

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 183RD MEETING OF THE BOARD OF DIRECTORS OF FEDBANK FINANCIAL SERVICES LIMITED HELD ON WEDNESDAY, 26TH JULY, 2023, AT 12:00 P.M. AT REGISTERED AND CORPORATE OFFICE THROUGH VIDEO CONFERENCING.

APPROVAL OF FINAL QUANTUM OF FRESH ISSUE AND TAKING NOTE OF THE OFFER FOR SALE (OFS):

"RESOLVED THAT in furtherance to the resolution passed by the Board of Directors of the Company on 21st June, 2023 and based on the recommendation of Capital raising Committee in its meeting held on 17th July, 2023, approval of the Board be and is hereby accorded to create, issue, offer and allot such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregating up to **Rs. 7500 (Seven thousand five hundred) million.**

RESOLVED FURTHER THAT the Board be and hereby takes note of the intention and consent of the following shareholders of the Company to offer such number of Equity Shares held by them, as mentioned in their respective consent letters along with certified copy of the resolutions, as part of the Offer for Sale:

(a) Resolution dated 11th July, 2023 passed by the Board of Directors of The Federal Bank Limited and consent letter dated 25th July, 2023 to offer up to 1,64,97,973 equity shares in the Offer for Sale and

(b) Resolution dated 15th July, 2023 passed by the Key persons of True North Fund VI LLP and consent letter dated 25th July, 2023 to offer up to 53,825,435 Equity Shares in the Offer for Sale.

RESOLVED FURTHER THAT Mr. Anil Kothuri, M.D. & CEO, Mr. C.V. Ganesh, CFO and Mr. S. Rajaraman, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Mumbai and to execute and sign all relevant documents including but not limited to consent letters, powers of attorney and certificates as may be required in order to give effect to these resolutions.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and are hereby severally authorized to issue a copy of the resolution duly certified to be true to give effect to the foregoing."

**Certified True Copy
For Fedbank Financial Services Limited**


**S. Rajaraman
Company Secretary**



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 186TH MEETING OF THE BOARD OF DIRECTORS OF FEDBANK FINANCIAL SERVICES LIMITED HELD ON MONDAY, 06TH NOVEMBER, 2023, AT 01: 00 P.M. AT REGISTERED AND CORPORATE OFFICE THROUGH VIDEO CONFERENCING.

TAKING ON RECORD THE REVISED QUANTUM OF OFFER FOR SALE (OFS) AND ALSO THE RESERVATION QUOTA FOR THE EMPLOYEES OF THE COMPANY, FEDERAL BANK EMPLOYEES / SHAREHOLDERS AND THE DISCOUNT BEING OFFERED.

“RESOLVED THAT in furtherance to the resolution passed by the Board of Directors of the Company on 26th July, 2023 approval of the Board be and is hereby accorded to create, issue, offer and allot such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregating up to **Rs. 6000 (Six thousand)** million.

RESOLVED FURTHER THAT the Board be and hereby takes note of the intention and consent of the Selling shareholders of the Company to offer such number of Equity Shares held by them, as per the confirmation received from the selling shareholders as part of the Offer for Sale:

(a) The Federal Bank Limited to offer up to 54,74,670 equity shares in the Offer for Sale i.e. 2.32% of the total shareholding and

(b) True North Fund VI LLP to offer up to 2,96,87,053 Equity Shares in the Offer for Sale i.e. 35.85% of the total shareholding

RESOLVED FURTHER THAT the Board be and hereby approves the reservation to the employees of Fedfina and the employees of the Federal bank upto Rs. 10 crs of the total issue size and at a discount of upto 7.5 % of the issue price and there shall be no reservation to the shareholders of The Federal bank Limited

RESOLVED FURTHER THAT Mr. Anil Kothuri, M.D. & CEO, Mr. C.V. Ganesh, CFO and Mr. S. Rajaraman, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Mumbai and to execute and sign all relevant documents including but not limited to consent letters, powers of attorney and certificates as may be required in order to give effect to these resolutions.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and are hereby severally authorized to issue a copy of the resolution duly certified to be true to give effect to the foregoing.”

**Certified True Copy
For Fedbank Financial Services Limited**

RAJARAMAN
SUNDARESAN
Digitally signed by
RAJARAMAN SUNDARESAN
Date: 2023.11.06 18:49:18
+05'30'

**S. Rajaraman
Company Secretary**