR Regulations in respect of the Issue of 215,517,241 Equity Shares be and is hereby approved."

C. PLACEMENT DOCUMENT

The Committee was informed that the Bank is required to file the 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 "**Placement Document**"). The Committee was also informed that the Placement Document includes certain disclosures required under the Form PAS-4 under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014. A draft of the Placement Document was placed before the Committee. After detailed discussion, the Committee passed the following resolutions:

"**RESOLVED THAT** the draft of the 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 the directors of the Bank, Mr. Shyam Srinivasan, MD&CEO Mr. Ashutosh Khajuria, Executive Director and Mr. Ganesh Sankaran, Executive Director, are hereby severally authorized to sign the 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 Placement Document that they deem fit and make any minor changes to the 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 Placement Document as may be necessary or desirable in connection with the Issue."

"**RESOLVED FURTHER THAT** Mr. Shyam Srinivasan, MD&CEO Mr. Ashutosh Khajuria, Executive Director 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 Placement Document to the Stock Exchanges and filing the Placement Document along with other documents as required under the Companies Act, including the records and other particulars of the QIBs to whom the offer is made in the Issue with the Registrar of Companies, 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, and to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Bank, the SEBI Regulations, the Companies Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."

D. APPROVAL OF THE CONFIRMATION OF ALLOCATION NOTE

"**RESOLVED FURTHER THAT** draft of the confirmation of allocation note ("**CAN**") tabled at the meeting be and are hereby approved."

"**RESOLVED FURTHER THAT** Mr. Shyam Srinivasan, MD &CEO Mr. Ashutosh Khajuria, Executive Director and Mr. Ganesh Sankaran, Executive Director, be and are hereby severally authorised to finalise, settle, approve execute and deliver the form of pricing notification, the CAN and any other document in connection with the Issue, including any modification(s) or amendment(s) thereto, if any, and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by the BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India, the Registrar of Companies, Ernakulam or any other governmental or regulatory authority in connection with the Issue."

"**RESOLVED FURTHER THAT** the serially numbered Placement Document, together with the serially numbered CANs, be sent to such eligible qualified institutional buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire amount calculated as the Issue Price for the Equity Shares allocated."

"RESOLVED FURTHER THAT the Company Secretary is authorized to keep the record of private placement offer in Form PAS 5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."

"RESOLVED FURTHER THAT the Company Secretary is authorized to certify the true copy of the aforesaid resolutions and forward the same to the BSE Limited, the National Stock Exchange of India Limited 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