

**MEMORANDUM OF ASSOCIATION
OF
THE FEDERAL BANK LIMITED**

Adopted as the Memorandum of Association by the following Special Resolution passed at the extra ordinary General Meeting of the Bank held on 20th October 1951 with modifications approved by shareholders through special resolutions on 27.09.2004 and 11.08.2016.

"Resolved that the present Memorandum of Association, of the Bank be replaced by the Memorandum of Association, as amended, which is appended as part of this resolution".

- 1) The name of the Company shall be "The Federal Bank Ltd".
- 2) The Registered office of the Company shall be situated in the State of Travancore - Cochin.
- 3) The objects for which the Company is established are:

(A) OBJECTS OF THE COMPANY TO BE PURSUED BY THE BANK IMMEDIATELY ON ITS INCORPORATION: ##

- a) To establish and carry on business of banking at the registered office of the company and at such branches, agencies, or offices in the State of Travancore Cochin, and any other part of India or elsewhere, as may from time to time be determined by the Directors of the Company.
- b) Carrying on the business of accepting for the purpose of lending or investment of deposits of money, repayable on demand or otherwise, and withdrawable by cheque, draft, or otherwise and to carry on the business of banking in all its branches and departments.
- c) The borrowing, raising or taking up of money, the lending or advancing of money either upon or without security, the drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scrips and other instruments, and securities whether transferable or negotiable or not; the granting and issuing of letters of credit, traveller's cheques and circular notes; the buying selling and dealing in bullion and specie; the buying and selling of foreign exchange including foreign bank notes; the acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; the purchasing and selling of bonds, scrips or other forms of securities on behalf of constituents or others; the negotiating of loans and advances; the receiving of all kinds of bonds, scrips or valuables on deposit or for safe custody or otherwise; the providing of safe deposit vaults; the collecting and transmitting of money and securities;
- d) Acting as agents for any Government or local authority or any other person or persons; the carrying on of agency business of any description including the clearing and forwarding of goods, giving of receipts and discharges and otherwise acting as an attorney on behalf of customers, but excluding the business of a managing agent of a company;
- e) Contracting for public and private loans and negotiating and issuing the same;



- 1 -

For THE FEDERAL BANK LTD.

S.P. Rajdev
SAMIR P RAJDEV
Company Secretary

- f) The promoting, effecting, insuring, guaranteeing, underwriting, participating in Managing and carrying out of any issue, public or private, of State, Municipal or other loans or of shares, stock, debentures or debenture stock of any company, corporation or association and the lending of money for the purpose of any such issue;
- g) Carrying on and transacting every kind of guarantee and indemnity business;
- h) Managing, selling and realising any property which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims;

(B) OBJECTS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3.A ARE: \$\$

- i) Acquiring and holding and generally dealing with any property or any right, title or interest in any such property which may form the security or part of the security for any loans or advances or which may be connected with any such security;
- j) Undertaking and executing trust;
- k) Undertaking the administration of estates as executor, trustee or otherwise;
- l) Establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons, granting pensions and allowances and making payments towards insurance; subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object;
- m) The acquisition, construction, maintenance and alteration of any building or works necessary or convenient for the purposes of the company;
- n) Selling, improving, managing, developing, exchanging, leasing, mortgaging, disposing of or turning into account or otherwise dealing with all or any part of the property and rights of the company;
- o) Acquiring and undertaking the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit this Company;
- p) Doing all such other things as are incidental or conducive to the promotion or advancement of the business of the company; carrying on or undertaking any other form of business which the Central Government may by notification in the official Gazette, specify as a form of business which is lawful for a banking company to engage;
- q) Amalgamating with any other company;
- r) To establish, float, promote or set up one or more subsidiary companies of the Bank for the purpose of carrying on the business of leasing, hire purchase, merchant banking, factoring, executor and trusteeship,

FOR THE FEDERAL BANK LTD.

SAMIR P RAJDEV
Company Secretary



stock broking, portfolio management, managing issues, acting as Registrars to Issue and Transfer Agents, housing finance or undertaking of any business which, under Section (6) of the Banking Regulation Act, 1949, is permissible for a Banking Company to undertake and such other business as can be carried on in unison with one or more of objects of the Bank;

- s) To open, establish, maintain and operate currency chests and small coin depots on such terms and conditions as may be required by the Reserve Bank of India established under the Reserve Bank of India Act, 1934 and enter into all administrative or other arrangements for undertaking such functions with the Reserve Bank of India;
- t) To provide depository services and to do all such things as may be advised, permitted or required for this purpose and is authorised to undertake activities of a Depository Participant as defined in SEBI (Depositories and Participants) Regulations, 1996.^{^^}
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.^{%%}
5. The Authorized Share Capital of the Bank shall be Rs 500 crore (Rupees five hundred crore) divided into two hundred and fifty crore equity shares of Rs 2/- (Rupees two) each with power to increase or decrease the capital.^{**}
6. We the several persons whose names and addresses are given below are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

No	Name and Address and description of subscribers	No. of Shares	Signature



For THE FEDERAL BANK LTD.

S.P. Rajdev
SAMIR P RAJDEV
 Company Secretary

Heading Inserted with the approval of the shareholders of the Bank at their meeting held on 11 August 2016

\$\$ Heading Inserted with the approval of the shareholders of the Bank at their meeting held on 11 August 2016

^^ Inserted with the approval of the shareholders of the Bank at their meeting held on 11 August 2016

%% Amended as approved by the shareholders of the Bank at their meeting held on 11 August 2016

** Amended as approved by the shareholders of the Bank at their meeting held on 27 September 2004 and on 20 July 2013

CERTIFICATE OF INCORPORATION

No. 27 of 1106

I hereby certify that the TRAVANCORE FEDERAL BANK LIMITED NEDUMPRAM, is this day incorporated under the Travancore Companies Regulation, 1 of 1092, and that the Company is limited.

Given under my hand at Trivandrum this the tenth day of Medom one thousand one hundred and six.

(Sd) Registrar of Joint Stock Companies

Seal of the Office of the Registrar of
Joint Stock Companies, Travancore.

CERTIFICATE OF COMMENCEMENT OF BUSINESS

*Pursuant to Section 107 (2) of the Travancore
Companies Regulation, 1 of 1092*

I hereby certify that the TRAVANCORE FEDERAL BANK LIMITED NEDUMPRAM, which was incorporated under the Travancore Companies Regulation, 1 of 1092, on the tenth day of Medom 1106, and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 107 (1) (a) to (d) of the said Regulation have been complied with, is entitled to commence business.

Given under my hand at Trivandrum this the tenth day of Medom one thousand one hundred and six.

(Sd) Registrar of Joint Stock Companies

Seal of the Office of the Registrar of
Joint Stock Companies, Travancore.

FORM VI

**PURSUANT TO SECTION 11(4) AND (5) OF THE TRAVANCORE
COMPANIES ACT, IX OF 1114
[SECTION 11 (4) AND (5)]**

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

I hereby certify that the TRAVANCORE FEDERAL BANK LIMITED having with the sanction of a special resolution of the said Company and with the approval of the Government, signified in G.O.D. Dis. 6180/49/D.D., dated the 2nd December 1949, changed its name, is now called the "FEDERAL BANK LIMITED" and that such new name, has this day been entered in the Register.

Given under my hand at Trivandrum this the twentieth day of vrischikam one thousand one hundred and twenty-five.

(Sd) Registrar of Joint Stock Companies,

Seal of the Office of the Registrar of
Joint Stock Companies, Travancore.

For THE FEDERAL BANK LTD.

- 4 -



S.P. Rajdev
SAMIR P RAJDEV
Company Secretary

THE FEDERAL BANK LIMITED

ARTICLES OF ASSOCIATION

Adopted as the Articles of Association by the following special resolution passed at the Annual General Meeting of the Company held on the twenty-third day of September, nineteen hundred and ninety four (23-09-1994), with modifications approved by shareholders through special resolutions on 7.9.2000, 27.9.2004, 23.2.2006, 31.5.2008 and 11.08.2016.

Resolved to amend the Articles of Association of the Bank as follows:

TABLE - F NOT TO APPLY GENERALLY

Amended with shareholders approval on 11.08.2016	1.	The regulations contained in Table-F in the first schedule of the Companies Act, 2013 shall not apply to this Bank except so far as they or any of them have been adopted in these Articles.
Article 1A as approved by shareholders on 23.02.2006 and last amended with shareholders approval on 11.08.2016	1A^	The provisions of the Memorandum and Articles of Association of the Bank are subject to the provisions of the Companies Act, 2013, (hereinafter referred to as the "Companies Act", which includes rules framed under the Companies Act (herein after referred to as "the Rules"), regulations, notifications, orders, circulars made thereunder alongwith any statutory modification or re-enactment thereof for the time being in force) and the Banking Regulation Act, 1949, (herein after referred to as "the B R Act", which includes any statutory modification or re-enactment thereof for the time being in force), which shall have effect notwithstanding anything to the contrary contained in the Memorandum or Articles of Association of the Bank.
INTERPRETATION		
Interpretation	2.	The marginal notes hereto shall not affect the construction thereof. In these regulations, unless the context otherwise requires, words and expressions contained shall bear the same meaning as in the Companies Act,2013, the Banking Regulation Act,1949 and General Clauses Act, 1897.
	(a)	The "Bank" or the "Company" means The Federal Bank Limited.
	(b)	"Board" means and includes the Directors of the Bank for the time being, or as the case may be, the meeting of the Directors duly called and constituted or the Directors assembled at the meeting.
Amended with shareholders approval on 31.05.2008 and last amended on 11.08.2016	(c)	"Chairman/Chairperson" means Part Time Chairman/ Chairperson appointed by the Board.
Inserted with shareholders approval on 31.05.2008	(cc)	"Chief Executive Officer / Managing Director"* means the Chief Executive Officer / Managing Director of the Bank as appointed under Article 84".
	(d)	"Dividend" includes cash bonus if any, declared as payable to shareholders.
	(e)	"Directors" means the Directors for the time being of the Bank or as the case may be the Directors assembled at a Board.
	(f)	"Regulations" shall include all statutory requirements that may be prescribed from time to time under the various enactments and RBI notifications, provided that wherever any of the above definitions become inconsistent with the definitions in the statute applicable to the Bank in any particular context, such definitions in the statute shall always prevail.
Inserted with shareholders approval on 11.08.2016	g)	"B R Act" means Banking Regulations Act, 1949 or any statutory modification or re-enactment thereof brought in this Act.
Inserted with shareholders approval on	h)	"Companies Act" means Companies Act, 2013 or any statutory modification or re-enactment thereof brought in this Act.



11.08.2016		
Inserted with shareholders approval on 11.08.2016	i)	"Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Business which the Bank may transact	3.	Any Branch or kind of business which the Bank is either expressly or by implication authorised by its Memorandum of Association to undertake may be undertaken by the Board at such time or times as the Board shall think fit and further may be deferred by the Board and be kept in abeyance whether such Branch or kind of business may have been actually commenced or not so long as the Board may deem fit, expedient not to commence or proceed with the same. This Article shall not prejudicially affect the power of the Bank to enforce repayment of any loans advanced by the Bank or any other dues due to the Bank.
CAPITAL AND SHARES		
Authorised share capital (Amended with shareholders approval on 27.09.2004)	4.	The authorised share capital of the Bank shall be as stated in Clause 5 of the Memorandum of Association.
Paid up and Subscribed Capital (Inserted with shareholders approval on 11.08.2016)	4A	The subscribed capital of the Bank shall not, at any time, be less than one-half of the authorised share capital of the Bank, and the paid-up share capital of the Bank shall not be less than one-half of the subscribed share capital provided that when the capital is increased, the proportion between the subscribed share capital and the authorised share capital and the proportion between the paid-up share capital and the subscribed share capital as aforesaid may, however, be secured within such period as may be determined by the Reserve Bank of India not exceeding two years from the date of such increase.
Increase in Capital	5.	The Bank, in general meeting, may by an ordinary resolution from time to time increase the capital by creation of new shares of such amount as may be deemed expedient.
Conditions of issue of new shares	6.	Subject to the provisions if any in the Memorandum of Association of the Bank and without prejudice to the provisions of the B R Act, new shares may be issued on such terms and conditions which the Bank may from time to time by special resolution determine.
New shares, how to be disposed of	7.	All further issue of shares shall be in accordance with the provisions of the Companies Act and other applicable provisions of law.
New shares subject to these Articles	8.	Subject to any special rights, privileges, or advantages which may be attached to these Articles to any new shares under the powers hereinbefore contained, any capital raised by the creation of new shares shall be considered as part of the original capital, and such new shares shall be subject to the same provisions with reference to the payments of calls, forfeiture, transmission, lien, surrender, or otherwise and shall confer such rights and privileges as to voting qualifications as if they had formed part of the original capital.
Reduction of Capital (Amended with shareholders approval on 11.08.2016)	9.	The Bank may, by a special resolution, subject to confirmation by Court, Tribunal as applicable, reduce its capital in anyway, and in particular by paying off paid up capital which is in excess of the wants of the Bank, cancelling paid up capital which has been lost or is unrepresented by available assets, extinguishing or reducing the liability on the shares in respect of share capital not paid up, cancelling shares not taken or agreed to be taken by any person, or otherwise as may seem expedient and the capital may be paid off upon the footing that it may be called up again or otherwise.
Buy Back of shares (Inserted with shareholders approval on 11.08.2016)	9A	Notwithstanding anything contained in these Articles, but subject to the provisions of Sections 68 to 70 of the Companies Act and any other applicable provision of the Companies Act or any other law for the time being in force, the Bank may purchase its own shares or other specified securities.
Sub-division and consolidatio	10.	Subject to the provisions of Section 61, the Bank may in general meeting by ordinary resolution: (a) Consolidate and divide all or any of its share capital into shares of larger amount than its

