

Secretarial Department

SEC/NSLR/ /2019-20

Date 19.06.2019

To
The General Manager
Department of Corporate Relations
BSE Limited
Sir Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

The Vice President,
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.

Sub: Approval of Information Memorandum for issuance of 1000 (One thousand) rated, unsecured, redeemable, non-convertible, Basel III compliant, lower Tier 2 subordinated bonds bearing a face value of INR 10,00,000 (Indian Rupees Ten Lakh) each, with an option to retain oversubscription upto INR 400,00,00,000 (Indian Rupees Four Hundred cores), aggregating to INR 500,00,00,000 (Indian Rupees Five Hundred Crores) ("Debentures"), on a private placement basis (the "Issue") by the Federal Bank Limited ("Bank").

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that a meeting of the Credit Investment And Raising Capital Committee of the Bank ("**Committee**") was held on 19th June 2019 at BKC, Zonal Office, Mumbai for *inter alia* approving the information memorandum for issuance of 1000 (One thousand) rated, unsecured, redeemable, non-convertible, Basel III compliant, lower Tier 2 subordinated bonds bearing a face value of INR 10,00,000 (Indian Rupees Ten Lakh) each, with an option to retain oversubscription upto INR 400,00,00,000 (Indian Rupees Four Hundred cores), aggregating to INR 500,00,00,000 (Indian Rupees Five Hundred Crores) on private placement basis (the "NCDs").

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

Thanking you,
Yours Faithfully,

For The Federal Bank Limited
Name: **GIRISH KUMAR GANAPATHY**
Title: **COMPANY SECRETARY & CHIEF COMPLIANCE OFFICER**



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE CREDIT INVESTMENT AND RAISING CAPITAL COMMITTEE ("CIRCC") OF THE FEDERAL BANK LIMITED ("COMPANY") HELD ON 19 JUNE 2019**1. Approval of the Information Memorandum for issue of Debentures on a private placement basis**

The Chairman informed the CIRCC that the Board of the Bank has approved the issuance of 1000 (One Thousand) unsecured, listed, redeemable Basel III Compliant Tier II bonds having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) each, with an option to retain oversubscription upto INR 400,00,00,000 (Indian Rupees Four Hundred cores), aggregating to INR 500,00,00,000 (Indian Rupees Five Hundred Crores) ("Debentures"), on a private placement basis (the "Issue").

The agreed draft of the Information memorandum was placed/ circulated before/ to the CIRCC and the CIRCC, passed the following resolution:

RESOLVED THAT subject to applicable provisions of the Companies Act, 2013 read with the rules thereto, as amended and the Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Credit Investment and Raising Capital Committee be and hereby approves the information memorandum for the issue of Debentures

2. Approval for appointment of Intermediaries

The Chairman informed the CIRCC that in connection with the issue of Debentures, the Bank is required to appoint various intermediaries. In this context, the Committee passed the following resolution:

RESOLVED THAT the Credit Investment and Raising Capital Committee be and hereby approves to appoint M/s SPA Capital Advisors Limited and M/S Trust Investment Advisors Ltd as joint Arrangers, Khaitan & Co as transaction counsel, CARE Ratings Limited & India Ratings and Research Pvt Ltd as the rating agencies, Beacon Trusteeship Limited as the debenture trustee, Integrated Registry Management Services Private Limited as the registrar and transfer agent, pursuant to approval of the board of directors vide resolution dated 22nd June 2018 and shareholders' approval dated 10th August 2018.

3. Approval for listing of Debentures

The Chairman informed the CIRCC that in connection with the issue of Debentures, the Bank is required to list the Debentures on a recognised stock exchange. In this context, the Committee passed the following resolution:

RESOLVED THAT the Credit Investment and Raising Capital Committee be and hereby approves to seek listing of the Debentures with the NSE Limited ("NSE")

FURTHER RESOLVED THAT the Credit Investment and Raising Capital Committee be and hereby approves the payment of fees, taxes, stamp duty for issuance and listing of the



aforesaid Debentures;

FURTHER RESOLVED THAT the Bank issue private placement cum application letters to the successful bidders;

4. Approval for authorisation of power

The Chairman informed the CIRCC that in connection with the issue of Debentures, certain powers and duties are to be obligated. In this context, the Committee passed the following resolution:

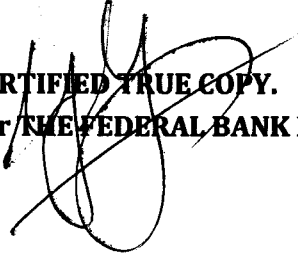
RESOLVED THAT any of Mr. SHYAM SRINIVASAN (MD & CEO), Mr. ASHUTOSH KHAJURIA (ED & CFO), Mr. BABY K P (SVP & Head of Treasury) and Company Secretary, Mr. GIRISH KUMAR GANAPATHY be and are hereby severally authorized to:

- i) Negotiate, finalize and execute the mandate letter(s) with the intermediaries for placement of the Debentures and make necessary payments to the intermediaries;
- ii) Finalize, execute and file the information memorandum for the issue of the Debentures from time to time with relevant stock exchanges, the Registrar of Companies and Securities & Exchange Board of India in accordance with the applicable laws and regulations;
- iii) Apply for listing of the Debentures on the stock exchange in India, submitting the listing application to the NSE and taking all actions that may be necessary in connection with obtaining such listing;
- iv) Apply for admission of the securities on the depository system including but not limited to submission of Master Creation Form (MCF) for creation of ISIN, submission of Corporate Action Form (CAF) for allotment to depositories and taking all actions that may be necessary in this regard;
- v) Sign and submit all necessary papers/ certificates/ undertakings and take all necessary steps in this regard including the payment of applicable stamp duty and other taxes, fees and costs as required under the applicable laws in relation to the Debentures;
- vi) Execute all necessary documents in connection with opening of such accounts with banks, institutions or agencies as may be required as per the applicable laws;
- vii) Sign forms, agreements, other deeds, documents, undertakings, declaration, letters and such other papers as may be necessary, desirable and expedient in connection with the placement with the arrangers, if any or issue of Debentures.

FURTHER RESOLVED THAT any of Mr. SHYAM SRINIVASAN (MD & CEO), Mr. ASHUTOSH KHAJURIA (ED & CFO), Mr. BABY K P (SVP & Head of Treasury) and Company Secretary, Mr. GIRISH KUMAR GANAPATHY, be and are hereby severally authorized to enter into an agreement to access the Electronic Bidding Platform (EBP) of NSE and upload necessary documents in EBP for facilitating the bidding process.

RESOLVED FURTHER THAT the Common Seal of the Bank, if required, be affixed to any of the documents as referred to above, in the presence of any one of the aforesaid directors/executives of the Bank.

CERTIFIED TRUE COPY.
For THE FEDERAL BANK LIMITED



Name: Girish Kumar Ganapathy
Title: Company Secretary & Compliance Officer

