



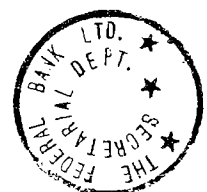
(1)

“Resolved that 85,79,45,206 equity shares (bearing distinctive numbers 857945207 to 1715890412) of Rs.2/- each aggregating to Rs.171,58,90,412/- to be issued by capitalization of General Reserves/Balance in Profit and Loss Account/Securities Premium to be distributed as fully paid up Bonus Shares in the ratio of one (1) equity share for every one (1) equity share held pursuant to the Resolution passed by the shareholders in the Annual General Meeting of the Bank by way of electronic voting/polling on June 29, 2015 be and are hereby allotted to the shareholders whose name appear on the Register of Members of the Bank / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on July 9, 2015, being record date fixed for the purpose.

Resolved further that out of the above noted bonus shares to be allotted,619525 number of bonus shares be and is hereby authorised to be to be kept in abeyance consequent to injunction orders being issued.

Resolved further that the equity shares allotted as above shall, subject to the provisions of Memorandum and Articles of Association of the Bank, rank pari passu with the existing equity shares of the Bank in all respects and shall be entitled to dividends and the corporate benefits, if any, declared by the Bank after the allotment.

Resolved further that consequent to the issue of bonus shares, hereinbefore resolved, in accordance with the relevant provisions of the Memorandum and Articles of Association of the Bank and any other requirement under law and also as per the Depository Agreement, consent be and is hereby accorded to request the Depository its outstanding Global Depository Shares (GDSs), to distribute to the holders of the existing GDSs of the Bank, whose names appear as holders on July 9,2015, new GDSs in the proportion of 1 (one) GDS for every 1 (one) existing GDS held by the GDS holders and in the event such distribution is not feasible in the opinion of the Depository, to sell the equity shares allotted to the Depository at such price or prices to such person or persons as the Depository may deem fit and distribute the proceeds to the holders of the GDSs in each case in accordance with the provisions of the deposit agreement.





(2)

Resolved further that 4,00,53,549 number of ESOS options shall be credited to the existing ESOS options (vested and unvested including lapsed and forfeited options available for reissue) and the exercise price for all options (for Grant 2011, Grant 2012, Grant ,2013 and Gant 2014) shall be proportionately adjusted.

Resolved further that no letters of allotment be issued and the said bonus shares be credited to the respective beneficiaries account with the depositories in case of shared held in demat form and relevant share certificates be issued and delivered in respect of shares held in physical form under the printed signatures of Mr. Nilesh Vikamsey, Chairman of the Board, Mr. Shyam Srinivasan, Managing Director and Chief Executive Officer with the counter signature of Mr. Girish Kumar G, Company Secretary, the authorized signatories of the Bank as required under law.

Resolved further that Mr. Girish Kumar G, Company Secretary be and is hereby authorized to file the necessary Return of Allotment with the Registrar of Companies, Kerala in respect of the above bonus shares and to make necessary application/file such returns to Reserve Bank of India and other related authorities wherever necessary to seek required approval / permissions of such authorities for the said bonus issue of shares to non-resident / NRI / FIIs shareholders.

Resolved further that Mr. Girish Kumar G, Company Secretary be and is hereby authorized to make listing applications to the Stock Exchange(s) where the Bank's securities are listed, to seek listing of the bonus shares issued as aforesaid and obtain trading permission on such Stock Exchange(s) and to comply with all the formalities connected therewith.

Resolved further that Mr. Girish Kumar G, Company Secretary be and is hereby authorized to file corporate action forms / application with National Securities Depository Limited, Central Depository Services (India) Limited for getting the shares credited and to comply with all the formalities connected therewith.

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CIN: L65191KL1931PLC000368.Website:www.federalbank.co.in*

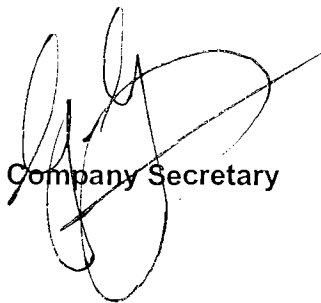


(3)

Resolved further that Mr. Girish Kumar G, Company Secretary be and is hereby also authorized to file necessary Returns / Certificates with the Securities Exchange Board of India and Stock Exchange(s) and other authorities in respect of the above bonus issue.

Resolved further that Mr. Girish Kumar G, Company Secretary be and is hereby authorised to file documents that may be required, if any, with the Professional Securities Market of the London Stock Exchange, listing the additional GDS with the London Stock Exchange, the relevant sections of the Agreement entered into between the Bank and Deutsche Bank Trust Company Americas (the Depository Agreement) in connection with the Bank's GDS offering and listing on the London Stock Exchange and the entering into depository arrangements in regard to issuance of equity shares of the Bank.

Resolved further that Mr Girish Kumar G, Company Secretary be and is hereby authorized to do all such acts, deeds, things that are necessary or incidental to effectuate the above resolutions".


Company Secretary

