

Secretarial Department



RESOLUTION PASSED BY THE SHAREHOLDERS FOR STOCK SPLIT IN THE ANNUAL GENERAL MEETING DATED 20th JULY 2013.

RESOLVED THAT

- i) Pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of Article 10 of Articles of Association of the Bank, subject to the approvals, consents, permission and sanctions, if any required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Bank (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of members be and is hereby accorded for altering the Share Capital of the Bank by sub-dividing the existing 1(One) equity share of Rs.10/-(Rupees ten) each into 5(Five) equity shares of Rs.2/-(Rupees two) each, so, however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share, shall be the same as it was in the case of the share from which the reduced share will be derived.
- (ii) pursuant to the sub-division of the equity shares of the Bank, the paid-up equity shares of the Bank of the face value of Rs. 10/-(Rupees ten) each as existing on the record date shall stand subdivided into equity shares of the face value of Rs.2/-(Rupees two) each, fully paid up, with effect from the "record date".
- (iii) The Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Bank for giving effect to the aforesaid resolutions, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, including customary representations as warranties, together with such indemnities as may be deemed necessary and expedient in its discretion.
- (iv) The 5(Five) equity shares of Rs.2/-(Rupees Two) each on sub-division to be allotted in lieu of existing one equity share of Rs.10/-(Rupees ten) each shall be subject to the terms of the Memorandum and Articles of Association of the Bank and shall rank pari passu in all respects with and the same rights as the existing fully paid equity shares of Rs.10/-(Rupees ten) each of the Bank and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.



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(v) No letter of allotment shall be issued to the allottees of the new equity shares of Rs.2/- (Rupees two) each on sub-division and the existing certificates of shares be cancelled and that the new certificates be issued in lieu thereof and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity shares of Rs.2/- (Rupees two) each on sub-division may be credited to demat account of the allottees who are, holding the existing equity shares in the electronic form.

(vi) The allotment of new equity share of Rs.2/- (Rupees two) each on sub-division to the extent that they relate to non-resident members of the Bank, shall be subject to the approval, if any, of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, as may be deemed necessary.

(vii) For the purpose of giving effect to the aforesaid resolutions, the Board or Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things whatsoever, in relation to the issue or allotment of new equity shares of Rs.2/- each on sub-division and to accept on behalf of the Bank, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authorities and which the Board or Committee of the Board in its discretion, thinks fit and proper.

/CERTIFIED TRUE COPY/

For the Federal Bank Limited


Girish Kumar Ganapathy
Company Secretary

