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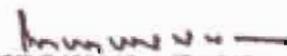
CERTIFICATE OF INCORPORATION

No 09 -08910..... of 19 95

I hereby certify that **FEDBANK FINANCIAL SERVICES LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited,

Given under my hand at KOCHI.....
this **the 17th** day of **April**,
one thousand nine hundred and ninety **five**,
the 27th day of Chaitra, 1917 (Saka)


(V.A.VIJAYAN MENON)
Registrar of Companies,
KERALA



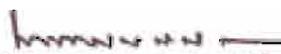
CERTIFICATE FOR COMMENCEMENT OF BUSINESS

Pursuant to Section 149 (3) of the Companies Act, 1956

I hereby certify that the **FEDBANK FINANCIAL SERVICES LIMITED**

.....
.....
which was incorporated under the Companies Act, 1956, on the
..... **17th** day of **April** 19 **95**
and which has this day filed a duly verified declaration in the
prescribed form that the conditions of Section 149(1) (a) to
(d) / 149 (2) (a) to (c) of the said Act, have been complied with,
is entitled to commence business.

Given under my hand at Cochin
this **the 17th** day of **July** One thousand nine
hundred and **ninety five**.


(V.A. VIJAYAN MENON)
Registrar of Companies
KERALA



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Corporate Identity Number:

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State



Registrar of Companies

Mailing Address as per record available in Registrar of Companies office:



COMPANY APPLICATION NO:12/S.13 (4)/RD (SR)/2021-22
BEFORE THE REGIONAL DIRECTOR (SR)
CHENNAI.

IN THE MATTER OF THE COMPANIES ACT, 2013,
UNDER SECTION 13 (4)
AND

IN THE MATTER OF M/s. FEDBANK FINANCIAL SERVICES LIMITED

M/s.Fedbank Financial Services Limited
Federal Towers, Alwaye,
Ernakulam 683 101.

Vs.
The Registrar of Companies,
Kerala.

- Applicant

- Respondent

ORDER

1. The applicant company has presented this application under section 13 (4) of the Companies Act 2013 (herein after referred to as "the Act") r/w Rule 30 of Companies (Incorporation) second amendment Rules, 2017 in form No: INC 23 vide SRN No. T08934234 dated 16.03.2021 before the Regional Director (SR), Ministry of Corporate Affairs, Chennai for confirmation of the alteration to situation clause of the Memorandum of Association of the company as approved by members by Special Resolution duly passed in accordance with Section 13(4) of the Companies Act, 2013 on 10.02.2021 which reads as below:

"RESOLVED THAT pursuant to section 12 of the Companies Act, 2013 ("the Act") read with Rules made thereunder and subject to the necessary approvals from the concerned authorities including the Registrar of Companies, Regional Director, Southern Region, Reserve Bank of India and SEBI, if required consent of the members be and is hereby accorded for shifting the Registered office of the company from Federal Towers, Alwaye, Ernakulam-683101, Kerala to Kanakia Wall Street, A Wing, 5th Floor, Unit No.511, Andheri Kurla Road, Andheri (East), Mumbai 400 093, Maharashtra."

RESOLVED FURTHER THAT pursuant to section 13 of the Act read with Rules made thereunder, Clause II of the Memorandum of Association of the company be and is hereby altered by substituting the existing clause with the following:

II) "The Registered Office of the company is situated in the State of Maharashtra".

2. The submissions made in the application, including justification for shifting of the registered office from the "State of Kerala" to the "State of Maharashtra", has been considered. It is observed that no objections have been received from anyone and therefore the application is allowed and the alterations to the situation clause of the Memorandum of Association of the petitioner company are hereby approved subject to the condition that the interest of employees working at the Registered Office of the Company shall not adversely be affected either by way of transfer or retrenchment or otherwise

Dated at Chennai this the 22nd June, 2021.



(DR. K. THIRUMALAIMUTHU)
REGIONAL DIRECTOR (SR)

To:

M/s. Fedbank Financial Services Limited
Federal Towers, Alwaye,
Ernakulam 683 101.

2) The Registrar of Companies,
Kerala.

THE COMPANIES ACT, 2013

PUBLIC COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF
FEDBANK FINANCIAL SERVICES LIMITED**

- I. The Name of the Company is FEDBANK FINANCIAL SERVICES LIMITED.
- II. *The Registered office of the Company will be situated in the state of Maharashtra.
- III. (A) The objects to be pursued by the company on its incorporation are:-
1. To carry on the business of merchant banking in all its aspects, to assist capital formation, to act as Manager to Issues and Offers, whether by way of Public Offer or otherwise of shares, stocks, debentures, debenture stock, bonds, units, participation certificates, deposit certificates, notes, bills, warrants or any other paper, instrument, whether or not transferable or negotiable, commercial or other paper or scripts (hereinafter collectively referred to as the "securities"), to act as agents of and/or dealers in the securities in the course of merchant banking business, to act as financial consultants, Joint Managers, Lead Managers, Co-Managers, Advisers and Counsellors in Investment and Capital Markets, to underwrite, sub-underwrite, or to provide standby or procurement arrangement, to give any other commitments for subscribing or agreeing to subscriber procure or agree to procure subscription for the securities, to manage portfolio investments, to arrange financial and investment assistance for the purpose herein, to act as Issue House, Registrars to Issue, transfer agents for the securities, clearing houses for securities, to form syndicates or consortia of managers, agents and purchasers for or of any of the securities, to syndicate any financial arrangements whether in domestic market or international market and whether by way of loans or guarantees, to conduct share Shoppe, to set up Investment service centres; to undertake general secretarial services to Corporate Sector including work related to the Office of Registrar of Companies; to invite and accept amounts including Public Deposits for the purpose of investing in securities/mutual funds; to assist persons including Non-Resident Indians, foreign citizens of Indian origin and foreign nationals in portfolio investment and in establishing economic enterprises; to provide counselling services to any entrepreneur, company, corporation, society, firm, trust, person, Govt., State, Dominion, Sovereign, Municipality, Civic Body, Public Authority or any economic endeavour; to arrange or syndicate credit, loan, lease facility, guarantee, letter of credit, acceptance and fund based and non-fund based facility of any type including foreign currency loans, aid and assistance; to arrange Inter-Corporate Investments, Deposits and Loans; to deal in commercial paper, treasury bills, certificate of deposits and other financial instruments.
- 2**. To carry on, in India or elsewhere, the business of retail financing, wholesale financing, Housing Finance to the extent permissible under the applicable regulations, retail leasing (financing and

** Substituted Vide Special Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

* Amended Vide Special Resolution passed by the members in the Extra Ordinary General Meeting held on 10 Feb 2021, subject to the approval received by the Regional Director.

For Fedbank Financial Services Limited

S. Rajaraman
Company Secretary

operating leases), vehicle fleet leasing (financing and operating leases), dealer inventory financing, dealer capital financing, dealer equipment financing, developer / dealer real estate financing, factoring of dealer receivables, and other related after-sales products, with respect to vehicles, to also carry on the business of a leasing and hire purchase company and investments and finance company and, in this connection and for any other business to undertake all types of leasing and hire purchase business and financing of consumers, individuals or corporate relating to all kind of vehicles, aircrafts, ships, machinery, plant, equipment, factories, rolling stock, consumer durables, movable and immovable property, to arrange or syndicate leasing or hire purchase business, to undertake bills discounting business to purchase, finance, discount, i.e. discount bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to buy, sell, lease or finance the buying and selling and trading in Immovable property, land, buildings, real estate, factories to borrow to lend, to negotiate loans, to transact business as promoter financiers, monetary agents, to borrow monies, to lend, to negotiate loans, to carry on business of a company established with the Object of financing Industrial enterprises, to invest the capital, or other funds of the company in purchase or acquisition of rights in moveable and immovable property, to use the capital, funds and assets of the Company as security for borrowing and acquisition of rights in moveable and immovable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, or to finance their acquisition or leasing or hire purchase, to raise or provide venture capital, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in the shares or other securities of any body corporate) corporation, to undertake factoring, to purchase the book debts and receivables of sole proprietorships, partnership firms, companies or any other incorporated or unincorporated, or statutory or non-statutory, Central /State Government Bodies and to lend, make advances or give credit against the same and to sell, enforce, dispose off the book debts, receivables, securities of the borrowers pledged, hypothecated, mortgaged with the company by the borrowers and / or customers of the company and also to undertake share broking, currency broking, wealth management and investment banking services and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas as may be permitted by SEBI, NHB and other regulators.

3. To act as Managers, brokers, dealers and agents in connection with the securities, bullion and precious metals and obtain membership in one or more stock exchanges including OTC Exchange of India Ltd and bullion exchanges, commodity exchanges in India and abroad and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, leasing companies, security dealers or any other related associations.

4**. To give advice and/or give, take, circulate and/or otherwise organise, accept or implement any takeover bids, mergers, amalgamation, acquisitions, diversification, rehabilitation or restructuring of any business concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern, or otherwise as may be required having regard to business exigencies and to promote or procure incorporation, formation or setting up of concerns and undertakings whether as Company, body corporate, partnership or any other association of persons, either as a subsidiary or otherwise, for engaging in any industrial, commercial or business activities which the Company is authorised to carry on or for any other purposes which may seem directly or indirectly calculated to benefit the Company or to promote or advance the interests of the Company.

** Substituted Vide Special Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

5. To identify projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies, and reports, pre investment studies and investigation of Industries on micro and macro level, to undertake appropriate service to identify Scope of potential for economic and industrial development in any particular Geographical area or location whether in India or abroad, to act as lead managers in respect of project assignments by undertaking follow up, supervision and coordination work at the instance, behest or on behalf of banks, financial institutions, companies, bodies corporate and to monitor the same to the participants, to act as an adviser in the management of undertakings, business enterprises, offices, trade, occupations and professions by introducing modern methods and techniques and systems and render all assistance as may be necessary including by acting as agents for recruitment of personnel, technical, skilled, unskilled, supervisory, managerial or otherwise, and to act as an adviser in the selection of technical process, sources or plant and machinery and other utilities for business entrepreneurs.
- 6**. To act as an Asset Manager of any trust or fund including any mutual fund, growth fund, hedge fund, infrastructure fund, income or capital funds, tax or exempted funds, provident funds, gratuity funds, pension funds, superannuation funds, charitable funds or consortia and/or all other funds and/or to provide advisory and/or consultancy services for investments and financial services, financial services, consultancy, exchange of research information and analysis on a commercial basis, render corporate advisory services and/or manage a portfolio of securities and/or to pursue such other activities as may be necessary for attainment of these purposes subject to SEBI and other regulators approvals, as may be required from time to time.
7. To provide custodial and depository services and to do all such things as may be required for this purpose.
8. To sponsor such eligible companies as may be thought fit on the Over The Counter Exchange of India or any other Exchanges whether in or outside India, to initially place securities, act as market maker and dealer and do all such things as may be necessary, permitted or advisable to do.
9. To buy, acquire, sell, dispose off, exchange, convert, underwrite, subscribe, participate, invest in and hold whether on its own account or on behalf of any person, body corporate, company, society, firm or association of persons whether incorporated or not, shares, stocks, debentures, debenture stocks, units, bonds, warrants, participation certificates or participation units, other money market or capital market instruments, obligations and securities issued or guaranteed by any Government, State, Dominion, Sovereign Body, Commission, Public Body or Authority, Supreme, Local or Municipal or Company or Body, whether incorporated or not or by any person or association.
10. To acquire, shares, stocks, debentures, debenture-stocks, units, bonds, warrants, participation certificates or participation units, other money market or capital market instruments, obligations and securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe or acquire the same either conditionally or otherwise, and to guarantee the subscription thereof for a commission or otherwise and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
11. To act as Portfolio Managers in all respects, accept savings from investors and investing same in securities for mutual interest of investors, set up a research centre for securities, collect data from companies, stock exchanges, merchant banks, business consultants or from other sources and process, stored and analysing data for its own and/or for client services.

** Substituted Vide Special Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

12. To undertake, to solicit or procure insurance business as a Corporate Agent or Composite Corporate Agent for distribution of Life Insurance and/or any other General Insurance Products, to act as Insurance Broker, Composite Brokers Direct Broker or any other form of broker by whatever name called in connection with any of the business or activity of the company, to enter into referral arrangement with Life Insurance Companies and/ or General Insurance Companies.

13##. To carry on the business of a loan and finance company and to lend and advance money or give credit to such persons or companies either unsecured or secured and on such terms as it may seem expedient and in particular against the security of listed and unlisted securities, bonds, policies, fixed deposits, certificates, gold, bullion, vehicles, book debts, receivables, property whether moveable or immovable or any other asset, right, title, interest etc. for the purchase of gold, bullion, consumer durable products, paintings, sculptures or any other item or thing having artistic or aesthetic value or for any other purpose as the Company may deem fit and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities. To carry on any or all of these businesses either in individual capacity or in co-participation with other agencies or bodies.

14##. To act as a securitization and reconstruction company and to carry on the business of securitization and/or asset reconstruction and for that purpose to purchase, acquire, invest, transfer, sell, dispose of or trade in participation certificates, participation units, securitized debts, assets backed securities or mortgage backed securities or debts whether representing financial assets, receivables, debts, whether secured by mortgage of movables or hypothecation or charge on movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired or otherwise; to purchase, acquire, invest, transfer, sell, dispose of or trade in or issue to public or private investors securities or instruments or certificates issued thereof on a discretionary basis or nondiscretionary basis on behalf of any person or persons (whether individual, firm, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or trusts, pensions funds, offshore funds, public body or authority, supreme, local or trust, pension funds, offshore funds, charities or other associations or entities whether in private or public sector.

15##. To carry on and undertake the business of providing or acting as direct selling agents, distributors, advisors, referrer, franchisees, licensees, authorized sales agents, representatives, arrangers and consultants to provide financial, managerial, operational, administrative, advisory, commercial, legal, taxation, electronic data processing, computer and other consultancy services, to prospective investors, depositors, insurance client, customer, client for any type of financial and saving instruments including fixed deposits, postal savings, bonds, debentures, other securities, mutual funds units, equity and preference shares and other type of securities of companies, life and non-life insurance products, all types of structured products designed by the Company or any other company(ies), off-shore products designed by foreign entities, investment banking or portfolio management services, venture capital fund or private equity fund subscriptions or services, any other types of products or properties whether moveable or immovable, mortgages, personal and commercial loans by way of lending, factoring, leasing, hire purchase or instalment purchase or similar schemes of all types and descriptions and for all purposes, both secured and unsecured, issuing or selling of credit and debit cards, loyalty cards, discount cards, privilege cards, Health Cards and other products of similar type and descriptions, either in partnership or by self, subject to regulatory approvals, as may be required from time to time.

Inserted Vide Special Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

16##. To acquire, purchase, take over and/or amalgamate business of companies which, under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company, to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings and/or business.

B. Matters which are necessary for furtherance of the objects specified in clause III (A) are:

1. To enter into agreement, contract for undertaking or otherwise arranging for receiving, mailing or forwarding any circular, notices, reports, brochures, materials, articles and things belonging to any Company, Corporation firm, institution or persons by means of delivery by hand or otherwise.
2. To receive money in any form, borrow or raise on such terms and conditions as the Company may consider expedient and secure and discharge any debt or obligation or binding on the Company in such manner as may be thought fit, and in particular by the mortgage of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient, of shares, bonds, debentures or debenture stock perpetual or otherwise, or other securities of any description, subject to applicable provisions of the Companies Act, directives of RBI and Banking Regulation Act, 1949, and to execute all deeds, writings, documents, and assurances for any of the aforesaid purposes.
3. To employ experts with or without payment to investigate and examine into conditions, prospectus, value, character and circumstances of any business, concern, undertaking person or persons and generally of any assets, property or rights.
4. To purchase, take on lease & licence or in exchange, hire or otherwise acquire any immovable or movable property, patents, licences, rights or privileges which the Company may think necessary or convenient for business of the Company and to develop and turn to account and deal with the same and in particular any land, tenements, buildings and basements in such manner as may be thought expedient and to construct maintain and alter any immovable or movable property or works necessary or convenient for the purpose of the Company and to pay for the same either in cash or securities or otherwise and to sell, let, lease or under lease or otherwise dispose off or grant right over any movable or immovable property belonging to the Company, if not immediately required for the business of the Company.
5. To purchase, or otherwise acquire, erect, maintain or reconstruct any buildings, offices, workshops, mills, plant, equipment and other things found necessary or convenient for the purpose of the Company.
6. To manage land, buildings and other property both movable and immovable belonging to the Company and to collect rents and income and to supply to tenants, users and occupiers, attendants, servants, etc., waiting rooms, reading rooms and other convenience and other services as may be necessary.
7. To create any depreciation fund, reserve fund, sinking fund, Insurance fund or any special or other fund, whether for depreciation or for repairing or rehabilitating, improving, extending or maintaining any of the property of the Company, or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the interest of the Company.

Inserted Vide Special Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

8. To develop and turn into account any land acquired by the Company or in which it is interested and in particular by laying on and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting and improving buildings and by planting, paving, draining, framing, cultivating and letting building on lease and by advancing money to and entering into contracts and arrangements with and of all kinds of builders and others for attaining the main objects of the Company.
9. To apply for, promote and obtain any order, directive, instructions, regulations, ordinance or other authorization or enactment of the Central or any State Government or any other authority for enabling the Company to put any of its objects to effect, or for effecting any modification or change in any of the Company's business or constitution and to oppose any bills, proceedings or applications which may seem to prejudice the Company's business or interest.
10. To invest the surplus funds of the Company from time to time in deposits, units, Government Securities or in other securities including shares, bonds and debentures as may from time to time be determined by the Board approved Investment Policy, and from time to time sell or vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
11. To procure the registration, incorporation or recognition of the Company under laws or regulations of any other country.
12. To enter into any arrangements with any Government or Government Departments or other authorities or authorize such acts that may seem conducive to the attainment of the Company's main objects, and to obtain from any such Government or Government Departments or authorities any rights, privileges, licenses and concessions necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
13. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or assisting companies, having similar objects or partnerships of all kinds for the purpose of accepting and undertaking any properties, assets and liabilities of this Company.
14. To place, to reserve, or to distribute as bonus shares among the members of the Company or otherwise to apply, any moneys received by way of premium on shares, or debentures issued by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.
15. To distribute any of the Company's property among the members subject to the provisions of the Companies Act in the event of winding up.
16. To provide for and furnish or secure to any members or customers of the Company or to any subscribers to or purchasers or possessors of any publications of the Company or of any coupons or tickets, issued with any publications of the Company any conveniences, advantages, benefits, or special privileges which may seem expedient or necessary either gratuitously or otherwise.
17. To sell, improve, manage, develop, exchange, lease, give on licence, mortgage, dispose off, or transfer business property and under takings of the Company, or any part thereof without or with any consideration which the Company may deem fit to accept to attain the main objects of the Company.
18. To provide for the welfare of Directors or employees or ex-employees of the Company and their wives or husbands, widows or widowers and families or the dependents of such persons by grant of money, pension, allowances, bonus or other payments or by creating from time to time or subscribing

or contributing to provident funds, associations, Institutions, trusts and by providing or subscribing towards medical or other attendances, and other assistance as the Company shall think fit and to subscribe to or to contribute to or otherwise assist charitable, benevolent, national and/or other institution or objects for their welfare.

19. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares or by the issue of securities of partly in one mode and partly in another and generally on such terms as may be determined by the Directors.

20. To pay all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested, including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the company.

21. To payout of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation, and registration of the company or the issue of its capital, including brokerage and commission for obtaining applications for or taking placing or under writing or procuring the under writing shares, debentures or other securities of the company.

22. To establish branches, offices or agencies anywhere in India or outside India for the purpose of enabling the Company to carry on its business and discontinue, if necessary at any time and reconstitute any such branches, offices or agencies.

23. To establish competitions in respect of contribution or information suitable for insertion in any publication of the Company or otherwise for any of the purposes of the Company and to offer and grant prizes, rewards and premiums of such character and on such terms as may be expedient.

24. To refer to or agree to refer any claims, demands, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members of the Company and/or his representatives, or between the Company and third parties, to arbitration and to observe and perform and do all acts, matters and things to carry out or enforce the awards.

25. To organise information cell and Data Bank relating to industrial, agricultural, financial and other economic activities and to provide information for the development of industries to entrepreneurs.

26. To apply for and become member of any company, association, body corporate or societies, professional bodies, mercantile and public bodies in India and abroad, having any objects similar to or identical with those of the Company or likely to directly promote the interest of the Company.

27. To own, run, and given on rent, lease, or payment computer facilities and to manage and administer computer centres.

28. To enter into partnership or into any arrangements for joint working in business or for sharing profits or to co-operate with any person, firm or company or to amalgamate with any person, firm or Company carrying on similar business.

29. To form, promote, subsidise, organise, assist, maintain and conduct/aid in forming, promoting, subsidising, organising, assisting, maintaining research laboratories, experimental workshops or conducting studies, research, test and experiments on scientific, technical, economic, commercial or any other subject and undertake all types of technical, and financial investigations, and aid or assist or enter into partnership with any Institution, university, Company, partnership firm, person or persons, undertaking or conducting such research, study and provide subsidise, endow, assist the laboratories,

workshop, libraries, arranging lectures and conferences there by providing for the remuneration of professors or teachers on any subject and also by providing for the award, exhibitions, scholarships, prizes and grants to students and/otherwise generally to encourage, promote and reward studies, researches, investigations experiments, tests and inventions of any kind that may be considered to assist any of the business of the Company.

30. To act as agents of sellers, manufacturers, lessees or any other person, incidental to the leasing or other objects of business and to enter into any contracts incidental/ancillary thereto.

31. To acquire by purchase, lease or otherwise any premises for the construction and/or establishment of a safe deposit vault or vaults and to maintain therein fire proof and burglar proof strong rooms, safes and other receptacles for purpose of rendering safe custody services

32. To render advisory services on investment, tax planning and tax matters.

33. To undertake credit rating and credit information and pass on such information to users without consideration or for such consideration that the Company deems fit.

34. To set up training facilities in Capital Markets

35. To act as agents for the Government, Local Authority, Insurance Companies, Company firm, trust, society, banks or any other person or persons.

36. To represent Foreign Banks and Merchant Bankers, Foreign institutional Investors and Insurance Companies

37. To act as buying or selling agents or other types of agents and brokers of any company, body corporate; association, firm or person and perform all and the several duties, services and offices which the agents and brokers can do and perform and to enter into any agreement or agreements for any of the purposes aforesaid.

38. To indemnify and keep indemnified members, officers, directors, agents and employees of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage, or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.

39. To set up a technical and managerial skills bank to facilitate pooling of resources and skills of technicians, technologists, scientists, managers, consultants and other experts and make their services available to users.

40. To carry on activities of holding any chapters or sponsoring any Acts of legislation and/ or to acquire any privileges, monopolies, licences, patents or other rights, powers from any Government or Parliament or from any Local or any other Authority in India or elsewhere and to exercise any powers, rights or privileges so obtained and in the matters and for the purposes aforesaid to act solely or jointly with any other person, corporation or body and to apply for registration and act as accredited investment advisors for any Mutual Funds, Unit Trusts with any Regulatory Authorities in India or elsewhere.

41. To apply for, purchase or otherwise acquire, protect and renew in India or elsewhere patents, licences, concessions, patent rights, trade marks, designs, conferring any exclusive or nonexclusive or limited rights to their use of any secret or other information regarding any invention, research which may seem capable of being used for any purpose of the Company and to use, develop or grant licence

in respect thereof or otherwise turn to account the rights or information so required and expend money in proving any such pattern, rights or inventions.

42##. To open current or fixed accounts with any bank, banker, shroff or merchant, and to pay into and draw money from such accounts.

43##. To carry on any business or business which this Company is authorised to carry on by means or through the agency or any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and/or to appoint directors or managers of any such subsidiary company.

44##. To acquire portfolios and businesses of the undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, through various available routes as per applicable regulations, securitize portfolios, sell down its own businesses to benefit the Company.

IV. 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.^

V. *The authorised share capital of the company is Rs. 1000,00,00,000 (Rupees One Thousand Crores Only) divided into 99,00,00,000 (Ninety nine crores) equity shares of Rs.10/- each ranking for dividend and in all other respects pari passu with the existing equity shares of the Company when issued and 1,00,00,000 (One crores) 0.01% Non-cumulative redeemable preference shares of Rs.10/- each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach there on respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in this behalf.^^

Inserted Vide Special Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

^^ Amended Vide Special Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

^^^ Amended Vide Ordinary Resolution passed by the members in the 22nd Annual General Meeting held on 14 July 2017.

* Amended Vide Ordinary Resolution passed by the members in the Extra Ordinary General Meeting held on 10 Feb, 2021.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sl.No.	Names, Address, and Occupation of subscriber	No of shares agreed to be taken	Signatures
1	For and on behalf of The Federal Bank Ltd. M.P.K.Nair S/o Late Shri. Parameswaran Nair Chairman, The Federal Bank Limited Head Office, Alwaye-683101 Chairman, The Federal Bank Limited	100 (One hundred)	Sd/-
2	For and on behalf of The Federal Bank Ltd. A.R.Sankaranarayanan S/o Shri.A.P.Raman 9C, Harbour Crest, Cochin-682015 Director, The Federal Bank Ltd.	100 (One hundred)	Sd/-
3	For and on behalf of The Federal Bank Ltd. K.T.Chandy S/o Late K.I.Thomas 2B, Harbour Crest Ravipuram, Cochin, Director, The Federal Bank Ltd.	100 (One hundred)	Sd/-
4	For and on behalf of The Federal Bank Ltd K.M.Noordin Mather S/o Late Hajee K.C.M.Mather Noor Mahal, Opp. Town Railway Station Road, Ernakulam North, Cochin-682018 Businessman	100 (One hundred)	Sd/-
5	For and on behalf of The Federal Bank Ltd. P.S.Menon S/o Shri. Kochu Pappu Achan Chartered Accountant Ananda Bhavan, Ravipuram Road Cochin-682016 Chartered Accountant	100 (One hundred)	Sd/-
6	For and on behalf of The Federal Bank Ltd. T.V.Antony S/o Sri.T.A.Varghese 85, 4 th Main Road Gandhi Nagar, Madras – 20 Director, The Federal Bank Ltd.	100 (One hundred)	Sd/-
7	For and on behalf of The Federal Bank Ltd. Prof.K.M.Chandy S/o.Sri. Mathai Kizhakkayil Palai-686575	100 (One hundred)	Sd/-

	Total shares taken	700 (Seven hundred Only)	
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WITNESS TO ALL

Biju T.B., Chartered Accountant
Mohan and Mohan Associates,
Chartered Accountants,
XXXIX/3263, Radha Bhavan,
Alappat Cross Road,
Ravipuram, Cochin-682016.

Sd/-

DATED the 18th day of February 1995

For Fedbank Financial Services Limited


S. Rajaraman
Company Secretary