

May 11, 2017

YES BANK

Mr. Khushro A. Bulsara -
Senior General Manager
Listing Compliance & Legal Regulatory
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001
BSE Scrip Code: 532648

Mr. Avinash Kharkar,
AVP - Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051.
NSE Symbol: YESBANK

Dear Sir,

Sub: Intimation of the date of Annual General Meeting & Book closure for dividend and submission of AGM Notice and E-voting related Matters

This is to inform you that the Thirteenth Annual General Meeting of YES BANK Limited will be held on **Tuesday, June 06, 2017 at 4:00 P.M.**, at Hall of Culture, Ground Floor, Nehru Centre, Dr A. B. Road, Worli, Mumbai - 400 018. We hereby submit a copy of the Notice for 13th AGM of YES BANK Limited and Annual Report for FY 2016-17.

The Register of Members and the Share Transfer Books of the Bank will remain closed **from Wednesday, May 31, 2017 to Tuesday, June 06, 2017 (both days inclusive)** for the purpose of the Annual General Meeting of the Bank and for determining the entitlement of dividend declared, if any, for the year ended March 31, 2017. Dividend for FY 2016-17, if any, declared by the Members at the Annual General Meeting, will be paid to the Members of the Bank from June 07, 2017 onwards.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank is providing the facility to its Members holding shares in physical or dematerialized form to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the AGM of the Bank as mentioned above (**Remote e-voting**). The Bank is also offering the facility to the Members to cast their vote electronically (**Insta Poll**) at the AGM. Accordingly, the Bank has fixed **Tuesday, May 30, 2017** as cut-off date for determining the eligibility of the Members to vote either through remote e-voting or voting at the AGM.

We request you to take the above information in record.

Thanking you,

Yours faithfully,
For YES BANK LIMITED


Shivanand R. Shettigar
Company Secretary



Cc:

1. National Securities Depository Limited
Trade Wing, 4th Floor, Kamala Mills
Compound, Senapati Bapat Marg, Lower
Parel, Mumbai- 400 013

2. Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 16th Floor, Dalal
Street, Fort, Mumbai- 400 023

YES BANK Limited, YES BANK Tower, IFC 2, 23rd Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai 400 013, India

Tel: +91(22) 3366 9000 Fax: +91(22) 2421 4500

Regd. & Corporate Office: Nehru Centre, 9th Floor, Discovery of India, Dr. A.B. Road, Worli, Mumbai 400 018, India.

Tel: +91(22) 6669 9000 Fax: +91(22) 6669 9060

Website: www.yesbank.in Email: communications@yesbank.in CIN - L65190MH2003PLC143249

NOTICE

YES BANK LIMITED

CIN: L65190MH2003PLC143249

Registered Office: 9th Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018, India.
Tel.: +91(22)3366 9000 Fax: +91(22)2421 4518 Website: www.yesbank.in Email: shareholders@yesbank.in

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of **YES BANK LIMITED** (the 'Bank') will be held on Tuesday, June 06, 2017 at 4:00 P.M., at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the audited financial statements of the Bank for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements of the Bank for the financial year ended March 31, 2017 and the Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Ajai Kumar (DIN: 02446976), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time and pursuant to the resolution passed by the Members at the Twelfth Annual General Meeting held on June 07, 2016 appointing M/s. B S R &

Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) as Statutory Auditors of the Bank to hold office for four (4) years from the conclusion of the Twelfth Annual General Meeting till conclusion of the Sixteenth Annual General Meeting, the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Bank, to hold office from the conclusion of this AGM till the conclusion of Fourteenth AGM of the Bank, be and is hereby ratified by the Members of the Bank, subject to approval from Reserve Bank of India and such other regulatory authorities, as may be applicable, on such remuneration as shall be decided by the Board of Directors or any Committee thereof in addition to payment of any out of pocket expenses that may be incurred by Auditors during the course of the Audit."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Banking Regulation Act, 1949 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (**"RBI"**) and the approval granted by RBI vide letter No. DBR Appt. No. 2060/29.47.001/2016-17 dated August 12, 2016 (the **"RBI Approval"**), consent of the Members of the Bank be and is hereby accorded to take on record the RBI Approval including the terms of appointment of Mr. Ashok Chawla (DIN-00056133) as Non-Executive Part-Time Chairman

of the Bank for a period of three (3) years from the date of his taking charge i.e., October 30, 2016 and approve payment of remuneration of ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per annum and use of Bank's car with driver and fuel / maintenance expenses on an actual basis in terms of the aforesaid RBI Approval, in addition to sitting fees for attending the Board and its Committee Meetings.

RESOLVED FURTHER THAT Board of Directors (*including any duly constituted Committee of the Board of Directors*), be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments or give instructions, as may be required to give effect to this resolution."

6. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the Members of the Bank on June 06, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*) and the relevant provisions of the Memorandum and Articles of Association of the Bank, the consent of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (*hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution and as may be authorized by the Board in that behalf*) to borrow such sum of money in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the bankers of the Bank) may exceed the aggregate of the paid up share capital of the Bank and its

free reserves, that is to say, reserves not set apart for any specific purposes, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed from time to time, **provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of ₹ 70,000 Crore (Rupees Seventy Thousand Crore only) and/or in any other equivalent foreign currency.**

RESOLVED FURTHER THAT the Board be and is hereby authorized to take, from time to time, all decisions and steps as the Board may deem fit, necessary or expedient or proper to give effect to this Resolution and give such directions as may, in its absolute discretion, deem fit or necessary and to settle any question that may arise in this regard."

7. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*), the Banking Regulation Act, 1949 (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*), the rules, circulars and guidelines issued by Reserve Bank of India ("RBI"), from time to time and all other relevant provisions of applicable law(s), the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), **approval of the Members of the Bank be and is hereby accorded** to the Board of Directors of the

Bank (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution and as may be authorized by the Board in that behalf) **for borrowing/ raising funds in Indian/foreign currency by issue of debt securities including but not limited to non-convertible debentures, MTN (Medium-Term Notes), bonds** (including bonds forming part of Tier I/ Tier II capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long-term infrastructure bonds or such other securities as may be permitted by RBI from time to time) **upto ₹ 20,000 Crore (Rupees Twenty Thousand Crore Only)** (collectively the "debt securities") by the Bank, in one or more tranches and/or series, in domestic and/or overseas market, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Bank, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of debt securities on one or more recognized stock exchange(s) as may be required.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to negotiate, modify and finalise the terms and conditions of the debt securities and sign the relevant documents/agreements in connection with the private placement of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription

agreement, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of debt securities by the Bank and to further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

By Order of the Board of Directors



Place: Mumbai
Dated: April 19, 2017

Shivanand R. Shettigar
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM' or the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Bank. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent of the total share capital of the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not later than forty-eight hours before the commencement of the Meeting.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.

4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
7. The register of Members and share transfer Books of the Bank would remain closed from **Wednesday, May 31, 2017 to Tuesday, June 06, 2017** (both days inclusive).
8. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2017, if approved at the Meeting, will be payable to those Members who hold shares:
 - (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **Tuesday, May 30, 2017**.
 - (b) In physical mode, if their names appear in the Bank's Register of Members after giving effect to all valid transfers in physical form lodged with the Bank and/or its Registrar and Transfer Agents on or before **Tuesday, May 30, 2017**.
9. In order to receive the dividend without loss of time, all the eligible shareholders holding shares in demat mode are requested to update with their respective Depository Participants before May 30, 2017, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, E-Mail ID and Mobile No(s). Shareholders holding shares in physical form may communicate these details to the Registrar and Share Transfer Agents viz. Karvy Computershare Private Limited having address at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, before May 30, 2017 by quoting the reference folio number and attaching a photocopy of the Cheque leaf of their Active Bank account and a self attested copy of their PAN card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the Bank Account electronically. Updation of E-mail IDs and Mobile No(s) will enable sending communication relating to credit of dividend, un-encashed dividend, etc.
10. Members wishing to claim unclaimed dividends are requested to correspond with the Company Secretary of the Bank, at the Bank's registered office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Bank's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Bank has uploaded the details of unpaid and unclaimed amounts lying with the Bank as on June 07, 2016 (date of last Annual General Meeting) on the website of the Bank (www.yesbank.in), as also on the website of the Ministry of Corporate Affairs.
11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to Karvy Computershare Private Limited ('**Karvy**'), Registrar and Transfer Agent ('**R&T**') of the Bank. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

12. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice.
13. In terms of Section 139(1) of the Companies Act, 2013, every company shall, at the first Annual General Meeting, appoint an individual or a firm as an Auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting. Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting. Further, in terms of RBI Circular issued on the appointment of Statutory Central Auditors for Indian Private Sector Banks, an audit firm can continue as the Statutory Central Auditor of a private sector bank for a continuous period of four years only and thereafter the said firm will be compulsorily rested for two years. Accordingly, the Members of the Bank at Twelfth AGM held on June 07, 2016 had approved the appointment of **M/s. B S R & Co. LLP**, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Bank for a period of 4 (four) years from the conclusion of the Twelfth AGM till conclusion of the Sixteen AGM to be held in 2020, subject to ratification of the appointment by the Members at every AGM. The proposal for ratification of appointment of **M/s. B S R & Co. LLP**, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Bank, to hold office from the conclusion of this AGM till the conclusion of Fourteenth AGM of the Bank, subject to approval of Reserve Bank of India, is being placed before the members.
14. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members of the Bank, will be available for inspection by the Members at the Annual General Meeting.
15. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Bank on all working days between 10.00 A.M. and 12.00 noon up to the date of the Meeting. This Notice and the Annual Report will also be available on the Bank's website <https://www.yesbank.in/about-us/investors-relation/financial-information/annual-reports> for download.
16. The Members, desiring any information relating to the accounts, are requested to write to the Bank at an early date, so as to enable the management to keep the information ready.
17. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for FY 2016-17 and this Notice, *inter-alia* indicating the process and manner of Remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Bank/Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for FY 2016-17 and this Notice *inter alia* indicating the process and manner of Remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode.

In support of the Green Initiative, the Bank hereby request Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Karvy, Registrar and Transfer Agent (R&T) of the Bank for receiving communications from Bank electronically. Further, Members holding shares in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Bank quoting their folio number(s).

- 18.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Bank/Karvy.
- 19.** In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being **Tuesday, May 30, 2017**, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the **“Remote e-voting”**). The Remote e-voting commences on **Friday, June 02, 2017 (10:00 A.M.)** and ends on **Monday, June 05, 2017 (5:00 P.M.)**. Details of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
- 20.** In terms of the Companies (Management and Administration) Rules, 2014 with respect to the **Voting through electronic means**, the facility for voting through electronic voting system (**‘Insta Poll’**) shall be made available at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote through Remote e-voting, may vote at the AGM through **‘Insta Poll’** for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date being **Tuesday, May 30, 2017**, subject to the provisions of the Banking Regulation Act, 1949, as amended.
- 21.** The Bank has engaged the services of Karvy Computershare Private Limited as the Agency to provide e-voting facility.
- 22.** The Board of Directors has appointed **Mr. B. Narasimhan, Proprietor of M/s. B. N. & Associates, Company Secretaries**, failing him, **Mr. Keyoor Bakshi, Partner, BNP & Associates, Company Secretaries as a Scrutinizer** to scrutinize the voting through Remote e-voting and Insta Poll process in a fair and transparent manner.
- 23.** The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- 24.** The Results of voting declared along with Scrutinizer’s Report(s) will be published on the website of the Bank (www.yesbank.in) and on Service Provider’s website (<https://evoting.karvy.com>) within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.
- 25.** The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is ‘near to Nehru Planetarium’. The Members need to furnish the printed Attendance Slip along with a valid identity proof such as PAN Card, passport, AADHAR Card or driving license to enter the AGM hall.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS

ITEM NO. 5

Pursuant to the recommendations of the Board of Directors of the Bank (“**Board**”), Reserve Bank of India vide its letter dated August 12, 2016 bearing reference number DBR Appt. No. 2060/29.47.001/2016-17 (**‘RBI Approval’**) approved the appointment of Mr. Ashok Chawla as the Non-Executive Part-Time Chairman of the Bank for a period of three (3) years from the date of his taking charge, at a remuneration of ₹ 30 Lakh per annum and use of Bank’s car along with driver and fuel and maintenance expenses on an actual basis. Accordingly, Mr. Ashok Chawla took charge as Non-Executive Part-Time Chairman of the Bank with effect from October 30, 2016 on the expiration of the term of past Chairperson, Ms. Radha Singh. Additionally, Mr. Ashok Chawla is eligible for the sitting fees for attending the Board and its Committee Meetings as approved by the Board subject to the provisions of the applicable laws.

The details of remuneration paid to Mr. Ashok Chawla, Non-Executive Part-time Chairman, as required under Section 92(3) of the Companies Act, 2013 and rule thereunder, during the Financial Year 2016-17 has also been provided in the Directors’ Report for the information of the Members.

Further, in terms of Sections 149, 152 and all other applicable provision of the Companies Act, 2013 read with Schedule IV thereto, since Mr. Ashok Chawla fulfilled all the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly, Mr. Ashok Chawla was appointed as Non-Executive (Independent) Part-Time Chairman of the Bank.

Your Directors, therefore, recommend the passing of ordinary resolution set forth in Item No. 5 of this Notice, to take on record the RBI Approval for the appointment of Mr. Ashok Chawla (DIN- 00056133) as Non-Executive Part-Time Chairman of the Bank for a period of three (3) Years from the date of his taking charge i.e., October 30, 2016 and approving his remuneration of ₹ 30 Lakh (Rupees Thirty lakh only) per annum and use of

Bank’s car along with driver and fuel and maintenance expenses on an actual basis in terms of the aforesaid RBI Approval. Further, Mr. Ashok Chawla shall also be entitled to sitting fees for attending any of the meetings of the Board and/or committees of the Bank.

Save and except Mr. Ashok Chawla and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 6

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company’s bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company and its free reserves, require the approval of the Members by way of special resolution.

The Members of the Bank at their Annual General Meeting held on June 06, 2015 had approved the borrowing limits not exceeding ₹ 50,000 Crore (Rupees Fifty Thousand Crore) under Section 180(1)(c) of the Companies Act, 2013.

Significant growth in business and operations of the Bank has augmented the lending requirements. Bank is poised to continue the similar growth trajectory in future, hence bank may raise additional funds through borrowing to maintain optimum borrowing mix and maximize SME / MSME asset generation through borrowings at highly competitive rates from institutions providing refinance facility. Accordingly, your approval is sought to increase the borrowing limits from ₹ 50,000 Crore (Rupees Fifty Thousand Crore) to ₹ 70,000 Crore (Rupees Seventy Thousand Crore) or in equivalent foreign currency.

Further, the bank may raise funds through Basel III compliant bonds, Infra bonds or Medium Term Notes/

overseas borrowing, hence approval is being sought for ₹ 20,000 Crore of borrowing/ raising funds in Indian / foreign currency by issue of debt securities by the Bank in one or more tranches in Item No. 7 of this Notice. The same will be within the overall borrowing limits of the Bank as proposed hereby and as may be approved by the Members.

Your Directors, therefore, recommend the Special Resolution, as set forth in Item No. 6 of this Notice, for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 7

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the company, by a special resolution, for each of the offers or invitations/subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

Accordingly, the Bank has obtained the approval of Members at last AGM held on June 07, 2016 for borrowing/raising funds by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto ₹ 10,000 Crore (Rupees Ten Thousand Crore Only), in one or more tranches which is valid upto June 06, 2017. Pursuant to the said approval, the Bank has raised an amount of ₹ 5,465 Crore (Rupees Five Thousand Four Hundred Sixty Five Crore Only) by way of issue of Bonds till March 31, 2017.

Post assessing its fund requirements, the Board of Directors seek approval from Members of the Bank for borrowing/raising funds in Indian/foreign currency by issue of debt securities upto ₹ 20,000 Crore (Rupees Twenty Thousand Crore Only). It may include (but not limited to) non-convertible debentures, bonds,

MTN (Medium-Term Notes), Basel III compliant bonds, etc pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI. Bank may raise funds in one or more tranches in domestic and/or overseas market from eligible investors on private placement basis, as per the structure and limits permitted by RBI and other regulatory authorities on such terms and conditions determine/ considered appropriate by the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time. This would form part of the overall borrowing limits under Section 180(1)(c) of the Companies Act, 2013 as mentioned above which is sought to be enhanced to ₹ 70,000 Crore (Rupees Seventy Thousand Crore) or in equivalent foreign currency. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing investor regulations. Further, debt securities may be issued either at par/ premium/ discount to the face value depending upon the prevailing market conditions, as permitted by the relevant applicable regulations.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 7 of this Notice, for approval by the Members of the Bank. This resolution is an enabling resolution and authorises the Board of Directors of the Bank to offer or invite subscription for debt securities, as may be required by the Bank, from time to time, for a year from the date of passing this resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors



Place: Mumbai
Dated: April 19, 2017

Shivanand R. Shettigar
Company Secretary

ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE:

1. MR. AJAI KUMAR

Age	63 years
Date of first appointment on Board	January 29, 2016
Qualification	L.L.B, Post Graduate in Physics from University of Allahabad. Certified Associate of Indian Institute of Bankers
Brief Resume including experience	<p>Mr. Ajai Kumar has a distinguished career in banking industry having more than forty years of experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas (New York, USA) including as CMD of Corporation Bank, Executive Director of UCO Bank and as General Manager & Head of Technology and Retail Banking at Bank of Baroda.</p> <p>As CMD of Corporation Bank (<i>October 2011 to June 2013</i>), he provided strong leadership to take Bank to next level of Business and Next Generation Technology, implemented turnaround strategies successfully by creation of strong business processes and structures in the form of Circle Offices for better efficiency and controls, launching SME Loan Centres, Agriculture Business Development Cells, and several Gold Loan Shoppes. Under his leadership, Corporation Bank emerged as the Bank with very strong financials, best productivity, best asset quality and best customers services among its peers. The Bank was ranked No. 1 in the country for its performance in MSME finance for the year 2012-13 and honoured with National award by Prime Minister of India.</p> <p>Prior to Corporation Bank, Mr. Ajai Kumar was Executive Director of UCO Bank wherein, he had developed significant improvements in structures, systems and controls in operations, credit monitoring and supervision.</p> <p>He started his career with Bank of Baroda joining as a Direct Officer in the year 1973. In thirty-six years of service at Bank of Baroda, he held key responsibilities. He was in-Charge of New York operations covering compliance of US regulations and reporting to Federal Reserve bank, FDIC and NY State Banking Department. As head of Bank of Baroda Nassau, Bahamas Off Shore Operations, he was handling Investments, Money market operations, Forex trading, External Commercial Borrowings, etc. He also headed Retail Banking business, responsible for setting up of unique retail asset finance concept of Retail Loan Factory and it's roll out across the country which resulted in multi fold increase in efficiency with quality and created a benchmark in Banking industry for most customer friendly delivery model for retail products and services. He also launched Bancassurance for Life Insurance initiative of the Bank successfully and established the foundation of Life Insurance Business. As head Information Technology and IT Projects, successfully implemented the banking industry's most ambitious business Technology Enabled Business Transformation Program.</p> <p>He has been associated with YES Bank as Senior Strategic Advisor of the Bank (July 2014 to January 2016) before appointment on the Board.</p>

Mr. Ajai Kumar secured several awards and accolades in his illustrious career as a Banker and has also been honored with Outstanding Award for the paper submitted on “Knowledge Management - A Perspective for Public Sector Banks” in BECON 2003. He was also a Member of the Board of Directors at Indo Zambia Bank Ltd. and Multi Commodity Exchange of India Limited, and is currently holding directorship in Nuclear Power Corporation of India Limited and Metropolitan Stock Exchange of India Limited.

Nature of his expertise in specific functional areas	Mr. Kumar being a veteran Banker has expertise in the fields of Banking & Finance, HR, Agriculture, Investments, Treasury Operations, Information Technology, Risk Management, Business Management and Payment & Settlement Systems.
Other Directorship	Nuclear Power Corporation of India Limited Metropolitan Stock Exchange of India Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Audit Committee - Chairman Board Sub-Committee for Nomination and Remuneration Board Sub-Committee on Resources Mobilization
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company (as on April 19, 2017)	205
No. of board meetings attended during the year	5
Terms and conditions of appointment or re-appointment	Non-Executive Non-Independent Director liable to retire by rotation

2. MR. ASHOK CHAWLA

Age	66 years
Date of first appointment on Board	March 05, 2016
Qualification	M.A. in Economics from the Delhi School of Economics (1972) and joined the Indian Administrative Service in 1973.
Brief Resume including experience	Mr. Ashok Chawla was appointed as Independent Director of YES Bank Limited by the Shareholders on June 7, 2016 for a period of five years and took charge as Non-Executive (Independent) Part-time Chairman of the Bank on October 30, 2016 for a period of three years as approved by RBI. Prior to joining YES BANK, Mr. Ashok Chawla was the Chairman of the Competition Commission of India (“CCI”). Mr. Chawla has been a distinguished civil servant with over 40 years of experience in various sectors of the economy in India as well as in International Multilateral agencies. He obtained his Masters in Economics from the Delhi School of Economics in 1972 and joined the Indian Administrative Service in 1973. He started his career in the State of Gujarat and held various positions, including Chief Executive of important State-Owned enterprises. Notably, he was the head of the multi-billion dollar Sardar Sarovar Narmada multi-purpose project.

In the late 1980's, he was posted as Economic Counsellor in the Indian Embassy in Washington DC, USA. Between 1998 and 2011, Mr. Chawla worked in several senior positions in the Federal Government at Delhi. He has been Permanent Secretary in key ministries of the Government of India such as Finance, Economic Affairs, and Civil Aviation.

He has been on the Boards of Reserve Bank of India, Insurance Regulatory and Development Authority, State Bank of India and Life Insurance Corporation of India. He was also at different points in time India's Executive Director on the International Fund for Agricultural Development, Alternate Governor for India at the World Bank and at the Asian Development Bank.

Mr. Chawla had also held leadership positions in the corporate sector. He has been Chairman and Managing Director of Indian Petrochemicals Corporation Limited and a Director on the Oil and Natural Gas Corporation (ONGC).

In view of his rich and diversified experience, after his retirement from the civil service, he was appointed as the Chairman of the CCI for the period 2011-2016. The CCI is a new market-economy regulator to ensure fair play by business and Industry and it gained immensely in stature during this period.

Mr. Chawla is also Chairman of the National Stock Exchange of India and the Governing Council of The Energy and Research Institute (TERI), a not-for-profit policy research organization, working in the fields of energy, environment and sustainable development.

Nature of his expertise in specific functional areas	Mr. Chawla has expertise in Finance, Banking, Insurance and Infrastructure and diverse experience being on the board of several companies and international organizations.
Other Directorship	National Stock Exchange of India Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Audit Committee Stakeholders Relationship Committee - Chairman
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company (as on April 19, 2017)	Nil
No. of board meetings attended during the year	5
Terms and conditions of appointment or re-appointment including remuneration	As approved by RBI vide approval letter dated August 12, 2016 referred in the proposed resolution No. 5
Remuneration last drawn	Only sitting fees of Rs. 9 lakh before appointment as Non-Executive Chairman

By Order of the Board of Directors



Shivanand R. Shettigar
Company Secretary

Place: Mumbai
Dated: April 19, 2017

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FORM NO. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

YES BANK LIMITED

CIN: L65190MH2003PLC143249

Registered Office: 9th Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018, India.
Tel.: +91(22)3366 9000 Fax: +91(22)2421 4518 Website: www.yesbank.in Email: shareholders@yesbank.in

Name of the member(s):

Registered address:

E-mail ID:

Folio No./Client ID:

DP ID:

I/We, being the member (s) holding shares of the above named Bank, hereby appoint

1. Name: Address:
E-mail ID: Signature:, or failing him
2. Name: Address:
E-mail ID: Signature:, or failing him
3. Name: Address:
E-mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Bank, to be held on the Tuesday, June 06, 2017 at 4:00 P.M. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS:			
1	Adoption of standalone and consolidated financial statements for the year ended March 31, 2017		
2	Approval of dividend on equity shares		
3	Appoint a director in place of Mr. Ajai Kumar (DIN: 02446976), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ratification of appointment of M/s. B S R & Co. LLP., Chartered Accountants as Auditors and fixation of remuneration thereof		
SPECIAL BUSINESS:			
5	Taking on record the approval accorded by Reserve Bank of India (RBI) for appointment including the terms of appointment of Mr. Ashok Chawla (DIN - 00056133) as Non-Executive Part-Time Chairman of the Bank and to approve his remuneration in terms of RBI Approval.		
6	Approval for increase in the borrowing limits from ₹ 50,000 Crore to ₹ 70,000 Crore		
7	Approval for borrowing/ raising funds in Indian/ foreign currency by issue of debt securities upto ₹ 20,000 Crore (the "NCDs") to eligible investors on private placement basis		

Signed this day of 2017.

Signature of shareholder

Signature of Proxy holder(s)

Affix ₹ 1/-
Revenue
Stamp Here

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank addressed to the "Company Secretary", not later than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent of the total share capital of the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



YES BANK LIMITED

CIN: L65190MH2003PLC143249

Registered Office: 9th Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018, India.
Tel.: +91(22)3366 9000 Fax: +91(22)2421 4518 Website: www.yesbank.in Email: shareholders@yesbank.in

ATTENDANCE SLIP

Folio No. DP ID Client ID

Name of Member:

Name of Proxy holder:

Number of Shares Held:

I hereby record my presence at the THIRTEENTH ANNUAL GENERAL MEETING of the YES BANK LIMITED held on Tuesday, June 06, 2017 at 4:00 P.M., at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018.

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Signature of Member/Proxy

Notes:

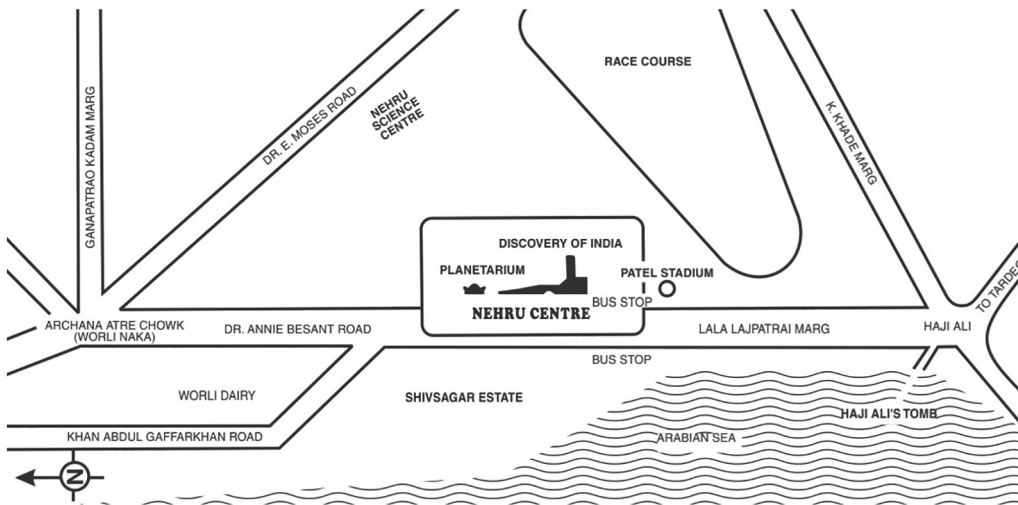
- (1) Members/Proxyholders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.



Venue of the 13th Annual General Meeting of YES BANK Limited
to be held on Tuesday, June 06, 2017 at 4:00 P.M.

Venue Address : Hall of Culture, Ground Floor, Nehru Centre,
Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018

Map of Venue below



Location Map of Nehru Centre