

YBL/CS/2022-23/025

June 15, 2022

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

BSE Limited

Corporate Relations Department
P.J. Towers, Dalal Street
Mumbai - 400 001
Tel.: 2272 8013/15/58/8307
BSE Scrip Code: 532648

Dear Sirs,

Sub.: Notice of 18th Annual General Meeting (AGM) of the Bank

This is further to our intimation vide Letter No. YBL/CS/2022-23/021 dated June 08, 2022 wherein the Bank had intimated regarding the **18th Annual General Meeting (AGM)** of the Bank. Please find attached herewith a copy of the **Notice of the AGM** of the Bank scheduled to be held on **Friday, July 15, 2022 at 10:30 AM** through video-conferencing (VC) / other audio-visual means (OVAM).

The Notice of 18th AGM, Annual Report for FY 2021-22 have also been made available on the website of the Bank at the link <https://www.yesbank.in/about-us/investors-relation/financial-information/annual-reports>.

The Bank shall commence dispatch (by electronic means) of the Notice of 18th AGM and the Annual Report for FY 2021-22 to the shareholders from today i.e. June 15, 2022.

Members holding shares in physical mode may register/update their email address with the Registrar & Share Transfer Agent of the Bank i.e. KFin Technologies Limited as per the instructions mentioned in the Notice of AGM. Members holding shares in demat mode may register their email address by contacting their respective Depository Participant.

We request you to take above on your record and disseminate to all concerned.

Thanking you,

Yours faithfully,

For **YES BANK LIMITED**

Shivanand R. Shettigar
Company Secretary



YES BANK LIMITED

CIN - L65190MH2003PLC143249

Registered Office: YES BANK House, Off Western Express Highway, Santacruz East, Mumbai 400055, Maharashtra, India

Telephone No.: +91 (22) 5091 9800, +91 (22) 6507 9800 **Fax:** +91 (22) 2619 2866

Website: www.yesbank.in **Email Id:** shareholders@yesbank.in

NOTICE

NOTICE is hereby given that the **Eighteenth Annual General Meeting** ('AGM') of the Members of **YES BANK LIMITED** (the 'Bank') will be held on Friday, July 15, 2022 at 10.30 AM, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

- a. the audited standalone financial statements of the Bank for the financial year ended March 31, 2022 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, 2022 and the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. To authorise capital raising through an issuance of debt instruments:

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949, Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars, directions and guidelines issued by the 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 authorised 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 and including securities to be issued from its offshore branches and/or the IBU situated at the GIFT City IFSC in accordance with applicable regulations issued by RBI from time to time) for an amount up to **₹10,000 Crore (Rupees Ten Thousand Crore Only)** (collectively the 'debt securities') by the Bank, in one or more tranches and/or series, in domestic and/or overseas market, secured or unsecured, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement or otherwise 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 authorised to appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilising agents, bankers,

lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of debt securities on one or more recognised stock exchange(s) as may be required.

RESOLVED FURTHER THAT the Board, be and is hereby authorised 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 document(s) 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."

3. To approve amendments to the Employees Stock Option Scheme of the Bank, namely YBL Employee Stock Option Scheme 2020:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 7(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/FAQs issued thereunder, as amended from time to time ("SEBI (SBEB & SE) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), other circulars, guidelines, directions, if any, issued from time to time, by SEBI and the Reserve Bank of India ("RBI Guidelines") and all other concerned authorities to the extent applicable, the provisions of any other applicable laws and regulations (including any statutory

amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Bank, and subject to such approval(s), consent(s), permission(s) and sanction(s) of the Government of India, SEBI, RBI and all other appropriate authorities, institutions or bodies, as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Bank ('NRC') which also acts as the compensation committee, and/or such other persons as may be authorised in this regard by the Board and/or NRC), approval/consent of the members be and is hereby accorded for amending/varying the employee stock option scheme of the Bank i.e. 'YBL ESOS - 2020' which was approved by the members at the 14th Annual General Meeting of the Bank held on June 12, 2018 and was amended by the members at the 16th Annual General Meeting of the Bank held on September 10, 2020:

- i. by increasing the number of employee stock options ("Options") reserved thereunder from 22,50,00,000 (Twenty Two Crore and Fifty Lakh) to 47,50,00,000 (Forty Seven Crore and Fifty Lakh) Options by creating an additional reserve of 25,00,00,000 (Twenty Five Crore) Options for grant to the eligible employees of the Bank, from time to time, in one or more tranches, convertible into equal number of equity shares of the Bank of face value of ₹ 2/- each fully paid-up upon exercise, with the additional equity shares corresponding to additional Options.
- ii. by increasing the maximum limit of Options to be granted per employee from 50,00,000 (Fifty Lakh) to 1,50,00,000 (One Crore Fifty Lakh).
- iii. by aligning the Scheme with the SEBI (SBEB & SE) Regulations.

RESOLVED FURTHER THAT the revised ESOS Scheme covering the above amendments be and is hereby approved and adopted by the members.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the Scheme

are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT consent of the members be and is accorded to the Board to create, offer, issue and allot additional equity stock options not exceeding 25,00,00,000 (Twenty Five Crore) (within overall ceiling mentioned in the Scheme, into equivalent equity shares each to the eligible employees as determined by the Board/NRC at its sole discretion and as per the amended ESOS Scheme.

RESOLVED FURTHER THAT the equity shares so issued as mentioned hereinabove shall rank pari passu with the then existing equity shares of the Bank.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares that are issued by the Bank for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of options/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Bank are split-up or consolidated, then the number of shares to be transferred and the exercise price payable by the option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be in the same proportion as the present face value of ₹ 2/- per equity share bears to the revised face value of the equity shares of the Bank after such split-up or consolidation, without affecting any other rights or obligations of the said option grantees.

RESOLVED FURTHER THAT the Bank shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to

implement, formulate, evolve, decide upon and bring into effect the ESOS Scheme on such terms and conditions as broadly contained in the explanatory statement to this Item No. 3 and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS Scheme (within the contours of the ESOS Scheme), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOS Scheme in such manner as the Board or any other person authorised by the Board may determine.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to framing rules relating to taxation matters arising out of grant/exercise of stock options and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereof, for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot the equity shares upon exercise of options from time to time in accordance with the ESOS Scheme and such equity shares shall rank pari passu with all the existing equity shares of the Bank for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted in accordance with the ESOS Scheme on the Stock Exchanges where the securities of the Bank are listed as per the provisions of the SEBI LODR Regulations, the SEBI (SBEB & SE) Regulations and other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, and with the power on behalf of the Bank to settle all questions, difficulties

or doubts that may arise in relation to the implementation of the ESOS Scheme and to the shares (including to amend or modify any of the terms thereof within the contours of the ESOS Scheme) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of the aforesaid Resolution.”

4. **To approve material related party transactions with State Bank of India and material modification(s) thereto:**

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

“**RESOLVED THAT** in partial modification of the ordinary resolution passed by the Members of the Bank through Postal Ballot on March 31, 2022 and pursuant to the Section 188 of the Companies Act, 2013 (the “Act”) and applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) circular (s) thereof for the time being in force) (“LODR Regulations”) and the Bank’s policy on Related Party transaction(s), approval of Members 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(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), for carrying out and /or continuing with contracts/arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for each Financial Year 2022-23, 2023-24 and 2024-25 with State Bank of India (“SBI”), being a related party of the Bank, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

- a) Availing of any loans or advances, or any other form of Fund-based facilities, and/ or guarantees, letters of credit, or any other form of Non-Fund based facilities (including buyers credit and other trade related facilities) by or on behalf of the Bank, sanctioned up to an amount and on such terms and conditions (including rate of interest, security, tenure etc.) as permissible under applicable laws and the relevant policies of SBI;
- b) Granting of any loans and advances or any other form of Fund-based facilities, and/ or guarantees, letters of credit, or any other form of Non-Fund based facilities including trade, buyers credit, bank guarantees and other trade related facilities to or on behalf of SBI, sanctioned up to an amount and on such terms and conditions (including rate of interest, security, tenure etc.) as permissible under applicable laws and the relevant policies of the Bank;
- c) Repurchase (repo) transactions and other permitted inter-bank treasury related transactions (including Certificate of Deposits/ Derivative transactions) as permissible under applicable regulations;
- d) Availing of Cash Management Facilities for offload of excess cash by the Bank’s branches;

notwithstanding the fact that all such contracts/ arrangements/ transactions during each Financial Year 2022-23, 2023-24 and 2024-25, whether individually and/ or in the aggregate may exceed Rupees 1,000 crore or 10% of the annual consolidated turnover of the Bank as per the last audited financial statements of the Bank, whichever is lower.

RESOLVED FURTHER THAT the aforesaid contracts/arrangements/ transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Bank and the contracts/arrangements/ transactions by way of continuation(s) or renewal(s) or extension(s) or fresh and independent transaction(s) or otherwise with SBI for an aggregate limit which shall not exceed ₹ 15,000

Crore (Rupees Fifteen Thousand Crore) during each Financial Year 2022-23, 2023-24 and 2024-25 and any modification(s) of such contracts/arrangements/transactions up to 10% of the proposed limit of each transaction type as approved by Members of the Bank.

RESOLVED FURTHER THAT the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Bank for execution of contracts/arrangements/ transactions and to give effect to this Resolution."

5. To approve the payment of fixed remuneration to Non-Executive Directors of the Bank:

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

"RESOLVED THAT in supersession of the Resolution passed at the Twelfth Annual General Meeting held on June 7, 2016 and pursuant to the relevant provisions of Sections 197 and other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949 and the circulars/notifications and guidelines issued by the Reserve Bank of India (RBI), in this regard, from time to time, including the RBI Notification dated April 26, 2021 on 'Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board' and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and subject to other regulatory approvals as may be required, consent of the Members, be and is hereby accorded to pay compensation in the form of fixed remuneration of not exceeding

₹ 20,00,000/- (Rupees Twenty Lacs only) per annum to each Non-Executive Director (other than part-time Chairman), effective from April 1, 2021.

RESOLVED FURTHER THAT the above fixed remuneration is in addition to the payment of sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings to the Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Bank (including the Nomination and Remuneration Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of remuneration, apportionment, if any and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid Resolution."

6. To approve payment of remuneration to Mr. Prashant Kumar (DIN: 07562475) as Managing Director and Chief Executive Officer of the Bank:

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

"RESOLVED THAT pursuant to Section 35B and other applicable provisions of the Banking Regulation Act, 1949, the rules, circulars and guidelines issued by the Reserve Bank of India ("RBI"), the applicable provisions of the Companies Act, 2013 as amended, read with the relevant rules made thereunder (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee ("N&RC") and approval of the Board of Directors of the Bank and in accordance with the approval granted by RBI vide letter dated April 12, 2022, approval of the members of the Bank, be and is hereby accorded for payment of remuneration to Mr. Prashant Kumar as Managing Director and Chief Executive Officer of the Bank (MD & CEO) as under effective from Financial Year 2021-22.

NOTICE

Particulars	Remuneration Per Annum (₹)
PART-A: Fixed Pay (including perquisites)	
1. Basic Salary	49,50,000
2. Dearness allowance	-
3. Retiral/Superannuation benefits:	
(a) Provident Fund	5,94,000
(b) Gratuity	2,38,095
(c) Pension	NA
(d) Superannuation	NA
4. Leave Fare Concession/ Allowance	4,12,500
5. Other fixed allowances (Consolidated allowance, if any, to be given with details of heads it subsumes.)	1,15,50,000
6. Perquisites:	
(i) Free Furnished House and its maintenance/ House Rent Allowance (the figure indicate the maximum limit of ₹ 6 lakhs pm and includes monthly rent, cost of deposit @ 8% pa and house maintenance cost)	72,00,000
(ii) Conveyance Allowance/Free use of bank's car for	
a) Official purposes (Toyota Camry – costed @₹2200/- per lakh of car value)	14,52,000
b) Private purposes (Toyota Altis – approx. cost ₹35 lakh costed @₹2200/- per lakh of car value)	9,24,000
(iii) Driver(s)' salary 2 Drivers expenses (maximum annual limit including salary, overtime, uniforms etc.)	8,00,000
(iv) Club Membership(s) 2 clubs (1 social and 1 business)	9,50,000
(v) Reimbursement of medical expenses	NA
(vi) Any other perquisites	
(a) Furniture/White goods (Not exceeding ₹20 lakh once in service – Apportioned over 5 years. Purchase or renting may be considered)	4,00,000
(b) Gas, Electricity & Water (Actual subject to maximum annual limit)	4,00,000
(c) Life Insurance/Personal Accident Insurance	2,60,000
(d) Residence Telephone (Actual subject to maximum annual limit)	60,000
Total Fixed pay (including perquisites)	3,01,90,595

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for payment of variable pay to Mr. Prashant Kumar as MD&CEO of the Bank, comprises of Performance Bonus (Cash) and Performance Employee Stock Options (PESOP) at the end of the each financial year, determined by N&RC and Board of Directors and as may be

approved by RBI, which is linked to Organisational Performance, Business Unit Performance and Individual Performance and governed by the RBI Circular No. RBI/2019- 20/89 DOR.Appt. BC.No.23/29.67.001/2019-20 dated November 4, 2019, RBI guidelines and the Total Rewards Policy of the Bank, with necessary claw-back and malus clauses.

RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to alter, modify, vary or increase the amount of remuneration including the annual performance bonus and perquisites, payable or to be paid to Mr. Prashant Kumar, from time to time during his tenure as MD & CEO of the Bank, to the extent the N&RC and Board may consider appropriate and as may be permitted or authorised by the RBI on an application made by the Bank.

RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said resolution, as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein, to any director(s) and / or officer(s) of the Bank to give effect to this Resolution."

ALTERNATE BOARD:

Further, the Resolutions appended herein below for the constitution of the alternate Board of Directors of YES Bank Limited as per the Yes Bank Limited Reconstruction Scheme, 2020 notified by the Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020 and in accordance with the procedure laid down in the Memorandum of Association and the Articles of Association of YES Bank Limited are proposed to be passed as Special/Ordinary Resolutions (as applicable) .

7. To appoint Mr. Atul Malik (DIN - 07872539) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Regulations 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), and subject to the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. Atul Malik (DIN - 07872539)**, who was co-opted as a Non-Executive Director as per Clause 5(5) of the Yes Bank Limited Reconstruction Scheme, 2020 notified by the Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020 read with the Memorandum and Articles of Association of the Bank, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, who has submitted his consent and a declaration that he meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and is eligible for appointment as an Independent Director of the Bank, be and is hereby appointed as an Independent Director of the Bank for a period of five (5) consecutive years upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations) and who shall not be liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion

deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution.”

8. To appoint Ms. Rekha Murthy (DIN - 07825183) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Regulations 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), and subject to the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Ms. Rekha Murthy (DIN - 07825183)**, who was co-opted as a Non-Executive Director as per Clause 5(5) of the Yes Bank Limited Reconstruction Scheme, 2020 notified by the Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020 read with the Memorandum and Articles of Association of the Bank, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing her candidature for the office of Director, who has submitted her consent and a declaration that she meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and is eligible for appointment as an Independent Director of the Bank, be and is hereby appointed as Independent Director of the Bank for a period of five (5) consecutive years upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations) , and who shall not liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any

Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution.”

9. To appoint Mr. Sharad Sharma (DIN - 05160057) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Regulations 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), and subject to the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. Sharad Sharma (DIN - 05160057)**, who was co-opted as a Non-Executive Director as per Clause 5(5) of the Yes Bank Limited Reconstruction Scheme, 2020 notified by the Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020 read with the Memorandum and Articles of Association of the Bank and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, who has submitted his consent and a declaration that he meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and is eligible for appointment as an Independent Director of the Bank, be and is hereby appointed as

an Independent Director of the Bank for a period of five (5) consecutive years upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), and who shall not liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution.”

10. To appoint Ms. Nandita Gurjar (DIN - 01318683) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Regulations 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), and subject to the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Ms. Nandita Gurjar (DIN - 01318683)**, in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing her candidature for the office of Director, who has submitted her consent and a declaration that she meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the

LODR Regulations and is eligible for appointment as an Independent Director of the Bank, be and is hereby appointed as an Independent Director of the Bank for a period of five (5) consecutive years upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), and who shall not liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution.”

11. To appoint Mr. Sanjay Kumar Khemani (DIN - 00072812) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Regulations 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), and subject to the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. Sanjay Kumar Khemani (DIN - 00072812)**, in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, who has submitted his consent and a declaration

that he meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and is eligible for appointment as an Independent Director of the Bank, be and is hereby appointed as an Independent Director of the Bank for a period of five (5) consecutive years upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), and who shall not liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution.”

12. To appoint Mr. Sadashiv Srinivas Rao (DIN - 01245772) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India, and Regulations 17, 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), and subject to the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. Sadashiv Srinivas Rao (DIN - 01245772)**, in respect of whom the Bank has received a notice in

writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, who has submitted his consent and a declaration that he meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and is eligible for appointment as an Independent Director of the Bank, be and is hereby appointed as an Independent Director of the Bank for a period of five (5) consecutive years upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), and who shall not liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution."

13. To appoint Mr. T Keshav Kumar (DIN – 09623382) as a Non Executive Non Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ("RBI") from time to time, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. T Keshav Kumar (DIN – 09623382)** in respect

of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as a Non Executive Non Independent Director of the Bank, liable to retire by rotation, upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations).

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution."

14. To appoint Mr. Sandeep Tewari (DIN – 09623300) as a Non Executive Non Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ("RBI") from time to time, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. Sandeep Tewari (DIN – 09623300)** in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as a Non Executive Non Independent Director of the Bank liable to retire by rotation, upon the receipt

of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations).

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution."

15. To approve the appointment of Mr. Prashant Kumar (DIN: 07562475) as a Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 (the "**Act**") and rules made thereunder, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ("**RBI**") from time to time, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the provisions of the Articles of Association of the Bank, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. Prashant Kumar (DIN: 07562475)**, who was appointed as the Managing Director & Chief Executive Officer of the Bank as per

the Yes Bank Limited Reconstruction Scheme, 2020 notified by the Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as a Director of the Bank upon the receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations).

RESOLVED FURTHER THAT the Board (i.e. the alternate Board, which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this Resolution."

By Order of the Board
For YES BANK Limited



Shivanand R. Shettigar
Company Secretary
(Membership No: FCS 4105)

Place: Mumbai
Date: June 8, 2022

Registered office:
YES BANK House,
Off Western Express Highway,
Santacruz East, Mumbai 400055,
Maharashtra, India

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India as approved by the Central Government on General Meetings (SS-2) setting out material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
2. **General instructions for accessing and participating in the 18th AGM through VC/OAVM Facility and voting through electronic means including remote e-voting:**
 - a. In compliance with the provisions of the Ministry of Corporate Affairs ('MCA') General Circular No. 2/2022 dated May 5, 2022 and 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 alongwith Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as 'Applicable Circulars') given various relaxations including, holding of the AGM through VC/ OAVM and relaxation from dispatching of physical copy of Annual Report, in view of COVID-19 restrictions and social distancing norms.

Accordingly, in compliance with the provisions of the Act, SEBI LODR Regulations and the Applicable Circulars, the 18th AGM of the Bank is being conducted through VC/OAVM Facility, without the physical presence of members.
 - b. Pursuant to Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Bank. Since the AGM is being held through VC, in accordance with the Applicable Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the 18th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 - c. In pursuance of Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
 - d. 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.
 - e. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.
 - f. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 18th AGM through VC/OAVM facility and e-voting during the 18th AGM.
 - g. Members may join the 18th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 10:15 A.M. IST i.e. 15 minutes before the time scheduled to start the 18th AGM and the Bank may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 18th AGM.
 - h. The facility of participation at the 18th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis as per MCA Circular. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee of the Board, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR Regulations, the Bank is providing facility of remote e-voting to its members holding shares in physical or dematerialised form, as on the cut-off date, being Friday, July 8, 2022, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on the businesses specified in the accompanying Notice (the "Remote e-voting").

3. The instructions and other information relating to e-voting are as under:

- a. The remote e-voting period begins on Tuesday, July 12, 2022 at 10:00 A.M. and ends on Thursday, July 14, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- b. A person who is not a member as on the cut- off date should treat this Notice of 18th AGM for information purpose only.

4. The instructions of shareholders for e-voting and joining virtual meetings are as under:

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Step 1: Login method for e-voting and joining virtual meetings:

(A) For Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible Bank where the evoting is in progress as per the information provided by the Bank. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting his/her vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

NOTICE

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the Bank name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(B) For shareholders holding shares in Physical mode and shareholders other than individual holding in Demat mode.

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Mode should enter Folio Number registered with the Company/ Bank.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat mode and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company/ bank, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

For shareholders holding shares in physical mode and other than individual shareholders holding shares in Demat mode.

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both shareholders holding shares in demat mode as well as physical mode) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Bank/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank's records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Bank, please enter the member id / folio number in the Dividend Bank details field (c).

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Shareholders holding shares in physical mode will then directly reach the Bank selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for

e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 2: Cast your vote electronically and join General Meeting on CDSL e-Voting system:

1. After successful login at Step 1, Click on the EVSN for the relevant <Company/Bank Name> on which you choose to vote.
 2. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 3. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 4. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 5. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 6. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 7. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 5. Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser by e-mail to narasimhan.b8@gmail.com and with a copy marked to CDSL at helpdesk.evoting@cdslindia.com and to the Bank at AGM@yesbank.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

6. Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of the Bank will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good connectivity to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- (viii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

7. Process for those shareholders whose email/ mobile no. are not registered with the Bank/ Depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (i) Members holding shares in **physical mode** may register/ update their email address/ mobile no. and any other details in prescribed form ISR-1 with the Registrar and Transfer Agent ("RTA") of the Bank i.e. Kfin Technologies Limited ("Kfintech"). The Bank has sent letters for furnishing the details as required under SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Norms for updation are also available at the website of the Bank at https://www.yesbank.in/pdf?name=normsforprocessinginvestorservice_pdf.pdf
- (ii) Members holding shares in **demat mode** may register their email address/update Bank account mandate by contacting their respective Depository Participant ("DP").

Alternatively, you may send a request to CDSL at helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

8. Procedure for Speaker Registration and to raise questions / seek clarifications with respect to Annual Report:

- a. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request

in the below given form from their Registered Email ID to AGM@yesbank.in till Monday, July 11, 2022. Only those members who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

Speaker Registration Form *

Name of Shareholder (including joint holder)
DPID-CLID /Folio Number
Permanent Account Number (PAN)
Mobile Number
Query in brief

* All fields are mandatory

- b. The Bank reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- c. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at AGM@yesbank.in. The same will be replied by the Bank suitably.

9. General instructions:

- (i) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- (ii) Kindly refer Corporate Governance Report - Shareholder Information to know the process for claiming unclaimed dividends.
The Bank has uploaded the details of unpaid and unclaimed dividend amounts lying with the Bank as on March 31, 2021 as well as dividend/ shares transferred to IEPF on the website of the Bank (www.yesbank.in), as also on the website of the Ministry of Corporate Affairs.
- (iii) 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 KFin Technologies Limited ('KFinTech'), 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.
- (iv) Brief profile and other required information about the appointment of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, is enclosed to this Notice.
- (v) Pursuant to the provisions of SS-2, the requisite information about the Directors to whom the remuneration is paid/payable, is also enclosed to this Notice.
- (vi) The certificate from the Secretarial 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 and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the members of the Bank, will be available for inspection.
- (vii) All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to AGM@yesbank.in with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 18th AGM on the website of the service provider www.evotingindia.com. Shareholder would be able to view documents under the EVSN of the Bank after entering their log-in credentials. This Notice and the Annual Report will also be available on the Bank's website www.yesbank.in for download.
- (viii) 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.
- (ix) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/ Depositories. Members may note that the Notice and Annual Report for FY 2021-22 will be available on the Bank's website www.yesbank.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Service Provider, www.evotingindia.com.
- (x) In support of the Green Initiative, the Bank hereby requests Members who have not updated their email IDs to update the same with their respective

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Depository Participant(s) or with KFinTech, 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).

- (xi) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details in prescribed form **ISR-1** to KFinTech. The forms for updating the same are available at https://www.yesbank.in/pdf?name=normsforprocessinginvestorservice_.pdf.

Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, KFinTech is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Bank shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

- (xii) 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 Friday, July 8, 2022, subject to

the provisions of the Banking Regulation Act, 1949, as amended.

- (xiii) Your Bank is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of CDSL at www.evotingindia.com using their secure login credentials. Members are encouraged to use this facility of webcast.
- (xiv) The Board of Directors has appointed Mr. B Narasimhan, Proprietor of B. N. & Associates, Practicing Company Secretary or failing him, Mr. Avinash Bagul, Partner, of M/s BNP & Associates, Practicing Company Secretaries as a Scrutiniser to scrutinise the voting process in a fair and transparent manner.
- (xv) The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- (xvi) The Results on above resolutions shall be declared within two working days of 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.
- (xvii) The Results of voting declared along with Scrutiniser's Report(s) will be displayed on the website of the Bank (www.yesbank.in) and on Service Provider's website (www.evotingindia.com) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited. The result of the e-voting will also be displayed at the Registered Office of the Bank.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

Item No. 2

To authorise capital raising through an issuance of debt instruments:

In terms of Section 42 of the Companies Act, 2013 ('Act') read with Rule 14 and other applicable Rules of the 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, in case of the offer or invitation, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in Section 180(1)(c) of the Act, 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.

For enabling the Bank to evaluate a potential fund raising at an appropriate time, the Board of Directors seek approval from Members of the Bank for borrowing/raising funds in Indian/ foreign currency by issue of debt securities up to ₹10,000 Crore (Rupees Ten 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 Reserve Bank of India. The 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 Reserve Bank of India and other regulatory authorities on such terms and conditions determined/considered appropriate by the Board of Directors or any Committee(s) thereof or such other persons as may be authorised by the Board, from time to time. This would form part of the overall borrowing limits under Section 180(1)(c) of the Act. This resolution under Section 42 of Act shall be valid for a period of one (1) 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. 2 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.

Item No. 3

To approve amendments to the Employees Stock Option Scheme of the Bank, namely YBL Employee Stock Option Scheme 2020:

The Bank had introduced an employee stock option scheme under the name 'YBL Employee Stock Option Scheme 2018' ("YBL ESOS-2018") to attract, retain, motivate and incentivise its eligible employees vide shareholders' special resolution dated June 12, 2018. Subsequently, the Bank had amended the YBL ESOS-2018 to increase the aggregate number of employee stock options ("Options") from 7,50,00,000 (Seven Crore Fifty Lakh) Options to 22,50,00,000 (Twenty-Two Crore Fifty Lakh) Options with change in nomenclature of 'YBL ESOS-2018' to 'YBL Employee Stock Option Scheme 2020' ("YBL ESOS-2020"/ "Scheme") vide shareholders' special resolution dated September 10, 2020.

In the meantime, it is appreciated that the Bank would require more quantum of Options in view of its increasing human resources particularly with a view to attract, retain, and motivate its critical resources for sustained corporate growth and profitability. Further, the share capital of the Bank has increased from 230.29 crore shares in 2018 when the YBL ESOS-2018 (options reserve of 7.50 crores) was approved to ₹ 2505.49 crore shares in 2022 (proposed options reserve of 47.50 crores). Since the current paid up capital consisted of 2,505 crore shares, the increase of options would be a dilution of only 1.0% towards a two-year ESOP requirement, i.e. approximately 0.5% per annum. Further, it may be noted that in line with the RBI Circular No. RBI/2019-20/89 DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019, the Bank is under obligation to pay part of the overall compensation in the form of Share Linked Instruments for senior executives of the Bank as variable pay with a linkage to Organisational, Business Unit and Individual Performance and governed by Compensation Policy of the Bank, with necessary malus and claw-back arrangements.

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The Bank is committed to create entrepreneurial teams to grow the business and deliver superior shareholder return. In order to drive the Bank's long term strategic plan, it is imperative that the senior executives of the Bank are aligned with the long term objective and contribute and in turn are rewarded with the long term success of the organisation. Keeping in mind the above, the proposed enhancement of the total number of options and other factors such as considerable variation in the stock price & corresponding impact on the Black Scholes value in last few years and to meet the RBI requirement of Variable Pay in form of Share linked instruments for senior executives, the Bank intends to revise the maximum limit of Options to be granted per individual employee. The proposal has been made considering the ESOP allocation for the two financial years (FY2022 and FY2023). Further revisions to this, if required, shall be recommended for approval to shareholders accordingly.

As per the above background, it is proposed to amend the Scheme:

- i. by increasing the Options reserve from 22,50,00,000 (Twenty Two Crore and Fifty Lakh) to 47,50,00,000 (Forty Seven Crore and Fifty Lakh) Options by creating additional 25,00,00,000 (Twenty Five Crore) Options.
- ii. by increasing the maximum number of Options to be issued per employee from 50,00,000 (Fifty Lakh) to 1,50,00,000 (One Crore Fifty Lakh).

It is also thought expedient to amend the Scheme with a view to align it with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and to comply with the requirements of the Guideline No. DOR.Appt. BC.No.23/ 29.67.001/2019-20 dated November 4, 2019 issued by the Reserve Bank of India ("RBI Guidelines").

The aforesaid proposed variation is not detrimental to the interests of any existing option grantees. The beneficiaries of the proposed variations shall be the existing grantees as well as the employees whom fresh grant shall be made in future.

Given the details of amendments, rationale thereof and beneficiaries of such variation, consent of the members is being sought by way of a special resolution pursuant to Regulation 7(1) of the SEBI (SBEB & SE) Regulations read with Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 3 of this Notice, for approval by the Members of the Bank.

The afore-stated proposals were recommended by the NRC to the Board and the same were approved by the Board at its meetings held on April 27, 2022 and April 30, 2022 respectively:

Features of the Scheme shall remain the same as originally approved except for the provisions sought to be revised as stated above. However, all the features are reproduced again in terms of SEBI (SBEB & SE) Regulations as under:

a) Brief description of the Scheme:

The Bank proposes to implement the Scheme primarily with a view to attract, retain, motivate and reward the eligible employees of the Bank. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Bank subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

b) Total number of Options to be granted:

The Scheme comprises creation on an Option pool of 25,00,00,000 (Twenty Five Crore) Options entitling the option grantees to subscribe to an aggregate of 25,00,00,000 (Twenty Five Crore) equity shares of the Bank of the face value of ₹ 2/- each. The aforementioned Options pool consists of the existing pool of 22,50,00,000 (Twenty Two Crore Fifty Lakh) Options enhanced by 25,00,00,000 (Twenty Five Crore) now proposed, thereby taking the total Options pool to 47,50,00,000 (Forty Seven Crore and Fifty Lakh) Options.

Each Option upon exercise shall be convertible into one equity share of face value of ₹ 2/- fully paid-up. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The NRC is authorised to re-grant such lapsed / cancelled Options as per the terms of Scheme. However, once underlying shares are delivered upon exercise of Options, the shares reserved for Scheme purposes would reduce.

In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, the ceiling of Options/ underlying equity shares shall be

deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the employee stock option Scheme:

The current and future employees of the Bank and its subsidiary companies in India and/or abroad, subject to regulatory regulations/guidelines, would be eligible for grants based on eligibility criteria including but not limited to the management band, performance, potential, and tenure of service of the employee. However, following classes of employee/director shall not be eligible who is:

- a) An employee who is a promoter or person belonging to promoter group; and
- b) A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Bank.

d) Requirements of vesting and period of vesting:

The vesting period shall commence on the expiry of one year from the date of grant of the Options and could extend up to five years from the date of grant of the Options. The Options could be granted in tranches and could vest in tranches or at one time and the vesting schedule for each tranche and conditions subject to which vesting would take place will be decided by the NRC and will be outlined in the grant letter which will be issued to each employee.

e) The maximum period within which the options shall be vested:

From the date of grant of the Options, the Options shall vest in the employees within such period as may be prescribed by the NRC, which period, as mentioned above, shall not be less than one year and not more than five years from the date of grant of the Options.

f) Exercise price or pricing formula:

The Options would be issued to the eligible employees at a price being the price quoted on the stock exchange(s) on the previous day on which the Options are granted. Since, the shares of the Bank are listed on more than one stock exchange in India, the closing price on the stock exchange having higher trading volume shall be considered as the market price.

g) Exercise period and the process of exercise:

Exercise period is a period, as may be determined by NRC for each grant, commencing from the vesting date and expiring on completion of such period not exceeding ten (10) years from the grant date.

The option grantee may exercise the Options by submitting the exercise form to the Bank accompanied by payment, including applicable taxes, of an amount equivalent to the exercise price in respect of issue of equity shares. The NRC may determine the procedure for exercise from time to time. Upon receipt of the exercise form and the payment of the exercise price along with applicable taxes in a form and manner as stipulated in the Scheme or by the NRC, the Bank shall issue and allot shares to the option grantee. Payment of the exercise price and applicable taxes shall be made by a crossed cheque or a demand draft drawn in favor of the Bank or fund transfer through RTGS/NEFT/IMPS or in such other manner as the NRC may decide.

All tax liabilities, present and future, arising at the time of grant, exercise and sale of shares issued pursuant to exercise of options by the employee shall be borne by the employee.

h) Appraisal Process for determining the eligibility of the Employees:

The eligible employees and the quantum of Options grants shall be determined by the NRC, after taking into account, eligibility criteria including but not limited to the performance, potential, management band, and tenure of service of an employee. All decisions made by the NRC in this regard would be final.

i) Maximum number of options to be issued per employee and in aggregate:

The number of Options that would be issued to each employee under the Scheme will be at the sole decision of the NRC. Provided always that, the maximum Options per employee will be fixed at 1,50,00,000 (One Crore Fifty Lakh) Options.

j) Maximum quantum of benefits to be provided per Employee under the ESOS 2020:

There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in point above.

k) Whether the Scheme is to be implemented and administered directly by the company or through a trust:

The Scheme shall be implemented and administered directly by the Bank.

l) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

There will be new issuance of equity shares by the Bank as and when the options are exercised by the employees of the Bank and its subsidiaries.

m) Amount of loan to be provided for implementation of the Scheme by the Bank to the Trust, its tenure, utilisation, repayment terms, etc.:

The Scheme is not administered through a trust - Not applicable.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme(s):

The Scheme is not administered through a trust - Not applicable.

o) Disclosure and Accounting Policies:

The Bank shall conform to the applicable accounting policies in accordance with and subject to Regulation 15 of the SEBI (SBE & SE) Regulations, prescribed by SEBI, RBI, and/or any other appropriate regulatory authority, from time to time.

p) Method of option valuation:

The Bank shall use the fair value method using Black-Scholes model for valuation of the Options granted and the reporting in the manner as prescribed by SEBI, RBI, and/or any other appropriate regulatory authority, from time to time.

q) Declaration:

In case, the Bank opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Bank shall also be disclosed in the Directors' Report.

r) Lock-in period:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the NRC shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Bank, and the applicable terms and conditions thereof.

A draft copy of the Scheme is available for inspection by the members electronically during official hours on all working days until closure of time for casting vote through e-voting.

Save and except Mr. Prashant Kumar, Managing Director and Chief Executive officer, Mr. Niranjana Banodkar, Chief Financial Officer and Mr. Shivanand R. Shettigar, Company Secretary to the extent of the options & shareholding held and that may be granted to them from time to time under the Scheme and consequently their relatives, none of the other Directors and their relatives is or are, in any way, concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

Item No. 4

To approve material related party transactions with State Bank of India and material modification(s) thereto:

As per the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**").

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the LODR Regulations, which was effective from April 1, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rupees 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower.

The Bank in its ordinary course of business engages in contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with State Bank of India ("SBI"), being a related party of the Bank, on an arms' length basis, to meet its business requirements. All the contracts/arrangements/transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI are expected to cross the applicable materiality thresholds of ₹ 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. Accordingly, the Bank has taken prior approval of Shareholders through Postal Ballot in March 2022 for FY 2022-23 for total limit of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore).

Details of the transactions with SBI, are as follows:

1. The Bank may avail of any loans or advances, or any other form of Fund-based facilities, and/or guarantees, letters of credit, or any other form of Non-Fund based facilities (including buyers credit and other trade related facilities) from SBI sanctioned up to an amount and on such terms and conditions (including rate of interest, security, tenure etc.) as permissible under applicable laws and the relevant policies of SBI. For determining the limit for fund-based facilities the Bank shall consider the aggregate of the principal amount of all transactions entered into during the financial year. For determining the limit for non-fund based facilities the Bank shall consider the aggregate notional value of all trades entered into during the financial year.
2. The Bank provides Funded and Non-funded facilities as a part of its normal banking business on the basis of uniform procedures, including to SBI. Type of facility, terms and tenure of the transaction, in each case, depends on the nature of the transaction. The facilities are considered, on such terms and conditions (including rate of

interest, security, tenure etc.) as may be permitted under applicable Reserve Bank of India ("RBI") norms and relevant policies of the Bank which are uniformly applicable. The transaction forms part of the normal banking transactions of the Bank. The interest and fee income are consequential transactions flowing out of principal transactions in the form of credit facilities, guarantees, letters of credit etc. The transactions are in furtherance of banking business of the Bank and are undertaken in accordance with laid down norms, policies and procedures as followed by the Bank in ordinary course and therefore, is in the interest of the Bank.

3. The Bank may avail short term borrowing in the form of repurchase (repo) transactions and/ or undertake other permitted inter-bank treasury transactions including Certificate of Deposit and/or Derivative transactions with SBI. The tenure and value of the transaction depends on treasury requirements at the time of entering the transaction and cannot be pre-determined. The transactions are undertaken in accordance with laid down norms, policies and as followed by the Bank in ordinary course and therefore, is in the interest of the Bank. For determining the limit for fund-based treasury transactions the Bank shall consider the aggregate of the principal amount of all transactions entered into during the financial year. For determining the limit for non-fund based / derivative transactions the Bank shall consider, ab initio, the credit equivalent amount of the off-balance sheet transactions entered into during the financial year. The credit equivalent amount of a market related off-balance sheet transaction is calculated using the current exposure method and is the sum of current credit exposure and potential future credit exposure of these contracts. Such credit equivalent amount shall be determined in accordance with the guidance prescribed in the RBI master circular on 'Basel III Capital Regulations' dated 1 July 2015.
4. The Bank also avails of Cash Management Facilities from SBI to manage the cash flows at the Bank's branches. The Bank from time-to-time offloads excess cash at its branches by deposit of the same in SBI branches and or with its current chests.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, and therefore, are in the interest of the Bank.

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SEBI vide circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 ("SEBI Circular") clarified that Related Party Transactions that has been approved by the Audit Committee prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first General Meeting held after April 1, 2022.

Further, as per amended Regulation 23(4) of LODR Regulations, if there is any material modification to material related party transaction then such material modification would also require prior shareholder's approval. Material modification has been defined in the Policy on dealing with Related Party Transaction ("Policy") as modification which exceeds 10% of the total value/ limit of the transaction as approved by the Audit Committee and/or Members, as applicable for the financial year.

The Bank has taken the approval of shareholders for related party transactions with SBI for total value of transaction of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore) for FY 2022-23. Considering, SEBI Circular it is proposed to take approval of Members for all the contracts/arrangements/transactions with SBI for FY 2022-23, FY 2023-24 and FY 2024-25, with a total limit of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore) for each financial year and modification to such transactions as specified above, if any, up to 10% of proposed limit of each transaction type thereto.

Accordingly, approval of the Members is proposed to be sought for following:

- To carry out all the contracts/arrangements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier contracts/arrangements/ transactions or as fresh contracts/arrangements/ transactions in ensuing Annual General Meeting for transactions aggregating to total limit of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore) for each financial year i.e. F.Y 2022-23, FY 2023-24 and FY 2024-25; and
- Modification to such transactions as specified above, if any, up to 10% of proposed limit of each transaction type.

The Bank has not relied on any valuation report or other external report in relation to the proposed transactions. The proposed transaction limit is approximately 66.89% of the annual consolidated turnover of the Bank for FY 2021-22 and 3.68% of the annual consolidated

turnover of SBI for FY 2021-22. The said contracts/ arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Bank.

The afore-stated is already approved by the Audit Committee of the Board and the Board at their respective meetings held on April 29, 2022 and May 06, 2022.

Your Directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 4 of this Notice. The Nominee Directors appointed by SBI and their relatives are interested in the above Resolution. None of the other Directors, Key Managerial Personnel and their relatives are concerned/interested in the above resolution except to the extent of their shareholding, if any, in the Bank and SBI. The Members may please note that in terms of the applicable provisions, no related party(ies) shall vote to approve the Ordinary Resolution provided as Item No. 4 of the accompanying Notice.

Item No. 5

To approve the payment of fixed remuneration to Non-Executive Directors of the Bank:

RBI vide Notification no. RBI/2021-22/24 DOR. GOV. REC.8/29. 67.001/2021-22 dated April 26, 2021 issued guidelines on Corporate Governance in Banks - Appointment of Directors and Constitution of Committees of the Board (Revised RBI Guidelines). In terms of the Revised RBI Guidelines, in addition to sitting fees and expenses related to attending meetings of the Board and its Committees as per extant statutory norms/ practices, the Banks may pay compensation in the form of fixed remuneration to NEDs commensurate with an individual Director's responsibilities and demands on time and which are considered sufficient to attract qualified competent individuals. However, such fixed remuneration for a NED (other than Chair of the Board) shall not exceed ₹ 20,00,000 per annum.

In view of the fact that the NEDs are providing continued valuable guidance to the Bank for enabling effective functioning in key areas and providing professional expertise in their respective fields of specialisation and considering the nature and complexity of the items of business transacted at the Bank, the Board at its Meeting held on May 06, 2022, approved to pay compensation in the form of fixed remuneration of not exceeding ₹ 20,00,000 per annum with effect from financial year 2021-22 to each NED (excluding the part-time Chairman), subject to approval of the Members and such other regulatory approvals as may be required. The fixed remuneration will be paid at such frequency as may be decided by the Board.

The fixed remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings. As per the Secretarial Standard on General Meetings, the required details of the NEDs who are entitled for fixed remuneration are provided in Annexure to this Notice. The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Bank in supersession of the resolution passed at the Annual General Meeting held on June 7, 2016.

All the Non-Executive Directors (other than the part-time Chairman) of the Bank and their relatives are concerned or interested in passing of this resolution. None of the other Directors, Key Managerial Personnel of the Bank and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

To approve the payment of remuneration to Mr. Prashant Kumar (DIN: 07562475) as Managing Director & Chief Executive Officer of the Bank:

Pursuant to 'Yes Bank Limited Reconstruction Scheme, 2020' approved by the Central Government and notified by Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020 ("**the Scheme**"), Mr. Prashant Kumar (DIN - 07562475) was appointed as Managing Director and Chief Executive Officer of the Bank ("**MD & CEO**") w.e.f. March 26, 2020 to hold office for a period of 1 year starting from March 26, 2020 till March 25, 2021 or until an alternate Board is constituted by the Bank, whichever is later.

The N&RC while recommending the remuneration has considered the overall performance of the Bank, Industry Benchmarking and Regulatory guidelines as applicable. Further, based on the recommendation of the N&RC and in line with the Total Rewards Policy of the Bank, the Board of Directors has recommended the remuneration for MD & CEO for effective from Financial Year 2021-22 to the Members for approval which has been approved by RBI vide its letter dated April 12, 2022. The variable pay for FY 2021-22 shall be paid as may be approved by RBI, basis the recommendation of the N &RC and the Board. Further, the members are requested to authorise the N&RC and the Board to alter, modify, vary or increase the amount of remuneration, including the annual performance bonus and perquisites, payable or to be paid to Mr. Prashant Kumar, from time to time during his tenure as MD & CEO of the Bank, to the extent the N&RC and Board may consider appropriate and as may be permitted or authorised by the RBI on an application made by the Bank.

The remuneration payable to Mr. Prashant Kumar as MD & CEO of the Bank is proposed in terms of the applicable provisions of the Banking Regulation Act, 1949 and the guidelines issued by the Reserve Bank of India ("**RBI**"), in this regard, from time to time, the Companies Act, 2013 and relevant rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Prashant Kumar has vast expertise and knowledge in the field of Banking, Finance, Law, Human Resources, Agriculture and Rural Economy and Strategy. A brief profile of Mr. Prashant Kumar is annexed with this Notice.

The compensation of the MD & CEO, which comprises fixed pay and variable pay, is in alignment with the RBI guidelines on Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function staff, applicable to all Private Sector Banks (including Local Area Banks, Small Finance Banks, Payments Banks) and Foreign Banks operating in India as per RBI circular Reference No. RBI/2019-20/89 DOR. Appt. BC.No.23/29.67.001/2019-20 November 4, 2019.

Your Directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 6 of this Notice, to approve the payment of remuneration to Mr. Prashant Kumar (DIN: 07562475) as Managing Director & Chief Executive Officer of the Bank effective from FY 2021-22, as set forth in Item No. 6 of this Notice.

Save and except Mr. Prashant Kumar and his relatives, none of the Directors or Key Managerial Personnel or their relatives are, in any way, financially or otherwise, concerned or interested in the above Resolution.

Item Nos. 7 to 15

The Ministry of Finance, Government of India notified the Yes Bank Limited Reconstruction Scheme, 2020 vide notification No. G.S.R. 174(E) dated March 13, 2020 ("**the Scheme**"). Clause 5(7) of the Scheme states that "*The members of the Board, other than the additional directors, so appointed shall continue in office for a period of one year, or until an alternate Board is constituted by reconstructed Bank in accordance with the procedure laid down in its Memorandum and Articles of Association, whichever is later*".

As mentioned above, pursuant to Clause 5(7) of the Scheme, the term of the directors of the Bank including the Managing Director & Chief Executive Officer of the Bank ("**MD & CEO**") and the Non-Executive (Part-time) Chairman of the Bank ("**PTC**"), but excluding the additional directors appointed by the Reserve Bank of India ("**RBI**") (pursuant to Clause 5(3) of the Scheme), shall come to an end after expiry of a period of 1 (one)

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year from the date of the Scheme or constitution of an alternate Board (hereinafter referred to as the “**alternate Board**”), whichever is later.

On having achieved significant progress post the implementation of the Scheme and turnaround of the Bank, now, pursuant to the Scheme and the Memorandum and Articles of Association of the Bank and in accordance with the Banking Regulation Act, 1949, the Companies Act, 2013 and other applicable laws, for the purposes of constitution of the alternate Board of the Bank, as recommended and proposed by State Bank of India (“**SBI**”) being the major shareholder (Investor Bank as per the Scheme) holding 751,66,66,000 number of shares (*along with the notice under section 160 of the Companies Act, 2013*), the N&RC and Board of Directors of the Bank after due process, have recommended the above proposals / Resolutions at Item nos. 7-15 for the appointment of the following persons:

1. Mr. Atul Malik as an Independent Director;
2. Ms. Rekha Murthy as an Independent Director;
3. Mr. Sharad Sharma as an Independent Director;
4. Ms. Nandita Gurjar as an Independent Director;
5. Mr. Sanjay Kumar Khemani as an Independent Director;
6. Mr. Sadashiv Srinivas Rao as an Independent Director;
7. Mr. T Keshav Kumar as a Non Executive Non Independent Director (Ex-SBI);
8. Mr. Sandeep Tewari as a Non Executive Non Independent Director (Ex-SBI);
9. Mr. Prashant Kumar as Director (Current MD & CEO)*

*RBI *vide* its letter dated March 4, 2022, has advised that the Bank, with the recommendation of the alternate Board, may apply to RBI for appointment of MD & CEO and PTC while complying with RBI’s circular DOR.Appt. No.58/29.67.001/2019-20 dated March 31, 2020. Pending the receipt of approval for regular MD&CEO and regular PTC as contemplated above, the Bank with the approval of alternate Board at its first Board Meeting to be held after its constitution, shall apply to RBI for continuation of current MD & CEO (*in order to ensure non-disruptive transition*) till such time, the appointment of full time MD & CEO is recommended by the alternate Board and approved by RBI. Further, the Bank is in receipt of a letter dated October 30, 2021 from State Bank of India (SBI) proposing the name of Mr. Prashant Kumar for the position of MD & CEO of the Bank for a period of 3 years.

Upon approval of the shareholders to the aforesaid proposals/resolutions by way of requisite majority, the alternate Board, shall be deemed to have been constituted and shall come into existence from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations).

Additionally, the shareholders may note that, pursuant to the Scheme and in exercise of the powers conferred by the Banking Regulation Act, 1949 and other applicable laws, the RBI had appointed Mr. Rama Subramaniam Gandhi and Mr. Ananth Narayan Gopalakrishnan, as Additional Directors (collectively the “**Additional Directors**”) for a period of 2 (two) years with effect from March 26, 2020 to March 25, 2022 or till further orders from RBI. Thereafter, RBI *vide* its orders dated March 17, 2022 has extended the term of each of the Additional Directors for a further period of 1 (one) year with effect from March 26, 2022 to March 25, 2023 or till further order, whichever is earlier (as intimated by the Bank to the stock exchanges on the same day). The Additional Directors have been appointed by RBI under Clause 5(3) of the Scheme and Section 36AB of the Banking Regulation Act, 1949 and therefore, the Additional Directors will continue to be part of the alternate Board in accordance with the aforesaid terms.

Further, it may be noted that as per the Scheme, the term of Nominee Directors of the SBI (the “investor bank” as per Clause 2 (c) of Scheme) on the Board of the Bank shall be in force only till constitution of the alternate Board. However, since SBI is a major shareholder and given that SBI cannot reduce its equity shareholding below twenty six per cent (26%) of the total equity shareholding of the Bank before completion of three years from the date of allotment of the shares, i.e. till March 12, 2023, any proposals received from SBI for suitable representation on the Board of the Bank would be placed before the alternate Board for its consideration, subject to such regulatory approvals/further shareholders approvals, including amendments to Articles of Association of the Bank as may be necessary.

The Explanatory Statement in respect of each of the Resolutions proposed for approval of the Members is given below:

Item No. 7

To appoint Mr. Atul Malik (DIN - 07872539) as an Independent Director:

Pursuant to the provisions of Clause 5(5) of the Scheme, Mr. Atul Malik (DIN - 07872539) was co-opted as the Non-Executive Director on the Board of the Bank w.e.f. August 30, 2021 until the alternate Board is constituted by the Bank.

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Mr. Atul Malik's candidature as a Director on the alternate Board of the Bank.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member proposing the candidature of Mr. Atul Malik for the office of Director. The N&RC had assessed the candidature of Mr. Atul Malik and having found him to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Mr. Atul Malik and the declaration that he meets the criteria of independence as prescribed both under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Atul Malik meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Mr. Atul Malik has vast expertise and knowledge in the field of Banking, Finance, Risk Management, Technology and Business Management. The brief profile of Mr. Atul Malik is annexed to this notice.

Mr. Atul Malik's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Atul Malik having the requisite experience/ expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Mr. Atul Malik is neither holding any interest in the share capital nor is having any pecuniary relationship with the Bank other than sitting fees being paid to him for attending the meetings of the Board of Directors or any Committee thereof, and would be eligible for appointment as an Independent Director on the Board of the Bank as he meets the criteria of independence laid down under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the **LODR Regulations**.

Mr. Atul Malik has furnished the necessary consent/ declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Mr. Atul Malik was entitled to attend seven (7) Board and forty one (41) Committee meetings and has attended all the Board and Committee Meetings post his co-option on the Board till March 31, 2022.

Your Directors, therefore, recommend the appointment of Mr. Atul Malik (DIN - 07872539) as an Independent Director of the Bank, for a period of five (5) years upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), not liable to retire by rotation, as set forth in Item No. 7 of this Notice as a Special Resolution.

Save and except Mr. Atul Malik 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 the above Resolutions.

Item No. 8

To appoint Ms. Rekha Murthy (DIN - 07825183) as an Independent Director:

Pursuant to the provisions of Clause 5(5) of the Scheme, Ms. Rekha Murthy (DIN - 07825183) was co-opted as the Non-Executive Director on the Board of the Bank w.e.f. August 30, 2021 until the alternate Board is constituted by the Bank.

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Ms. Rekha Murthy's candidature as a Director on the alternate Board of the Bank.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member proposing the candidature of Ms. Rekha Murthy for the office of Director. The N&RC had assessed the candidature of Ms. Rekha Murthy and having found her to be 'fit and proper' in terms of the Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, recommended her appointment to the Board of Directors. In terms of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Ms. Rekha Murthy and the declaration that she meets the criteria of independence as prescribed both under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the Board is of opinion that she fulfills the criteria of independence. In the opinion of the Board, Ms. Rekha Murthy meets the fit and proper criteria and is

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a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Ms. Rekha Murthy has vast expertise and knowledge in the field of Information Technology, Human Resources, Business Management, Small-Scale Industry and Marketing. The brief profile of Ms. Rekha Murthy is annexed to this notice.

Ms. Rekha Murthy's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Ms. Rekha Murthy having the requisite experience/ expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Ms. Rekha Murthy is neither holding any interest in the share capital nor is having any pecuniary relationship with the Bank other than sitting fees being paid to her for attending the meetings of the Board of Directors or any Committee thereof, and would be eligible for appointment as an Independent Director on the Board of the Bank as she meets the criteria of independence laid down under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.

Ms. Rekha Murthy has furnished the necessary consent/ declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Ms. Rekha Murthy was entitled to attend seven (7) Board and eleven (11) Committee meetings and has attended all the Board and Committee Meetings post her co-option on the Board till March 31, 2022.

Your Directors, therefore, recommend the appointment of Ms. Rekha Murthy (DIN - 07825183) as an Independent Director of the Bank, for a period of five (5) years upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), not liable to retire by rotation, as set forth in Item No. 8 of this Notice as a Special Resolution.

Save and except Ms. Rekha Murthy and her relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolutions.

Item No. 9

To appoint Mr. Sharad Sharma (DIN - 05160057) as an Independent Director:

Pursuant to the provisions of Clause 5(5) of the Scheme, Mr. Sharad Sharma (DIN - 05160057) was co-opted as the Non-Executive Director on the Board of the Bank w.e.f. November 01, 2021 until the alternate Board is constituted by the Bank.

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Mr. Sharad Sharma's candidature as a Director on the alternate Board of the Bank.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member proposing the candidature of Mr. Sharad Sharma for the office of Director. The N&RC had assessed the candidature of Mr. Sharad Sharma and having found him to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Mr. Sharad Sharma and the declaration that he meets the criteria of independence as prescribed both under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Sharad Sharma meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Mr. Sharad Sharma has vast expertise and knowledge in the field of Risk Management, Banking, Small Scale Industry, Global Markets & Forex Operations. The brief profile of Mr. Sharad Sharma is annexed to this notice.

Mr. Sharad Sharma's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sharad Sharma having the requisite experience/expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Mr. Sharad Sharma is neither holding any interest in the share capital nor is having any pecuniary relationship with the Bank other than sitting fees being paid to him for attending the meetings of the Board of Directors or any Committee thereof, and would be eligible for

appointment as an Independent Director on the Board of the Bank as he meets the criteria of independence laid down under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.

Mr. Sharad Sharma has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Mr. Sharad Sharma was entitled to attend four (4) Board and eleven (11) Committee meetings and has attended all the Board and Committee Meetings post his co-option on the Board till March 31, 2022.

Your Directors, therefore, recommend the appointment of Mr. Sharad Sharma (DIN - 05160057) as an Independent Director of the Bank, for a period of five (5) years upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), not liable to retire by rotation, as set forth in Item No. 9 of this Notice as a Special Resolution.

Save and except Mr. Sharad Sharma 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 the above Resolutions.

Item No. 10

To appoint Ms. Nandita Gurjar (DIN - 01318683) as an Independent Director:

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Ms. Nandita Gurjar's candidature as a Director on the alternate Board of the Bank.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member proposing the candidature of Ms. Nandita Gurjar for the office of Director on the alternate Board of the Bank.

The N&RC had assessed the candidature of Ms. Nandita Gurjar and having found her to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended her appointment to the Board of Directors. In terms of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Ms. Nandita Gurjar and the declaration that she meets the criteria of independence as prescribed both under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and

Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the Board is of opinion that she fulfills the criteria of independence. In the opinion of the Board, Ms. Nandita Gurjar meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Ms. Nandita Gurjar has vast expertise and knowledge in the field of Information Technology, Human Resources, General Management and Consulting. The brief profile of Ms. Nandita Gurjar is annexed to this notice.

Ms. Nandita Gurjar's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Ms. Nandita Gurjar having the requisite experience/ expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Ms. Nandita Gurjar is neither holding any interest in the share capital nor is having any pecuniary relationship with the Bank and would be eligible for appointment as an Independent Director on the Board of the Bank as she meets the criteria of independence laid down under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.

Ms. Nandita Gurjar has furnished the necessary consent/declarations/disclosures for her appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Your Directors, therefore, recommend the appointment of Ms. Nandita Gurjar (DIN - 01318683) as an Independent Director of the Bank, for a period of five (5) years upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), not liable to retire by rotation, as set forth in Item No. 10 of this Notice as a Special Resolution.

Save and except Ms. Nandita Gurjar 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 the above Resolution.

Item No. 11

To appoint Mr. Sanjay Kumar Khemani (DIN - 00072812) as an Independent Director:

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Mr. Sanjay Kumar Khemani's candidature as a Director on the alternate Board of the Bank.

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In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member proposing the candidature of Mr. Sanjay Kumar Khemani for the office of Director on the alternate Board of the Bank.

The N&RC had assessed the candidature of Mr. Sanjay Kumar Khemani and having found him to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Mr. Sanjay Kumar Khemani and the declaration that he meets the criteria of independence as prescribed both under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Sanjay Kumar Khemani meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Mr. Sanjay Kumar Khemani has vast expertise and knowledge in the field of Accountancy, Finance, Audit and Corporate & Tax Law. The brief profile of Mr. Sanjay Kumar Khemani is annexed to this notice.

Mr. Sanjay Kumar Khemani's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sanjay Kumar Khemani having the requisite experience/ expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Mr. Sanjay Kumar Khemani is neither holding any interest in the share capital nor is having any pecuniary relationship with the Bank and would be eligible for appointment as an Independent Director on the Board of the Bank as he meets the criteria of independence laid down under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.

Mr. Sanjay Kumar Khemani has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Your Directors, therefore, recommend the appointment of Mr. Sanjay Kumar Khemani (DIN - 00072812) as an

Independent Director of the Bank, for a period of five (5) years upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), not liable to retire by rotation, as set forth in Item No. 11 of this Notice as a Special Resolution.

Save and except Mr. Sanjay Kumar Khemani 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 the above Resolutions.

Item No. 12

To appoint Mr. Sadashiv Srinivas Rao (DIN - 01245772) as an Independent Director:

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Mr. Sadashiv Srinivas Rao's candidature as a Director on the alternate Board of the Bank.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member signifying his intention to propose the candidature of Mr. Sadashiv Srinivas Rao for the office of Director on the alternate Board of the Bank.

The N&RC had assessed the candidature of Mr. Sadashiv Srinivas Rao and having found him to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 149, 150, 152, 160 read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Mr. Sadashiv Srinivas Rao and the declaration that he meets the criteria of independence as prescribed both under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Sadashiv Srinivas Rao meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Mr. Sadashiv Srinivas Rao has vast expertise and knowledge in the field of Project Finance, Investment Banking and Advisory Services, Finance, Business Management and Risk Management. The brief profile of Mr. Sadashiv Srinivas Rao is annexed to this notice.

Mr. Sadashiv Srinivas Rao's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sadashiv Srinivas Rao having the requisite experience/ expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Mr. Sadashiv Srinivas Rao is holding 1,000 equity shares of ₹ 2/- each of the Bank, as on June 3, 2022. He does not have any pecuniary relationship with the Bank. He meets the criteria of independence laid down under Sections 149(6) and 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and would be eligible for appointment as an Independent Director on the Board of the Bank.

Mr. Sadashiv Srinivas Rao has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Your Directors, therefore, recommend the appointment of Mr. Sadashiv Srinivas Rao (DIN - 01245772) as an Independent Director of the Bank, for a period of five (5) years upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), not liable to retire by rotation, as set forth in Item No. 12 of this Notice as a Special Resolution.

Save and except Mr. Sadashiv Srinivas Rao 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 the above Resolution.

Item No. 13

To appoint Mr. T Keshav Kumar (DIN - 09623382) as a Non Executive Non Independent Director:

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Mr. T Keshav Kumar's candidature as a Director on the alternate Board of the Bank.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member proposing the candidature of Mr. T Keshav Kumar for the office of Director on the alternate Board of the Bank.

The N&RC had assessed the candidature of Mr. T Keshav Kumar and having found him to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment

to the Board of Directors. In terms of Sections 152, 160 of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Mr. T Keshav Kumar. In the opinion of the Board, Mr. T Keshav Kumar meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as a Non Executive Non Independent Director. Mr. T Keshav Kumar has vast expertise and knowledge in the field of Credit, Risk Management, Treasury, Human Resources, Planning and Development, Stressed Asset Management, Agriculture & Rural Economy, Small Scale Industry and Banking. The brief profile of Mr. T Keshav Kumar is annexed to this notice.

Mr. T Keshav Kumar's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. T Keshav Kumar having the requisite experience/ expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Mr. T Keshav Kumar does not have any interest in the share capital of the Bank.

Mr. T Keshav Kumar has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Your Directors, therefore, recommend the appointment of Mr. T Keshav Kumar (DIN - **09623382**) as a Non Executive Non Independent Director of the Bank, upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), liable to retire by rotation, as set forth in Item No. 13 of this Notice as an Ordinary Resolution.

Save and except Mr. T Keshav Kumar 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 the above Resolution.

Item No. 14

To appoint Mr. Sandeep Tewari (DIN - 09623300) as a Non Executive Non Independent Director:

The Bank is in receipt of a letter dated May 18, 2022 from SBI, the major shareholder proposing Mr. Sandeep Tewari's candidature as a Director on the alternate Board of the Bank.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member

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proposing the candidature of Mr. Sandeep Tewari for the office of Director on the alternate Board of the Bank.

The N&RC had assessed the candidature of Mr. Sandeep Tewari and having found him to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 152, 160 of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, have reviewed the candidature of Mr. Sandeep Tewari. In the opinion of the Board, Mr. Sandeep Tewari meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as a Non Executive Non Independent Director. Mr. Sandeep Tewari has vast expertise and knowledge in the field of Risk Management & Compliance, Business Development, HR Management & Development, Profit Centre Management, Cash Management, Internal Audit, Customer Relationship Management, Banking, Cost Optimisation, Reporting & Presentations and Supervising & Counselling. The brief profile of Mr. Sandeep Tewari is annexed to this notice.

Mr. Sandeep Tewari's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Sandeep Tewari having the requisite experience/ expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Mr. Sandeep Tewari does not have any interest in the share capital of the Bank.

Mr. Sandeep Tewari has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Your Directors, therefore, recommend the appointment of Mr. Sandeep Tewari (DIN - 09623300) as a Non Executive Non Independent Director of the Bank, upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations), liable to retire by rotation, as set forth in Item No. 14 of this Notice as an Ordinary Resolution.

Save and except Mr. Sandeep Tewari 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 the above Resolution.

Item No. 15

To approve the appointment of Mr. Prashant Kumar (DIN: 07562475) as a Director:

Pursuant to the Scheme, Mr. Prashant Kumar (DIN - 07562475) was appointed as Managing Director and Chief Executive Officer of the Bank ("MD & CEO") w.e.f. March 26, 2020 to hold office for a period of 1 year starting from March 26, 2020 till March 25, 2021 or until the alternate Board is constituted by the Bank, whichever is later.

The Bank is in receipt of a letter dated October 30, 2021 from State Bank of India (SBI) proposing his name for the position of MD & CEO of the Bank for a period of 3 years. However, as per the letter dated March 04, 2022, from RBI, the proposal for appointment of MD & CEO can be made only by the alternate Board. Hence, it is proposed to appoint Mr. Prashant Kumar as the Director of the Bank, as it is necessary that an MD & CEO should first be appointed as a Director on the Board as per Section 152 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from SBI, a Member proposing the candidature of Mr. Prashant Kumar for the office of Director of the Bank. The N&RC had assessed the candidature of Mr. Prashant Kumar for the position of Director of the Bank and recognised his leadership and contribution towards putting the Bank back on track. The various aspects considered by the N&RC and the Board included his integrity and ethics, doing the right things, ability to put organisation before self, leadership ability/style, bringing the team together and motivating them, respect from team and other external stakeholders, personal engagement with all stakeholders, ability and experience to grasp details while keeping the bigger picture in mind, planning/forward looking capabilities, swiftness of decision making, ability to push himself and team for execution etc.

Mr. Prashant Kumar's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Prashant Kumar having the requisite experience/expertise required under Section 10A(2)(a) of the Banking Regulation Act, 1949.

Mr. Prashant Kumar is holding 35,040 equity shares of ₹ 2 each of the Bank as on June 3, 2022.

Mr. Prashant Kumar has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013, the LODR Regulations, the Banking Regulation Act, 1949 and other applicable statutory provisions.

Mr. Prashant Kumar was entitled to attend fifteen (15) Board and sixty-one (61) Committee meetings and has attended fifteen (15) Board and fifty six (56) Committee meetings during FY 2021-22.

The N&RC had also assessed the candidature of Mr. Prashant Kumar and having found him to be 'fit and proper' in terms of the RBI's Circular on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. The Board of Directors of the Bank, basis the recommendation of the N&RC, propose and recommend the appointment of Mr. Prashant Kumar as Director of the Bank.

Mr. Prashant Kumar has vast expertise and knowledge in the field of Banking, Finance, Law, Human Resources, Agriculture & Rural Economy and Strategy. A brief profile of Mr. Prashant Kumar is annexed with this notice.

Your Directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 15 of this Notice, to approve the appointment of Mr. Prashant Kumar (DIN - 07562475) as a Director of the Bank, upon receipt of approval of shareholders by requisite majority and from the date of declaration of such results by the Bank (pursuant to Regulation 44(3) of the LODR Regulations).

Save and except Mr. Prashant Kumar and his relatives, none of the Directors or Key Managerial Personnel or their relatives are, in any way, financially or otherwise, concerned or interested in the above Resolution.

By Order of the Board
For YES BANK Limited



Shivanand R. Shettigar
Company Secretary
(Membership No: FCS 4105)

Place: Mumbai
Date: June 8, 2022

Registered office:

YES BANK House,
Off Western Express Highway,
Santacruz East, Mumbai 400055,
Maharashtra, India

ANNEXURE I TO ITEM NOS. 5 TO 15 OF THE NOTICE [PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]

Brief Profile of Mr. Mahesh Krishnamurti:

Age (in years)	66
DIN	02205868
Nationality	United States of America
Date of first appointment on Board	March 26, 2020
Qualification	B.Sc. (Economics), MBA (Finance)
Brief Resume including experience	<p>Mr. Mahesh Krishnamurti has extensive experience in partnering closely with senior leadership teams in some of the most dynamic companies in the world. In December 2018, he left RGP, a leading Nasdaq-listed global consultancy ("RECN"), where he had been India MD & Country head and member of the Global Leadership Team since 2007. He was selected by the Board to establish and lead RGP India and relocated to Mumbai from New York in 2007. At RGP, Mr. Krishnamurti advised large MNCs on operational and strategic initiatives. Prior to his India assignment, Mr. Krishnamurti's career in the US variously covered senior operational, sales, finance, planning, entrepreneurial, and consultancy roles at Digital Equipment Corporation, Symbol Technologies, Goldman Sachs, Worth Media, and RGP.</p> <p>He is a Limited Partner with Arka Venture Labs, a cross-border, B2B deep-tech seed fund focused on supporting early-stage technology ventures in India and transitioning them to the Silicon Valley ecosystem.</p> <p>As an Impact Advisor, he is steeped in Sustainability, and Environmental, Social, Governance (ESG) challenges. He is Advisor with BuzzOnEarth, a fast-growing online platform with a global audience that engages the masses and actively influences them towards positive action on Sustainability Development Goals.</p> <p>Mr. Krishnamurti is also a senior Advisor on ESG and international operations with Vaco, LLC in the US, and select social impact and technology start-ups.</p> <p>He has been Chairman, American Chamber of Commerce, India Western Region; Committee Member, Policy Research & Development, Bombay Chamber of Commerce; BIMTECH Advisory Council Member; He is currently a Charter Member of TiE (The Indus Entrepreneurs), and a Rotarian.</p> <p>Mr. Krishnamurti holds a B.Sc. (Economics) from the London School of Economics and Political Science, and an MBA (Finance) from NYU, Stern School of Business. He has attended management programs at the Wharton School, and MIT, Sloan School of Management. Having lived, grown up, studied, and worked in five different countries spanning Asia, Europe, and US, he is innately multicultural with capabilities in several languages.</p>
Nature of his expertise in specific functional areas	Economics, Information Technology, Risk Management, Business Management, Finance, Human Resources, Financial Services, Strategy, Environment, Social and Governance and Consultancy.
Other Directorships	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil
No. of board meetings attended during the FY 2021-22	15 (15)

Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointed as Non-Executive Director of the Bank pursuant to Yes Bank Limited Reconstruction Scheme 2020. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 46,50,000/-

Brief Profile of Mr. Atul Bheda:

Age (in years)	58
DIN	03502424
Nationality	Indian
Date of first appointment on Board	March 26, 2020
Qualification	B. Com, LL.B. (General), FCA, DISA(ICA)
Brief Resume including experience	<p>Mr. Atul Bheda is a practicing Chartered Accountant with a degree in law and Information Systems Audit (ISA). He is in practice since 36 years. He has experience in the areas of Tax, Bank and other Audits, Computer Software Development, Finance, Corporate laws and various other professional assignments etc.</p> <p>He has been a Member of the Central Council of the Institute of Chartered Accountants of India (ICAI) from 2007 to 2013 and has been contributing to the ICAI by chairing various committees like Information Technology (IT), Indirect Tax (IDTC), Ethical Standards Board (ESB), and the Expert Advisory Committee (EAC) and earlier was also part of Disciplinary Committee and Exam Committee and Board of Study of ICAI. He has represented ICAI on committees of SEBI, RBI, IRDA and XBRL International. He is a member of the Core group of chamber of tax consultants Mumbai and the Bombay Chartered Accountant Society. He was a member of Accounting Standards Board, Corporate Laws and Corporate Governance Committee, Internal Audit Standards Board, Committee on Banking, Insurance & Pension, Auditing and Assurance Standards Board of ICAI.</p> <p>He has been the founder director of XBRL Limited in India. He was Chairman of Taxonomy Development and Review Committee of XBRL India.</p> <p>He was Chairman of The Western India Regional Council (WIRC of ICAI) which is the largest Regional Council of The Institute of Chartered Accountants of India (ICAI).</p>
Nature of his expertise in specific functional areas	Accountancy, Finance, Law, Audit, Tax and Consultancy
Other Directorships	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	15,150 Equity Shares
No. of board meetings attended during the FY 2021-22	15 (15)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointed as Non-Executive Director of the Bank pursuant to Yes Bank Limited Reconstruction Scheme 2020. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 33,50,000/-

Brief Profile of Mr. Ravindra Pandey:

Age (in years)	60
DIN	07188637
Nationality	Indian
Date of first appointment on Board	November 3, 2020
Qualification	M. Sc in Chemistry, CAIIB
Brief Resume including experience	<p>Mr. Ravindra Pandey, Deputy Managing Director & CIO, State Bank of India is a career banker and brings more than 3 decades of experience with deep domain expertise and leadership experience in Retail Banking, SME Credit, Digital Transformation, Digital Strategy, International Banking, etc.</p> <p>In his current role as DMD& CIO , SBI , he leads the entire IT ecosystem of the Bank including running of the Bank's Core banking system, Digital Channels etc. He is also responsible implementing future technologies like AI, ML, Blockchain etc.</p> <p>In the immediate past, he was DMD(Strategic) & chief Digital Officer and his repertoire of skills include – Digital Transformation, Digital and Transaction Banking Solutions, Government Business Relationships and Strategy & Business development.</p> <p>In the past Mr. Ravindra Pandey was Chief General Manager, Rajasthan ; Chief General Manager (Payments & Special Projects); General Manager (Andhra Pradesh); General Manager (Merchant Acquiring Business); Chief Executive Officer, State Bank of India, Paris, etc.</p> <p>Mr. Pandey is also a Member of High Level Group on Digitalisation and Innovation of World Savings and Retail Banking Institute (WSBI), Brussels; Director on the Board of C-Edge Technologies Limited, Member, FinTECH Advisory Board , IIM, Udaipur etc.</p>
Nature of his expertise in specific functional areas	Banking, Small Scale Industry, Information Technology, Payment & Settlements and Strategy.
Other Directorships	C-Edge Technologies Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Membership:</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee- C-Edge Technologies Limited
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil
No. of board meetings attended during the FY 2021-22	10 (15)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Nominee Director appointed by State Bank of India pursuant to Yes Bank Limited Reconstruction Scheme 2020.</p> <p>He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 20,00,000/-

Brief Profile of Mr. R. Gandhi:

Age (in years)	66
DIN	03341633
Nationality	Indian
Date of first appointment on Board	March 26, 2020
Qualification	Master's Degree in Economics, Post graduate level certificates in Management Information System and in Capital Market, Certificate course in System Programming, Certificate Course in Gandhian Thoughts
Brief Resume including experience	<p>Mr. Gandhi is a financial sector policy expert and adviser. He is on the Boards of several financial sector entities like bank, market infrastructure, accounts aggregator, information utility as Fintech amongst other. He is prolific speaker and covers wide range of subjects. He served as a Deputy Governor of the Reserve Bank of India for three years from 2014 to 2017. With 37 years of experience, he has been a seasoned and accomplished central banker. He had a three year secondment to the Securities and Exchange Board of India (SEBI), the capital market regulator. He also held the charge of Director of the Institute for Development and Research in Banking Technology (IDRBT), Hyderabad.</p> <p>Mr. Gandhi has been associated with various committees, working groups and task forces, both domestic and international. He was one of the initial members of the Monetary Policy Committee (MPC) and was a member of the Basel Committee on Banking Supervision (BCBS) and the Committee on Global Financial Systems (CGFS), Basel. At present, he advises banks, finance companies and fintech entities payment systems entities, investors and funds on subjects ranging from financial regulation and Indian economy.</p> <p>Mr. Gandhi has a master's degree in Economics from the Annamalai University, in Tamil Nadu, India. He completed post graduate level certificates in Management Information System from the American University, Washington DC, USA and in Capital Market from the City University of New York, New York, USA. His technical education includes a certificate course in System Programming from the IBM Education, Sydney, Australia. He also has a certificate in Gandhian Thoughts from the Madurai University, Tamil Nadu, India.</p>
Nature of his expertise in specific functional areas	Banking, Economics, Finance, Information Technology, Payments & Settlement Systems, Risk Management and Financial Markets.
Other Directorships	<ol style="list-style-type: none"> 1. Clearcorp Dealing Systems (India) Limited 2. National E-Governance Services Limited 3. NESL Asset Data Limited 4. The Clearing Corporation of India Ltd 5. Electronic Payment and Services Private Limited 6. Perfios Software Solutions Private Limited 7. Perfect Day India Private Limited 8. BFSI Sector Skill Council of India (A Section 8 Company)
Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Chairmanship:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee - National E-Governance Services Limited 2. Nomination and Remuneration Committee - NESL Asset Data Limited 3. Risk Management Committee- NESL Asset Data Limited 4. Regulatory Compliance Committee - The Clearing Corporation of India Limited 5. Corporate Social Responsibility Committee - The Clearing Corporation of India Limited 6. Audit & Risk Committee - Electronic Payment and Services Private Limited <p>Membership:</p> <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee - National E-Governance Services Limited 2. Audit Committee - National E-Governance Services Limited 3. Audit Committee- NESL Asset Data Limited 4. Nomination and Remuneration Committee - The Clearing Corporation of India Limited 5. Audit Committee - The Clearing Corporation of India Limited 6. Risk Management Committee- The Clearing Corporation of India Limited 7. Technical Approval Committee- The Clearing Corporation of India Limited 8. Human Resources Committee- The Clearing Corporation of India Limited 9. Committee for Bye-Laws, Rules and Regulations- The Clearing Corporation of India Limited 10. Business & Operations Committee - Electronic Payment and Services Private Limited 11. Finance Committee - Electronic Payment and Services Private Limited

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Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	15,000 Equity Shares
No. of board meetings attended during the FY 2021-22	15 (15)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointed as Additional Director (by RBI) pursuant to Yes Bank Limited Reconstruction Scheme 2020. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 18,50,000/-

Brief Profile of Mr. Ananth Narayan Gopalakrishnan:

Age (in years)	53
DIN	05250681
Nationality	Indian
Date of first appointment on Board	March 26, 2020
Qualification	B. Tech (Electrical), PGDM
Brief Resume including experience	<p>Mr. Ananth Narayan Gopalakrishnan is an Associate Professor, SPJIMR and Senior India Analyst, Observatory Group LLC. He is a Director on the boards of SBI Capital Markets Ltd., Dvara Research, Clearcorp Dealing Systems (India) Ltd., CARE Ratings Ltd., Southern Ridges Macro Fund (Cayman Islands), Southern Ridges Master Macro Fund (Cayman Islands) and Advisor with Max Life Insurance Ltd. He is a member of SEBI's Mutual Fund Advisory Committee, FICCI's Capital Markets Committee, RBI's Financial Markets Consultative Committee and Kerala Infrastructure Fund Management Ltd.'s Investment Committee. He has over 24 years of experience in Banking and Financial Markets – with Standard Chartered Bank, Deutsche Bank and Citibank. Till December 2017, he was MD & Regional Head of Financial Markets, ASEAN & South Asia with Standard Chartered Bank. Previously, he was SCB's Head of Financial Markets & Co-Head of Wholesale Banking for South Asia between 2012-2015, and Managing Director, Head of FX, Rates & Credit Trading South Asia, between 2009-2012.</p> <p>Prior to Standard Chartered Bank he was with Citibank till 2005 (Director, Fixed Income & Currencies Trading, India), and with Deutsche Bank (Managing Director, Global Rates, South Asia – till 2009). He served as the Chairman of the board of Standard Chartered Nepal Limited between 2016–2017. He was Vice Chairman on the board of Fixed Income Money Markets Dealer's Association (FIMMDA) and Foreign Exchange Dealers Association of India (FEDAI), between 2012 and 2017.</p> <p>He was on the Board of Central Depository Services Ltd. and Standard Chartered Securities India Ltd. between 2012 and 2017. He has been a part of various RBI committees (including the one that launched FX Options in India, Interest Rate Futures, Financial Benchmarks etc). He has chaired various SEBI working groups (including liquidity risk management of debt funds, Fund Inter-scheme Transfers and Fund total expense ratios). He has a B. Tech (Electrical) from IIT Bombay and a PGDM from IIM Lucknow.</p>
Nature of his expertise in specific functional areas	Banking and Financial Markets

Other Directorships	<ol style="list-style-type: none"> 1. CARE Ratings Limited 2. SBI Capital Markets Limited 3. Clearcorp Dealing Systems (India) Limited 4. Southern Ridges Macro Fund, Cayman Islands 5. Southern Ridges Master Macro Fund, Cayman Islands 6. Dvara Research Foundation (A Section 8 Company) 7. Bharat FIH Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Chairmanship:</p> <ol style="list-style-type: none"> 1. Rating Sub-Committee - CARE Ratings Limited 2. Risk Management Committee - CARE Ratings Limited 3. Risk Management Committee - SBI Capital Markets Limited 4. Audit Committee - Bharat FIH Limited <p>Membership:</p> <ol style="list-style-type: none"> 1. Audit Committee- CARE Ratings Limited 2. Stakeholders Relationship Committee- CARE Ratings Limited 3. Nomination and Remuneration Committee - SBI Capital Markets Limited 4. Audit Committee - SBI Capital Markets Limited 5. CSR Committee - Clearcorp Dealings Systems (India) Limited 6. Nomination and Remuneration Committee - Bharat FIH Limited
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	15,000 Equity Shares
No. of board meetings attended during the FY 2021-22	13 (15)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointed as Additional Director (by RBI) pursuant to Yes Bank Limited Reconstruction Scheme 2020.</p> <p>He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 16,50,000/-

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Brief Profile of Mr. V. S. Radhakrishnan:

Age (in years)	59
DIN	08064705
Nationality	Indian
Date of first appointment on Board	July 31, 2020
Qualification	M. Com., MBA
Brief Resume including experience	Mr. V. S. Radhakrishnan joined State Bank of India as Probationary Officer in 1988. He has served Bank in various geographical locations both in India and abroad. He has rich experience in Corporate Banking and worked in both Corporate Accounts Group (CAG) and Commercial Client Group (CCG) verticals of the Bank, apart from Forex treasury and Retail Network. He has worked as General Manager & Regional Head, CAG, New Delhi and Chief General Manager (CAG), SBI Corporate Centre, Mumbai. Presently he is posted as Deputy Managing Director, Commercial Client Group at State Bank of India, Corporate Centre, Mumbai.
Nature of his expertise in specific functional areas	Banking, Forex Treasury & Retail Network
Other Directorships	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil
No. of board meetings attended during the FY 2021-22	13 (15)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Nominee Director appointed by State Bank of India pursuant to Yes Bank Limited Reconstruction Scheme 2020. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 28,50,000/-

Brief Profile of Mr. Atul Malik:

Age (in years)	59
DIN	07872539
Nationality	Indian
Date of first appointment on Board	August 30, 2021 (Co-opted pursuant to YES Bank Reconstruction Scheme, 2020)
Qualification	B Tech, MBA
Brief Resume including experience	<p>Mr. Atul Malik is a veteran banker with more than 30 years of widespread experience. Mr. Malik is currently a Senior Advisor to TPG for their financial services portfolio. He represents TPG as the Chairman of UBC, one of the largest private sector banks in Sri Lanka.</p> <p>Previously, he was a Senior Advisor to General Atlantic for their financial services portfolio. Prior to joining General Atlantic, he was the CEO of Maritime Bank, one of the largest private banks in Vietnam, from 2012 to 2015 and a Senior Advisor to Asia Capital & Advisors, a boutique private equity firm, from 2011 to 2012.</p> <p>Between 2007 and 2011, he was the Managing Director/Regional Head Asia – Private and Business Clients of Deutsche Bank with operations covering India, China and Vietnam. During this period, he was also a member of the DB Asia Pacific Executive Committee and the Global Private and Business Clients (PBC) Executive Committee, and was nominated as the Non-Executive Director of DB China Ltd.</p> <p>During his 20-year-long career at Citibank that commenced in 1988 with Citibank India, Mr. Malik held a variety of senior roles, the last of which was as the Chief Executive Officer of Citibank Hong Kong (2004 to 2007).</p> <p>Mr. Malik holds a Master’s Degree in Business Administration from the Rice University, USA (1987) and B Tech Degree from IIT Bombay (1985).</p>
Nature of his expertise in specific functional areas	Banking, Finance, Risk Management, Technology and Business Management.
Skills and capabilities required and manner in which the proposed Independent Director meets such requirements	<p>Skills and capabilities required:</p> <ol style="list-style-type: none"> 1. Special knowledge or practical experience in one or more of following areas – accountancy, agriculture and rural economy, banking, co-operation, economics, finance, law, small-scale industry or any other matter which in the opinion of RBI useful for banking company; 2. Fulfillment of criteria of Independence under Section 149(6) and 149(7) of Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p>Mr. Malik has experience in Banking, Finance, Risk Management, Technology and Business Management. He also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.</p>
Other Directorships	<p>Foreign Companies:</p> <ol style="list-style-type: none"> 1. Union Bank of Colombo 2. UB Finance Company Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Chairmanship:</p> <ol style="list-style-type: none"> 1. Board Credit Committee - Union Bank of Colombo 2. Board Strategy and Planning Committee - UB Finance Company Limited <p>Membership:</p> <ol style="list-style-type: none"> 1. Human Resources & Remuneration Committee - Union Bank of Colombo 2. Nominations Committee - UB Finance Company Limited
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil

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No. of board meetings attended during the FY 2021-22	7 (7)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointment as an Independent Director of the Bank. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 27,50,000

Brief Profile of Ms. Rekha Murthy:

Age (in years)	55
DIN	07825183
Nationality	Indian
Date of first appointment on Board	August 30, 2021 (Co-opted pursuant to YES Bank Reconstruction Scheme, 2020)
Qualification	Bachelor of Engineering, Electronics and Telecommunications, The General Management Program, Advanced Management Program
Brief Resume including experience	<p>Ms. Rekha Murthy has nearly 30 years of extensive global experience in the Technology sector across India, Asia Pacific and the USA. Her professional experience spans a successful career in cross-functional operations, P&L oversight, global sales, new market development, strategic marketing and distribution. She has held senior and country leadership roles at leading global companies such as IBM, Harvard Business School Publishing, Wyse Technology, SAP, PeopleSoft, Digital Equipment Corporation and Korn Ferry International.</p> <p>She is currently engaged with start-ups in an advisory role and as a mentor.</p> <p>Her areas of interest are building leadership and management skills, global strategy, business and technology transformation and change management. She has extensive experience in advising and providing technology solutions to large enterprises across industries.</p> <p>Ms. Murthy is an alumna of Harvard Business School and Indian Institute of Management, Bangalore and holds a Bachelor's degree in Engineering, Electronics and Telecommunications from Bangalore University.</p>
Nature of her expertise in specific functional areas	Information Technology, Human Resources, Business Management, Small-Scale Industry and Marketing.
Skills and capabilities required and manner in which the proposed Independent Director meets such requirements	<p>Skills and capabilities required:</p> <ol style="list-style-type: none"> 1. Special knowledge or practical experience in one or more of following areas – accountancy, agriculture and rural economy, banking, co-operation, economics, finance, law, small-scale industry or any other matter which in the opinion of RBI useful for banking company; 2. Fulfillment of criteria of Independence under Section 149(6) and 149(7) of Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p>Ms. Murthy has experience in Information Technology, Human Resources, Business Management, Small-Scale Industry, Marketing. She also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.</p>
Other Directorships	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil

No. of board meetings attended during the FY 2021-22	7 (7)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointment as an Independent Director of the Bank. She will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 12,50,000

Brief Profile of Mr. Sharad Sharma:

Age (in years)	66
DIN	05160057
Nationality	Indian
Date of first appointment on Board	November 1, 2021 (Co-opted pursuant to YES Bank Reconstruction Scheme, 2020)
Qualification	Bachelor of Arts, CAIIB
Brief Resume including experience	<p>Mr. Sharad Sharma is a career banker with over forty years of banking experience. He was Managing Director of State Bank of Mysore, from August 2012 to April 2016, where he was seconded from State Bank of India (SBI). He joined Union Bank of India as Probationary Officer (PO) in 1975 before joining SBI in September, 1977.</p> <p>He has held various assignments across all fields of a banking organisation, including exposure to international banking, when he was posted in SBI's 100%-owned Canadian banking subsidiary. His major interest has been primarily in the corporate and retail banking (Personal & SME segments).</p> <p>He headed the Project Finance SBU of State Bank of India from 2005 - 2006, with key focus on infrastructure and wholesale lending. He also headed SBI's Global Markets Unit during 2009 to 2010, dealing with the mid- and back-office functions / correspondent banking of the Bank's forex operations. He drove policy-level intervention in the Risk Management area for SBI, where he headed the Risk Management Department, during 2010 - 2011, at the corporate level. As Chief General Manager, Chennai he primarily drove the Personal and SME businesses for SBI's Tamil Nadu and Puducherry operations during 2011- 2012.</p> <p>In his nearly 4 years' role as MD, State Bank of Mysore, his key learning had been managing the external environment, through interface with the regulatory, social sector and State & Central Govt agencies. As the functional head of the Bank's Board, he was directly responsible for maintaining a high level of corporate governance, policy formulation and improved P&L of the Bank.</p> <p>Mr. Sharma had been active in the banking industry, being in the Managing Committee of the Indian Banks Association, besides the Governing Board of Indian Institute of Banking & Finance.</p> <p>He has a Bachelor of Arts degree and is also a Certified Associate of the Indian Institute of Bankers. He has attended senior / top management level training programs at IIMs (Ahmedabad & Lucknow), Duke University and Booth School, University of Chicago.</p>
Nature of his expertise in specific functional areas	Risk Management, Banking, Small Scale Industry and Global Markets/Forex Operations.
Skills and capabilities required and manner in which the proposed Independent Director meets such requirements	<p>Skills and capabilities required:</p> <ol style="list-style-type: none"> 1. Special knowledge or practical experience in one or more of following areas – accountancy, agriculture and rural economy, banking, co-operation, economics, finance, law, small-scale industry or any other matter which in the opinion of RBI useful for banking company; 2. Fulfillment of criteria of Independence under Section 149(6) and 149(7) of Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p>Mr. Sharma has experience in Risk Management, Banking, Small Scale Industry, Global Markets/Forex Operations. He also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.</p>
Other Directorships	<ol style="list-style-type: none"> 1. SBICAP Securities Limited 2. Mother Dairy Fruit and Vegetable Private Limited

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Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Chairmanship:</p> <ol style="list-style-type: none"> 1. Audit Committee - Mother Dairy Fruit and Vegetable Private Limited 2. Risk Management Committee - SBICAP Securities Limited <p>Membership:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee - Mother Dairy Fruit and Vegetable Private Limited 2. Audit Committee - SBICAP Securities Limited
Resignation during last three years from listed companies	B L Kashyap and Sons Limited Resignation date - May 31, 2022
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil
No. of board meetings attended during the FY 2021-22	4 (4)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointment as an Independent Director of the Bank.</p> <p>He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum from FY 2021-22 onwards in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	Sitting Fees: ₹ 9,50,000

Brief Profile of Ms. Nandita Gurjar:

Age (in years)	61
DIN	01318683
Nationality	Indian
Date of first appointment on Board	NA
Qualification	Masters in Psychology
Brief Resume including experience	<p>Ms. Nandita Gurjar is a Technologist turned HR professional. Ms. Gurjar's experience in mainstream IT spans software development, general management and consulting. She started her career at Wipro InfoTech in 1992 as a software programmer and handled multiple technical responsibilities, in various functions like Software Coding and Testing, Program documentation and Quality. She joined Infosys Limited in December 1999 to form the Learning & Development wing and set-up the Leadership institute. In 2007, she took over as the Global Head HR for Infosys Group, managing over 1,50,000 employees for the next seven years. In this role she led the Infosys People strategy and Employer branding across its global footprint.</p> <p>Ms. Nandita was the member of World Economic Forum (WEF) – Global Advisory Council on New Models of Leadership. She has also been featured as "25 Most Powerful Professional Women in India" in Business Today magazine.</p> <p>Currently, Ms. Nandita is an Independent Director in both listed and unlisted companies. She is an Advisor to Startups and consults with organisations on HR strategies and execution.</p>
Nature of her expertise in specific functional areas	Information Technology, Human Resources, General Management and Consulting

Skills and capabilities required and manner in which the proposed Independent Director meets such requirements	<p>Skills and capabilities required:</p> <ol style="list-style-type: none"> 1. Special knowledge or practical experience in one or more of following areas – accountancy, agriculture and rural economy, banking, co-operation, economics, finance, law, small-scale industry or any other matter which in the opinion of RBI useful for banking company; 2. Fulfillment of criteria of Independence under Section 149(6) and 149(7) of Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p>Ms. Nandita has experience in Information Technology and Human Resources. She also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.</p>
Other Directorships	<ol style="list-style-type: none"> 1. Galaxy Surfactants Limited 2. Birlasoft Limited 3. Sai Life Sciences Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Chairperson:</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee – Galaxy Surfactants Limited <p>Membership:</p> <ol style="list-style-type: none"> 1. Audit Committee - Birlasoft Limited 2. Risk Management Committee - Birlasoft Limited 3. Nomination and Remuneration Committee - Birlasoft Limited 4. Corporate Social Responsibility Committee - Birlasoft Limited 5. Stakeholders Relationship Committee - Birlasoft Limited 6. Audit Committee - Sai Life Sciences Limited 7. Nomination and Remuneration Committee - Sai Life Sciences Limited 8. Corporate Social Responsibility Committee - Sai Life Sciences Limited
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil
No. of board meetings attended during the FY 2021-22	NA
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointment as an Independent Director of the Bank.</p> <p>She will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	NA

Brief Profile of Mr. Sanjay Kumar Khemani:

Age (in years)	54
DIN	00072812
Nationality	Indian
Date of first appointment on Board	NA
Qualification	B.Com, FCA, DISA (ICAI), ACS
Brief Resume including experience	<p>Mr. Sanjay Kumar Khemani is Practicing Chartered Accountant and Senior Partner of M M Nissim & Co LLP and possesses 32 years of post-qualification experience in rendering professional services to Banking, Finance and Other Financial Services sector entities and advising on Corporate & Tax Law. He has rich experience of conducting Statutory Audit of reputed private sector banks, public sector banks, foreign banks, NBFCs, Insurance Companies, Mutual Funds, Schemes of National Pension Fund, Banking Correspondents and Stock brokers. He also has rich experience of conducting internal audit of Stock Exchange, Regulators, Primary Dealers, Custodians, Portfolio Managers, Depository Participants etc. He has been advising large Banks on direct and indirect taxation matters and also has experience of conducting investigative/forensic audits.</p> <p>He was on the Board of Asset Reconstruction Company of India Limited as an independent director for 6 years. Presently he is serving on the Board of LIC Housing Finance Limited.</p>
Nature of his expertise in specific functional areas	Accountancy, Finance, Audit and Corporate & Tax Law
Skills and capabilities required and manner in which the proposed Independent Director meets such requirements	<p>Skills and capabilities required:</p> <ol style="list-style-type: none"> 1. Special knowledge or practical experience in one or more of following areas – accountancy, agriculture and rural economy, banking, co-operation, economics, finance, law, small-scale industry or any other matter which in the opinion of RBI useful for banking company; 2. Fulfillment of criteria of Independence under Section 149(6) and 149(7) of Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p>Mr. Khemani has experience in Accountancy, and Finance. He also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations.</p>
Other Directorships	<ol style="list-style-type: none"> 1. LIC Housing Finance Limited 2. Go Gram Eco Foundation (A Section 8 Company)
Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Chairmanship – Nil</p> <p>Membership:</p> <ol style="list-style-type: none"> 1. Audit Committee - LIC Housing Finance Limited 2. IT Strategy Committee - LIC Housing Finance Limited
Resignation during last three years from listed companies	<p>The Lakshmi Vilas Bank Limited</p> <p>Resignation Date - March 19, 2020</p>
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	NIL
No. of board meetings attended during the FY 2021-22	NA
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointment as an Independent Director of the Bank.</p> <p>He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	NA

Brief Profile of Mr. Sadashiv Srinivas Rao:

Age (in years)	61
DIN	01245772
Nationality	Indian
Date of first appointment on Board	NA
Qualification	B Tech, MBA
Brief Resume including experience	<p>Mr. Sadashiv S. Rao is the CEO of NIIF Infrastructure Finance Limited (NIIF IFL). He will retire from the post of CEO (Key Managerial Personnel) of the NIIF IFL on completion of tenure of appointment with effect from closing of business hours on June 30, 2022. He has over 35 years of experience in project finance, investment banking and advisory services, of which, last 8 years has been at the NIIF IFL.</p> <p>Prior to NIIF IFL, Mr. Rao has worked for nearly 18 years, as one of the early senior employees of IDFC, where he last held the position of Chief Risk Officer. He has an unique experience of being in leadership roles, in both the business function as well as the risk function.</p> <p>Mr. Rao served as an Independent Director and was the Chairman of the Audit Committee of Indraprastha Gas Limited - the CNG company operating in New Delhi. He was also a Director on the Boards of Sharekhan Limited and Asset Reconstruction Company (India) Limited. In addition, he was a Director on several IDFC group companies including IDFC Alternatives Limited – the private equity arm of IDFC and IDFC Securities Limited – the investment bank and broking arm of IDFC. He was a member of the committee constituted by Government of India, to set up Power Trading Corporations nearly 22 years ago.</p>
Nature of his expertise in specific functional areas	Project Finance, Investment Banking and Advisory Services, Finance, Business Management, Risk Management
Skills and capabilities required and manner in which the proposed Independent Director meets such requirements	<p>Skills and capabilities required:</p> <ol style="list-style-type: none"> 1. Special knowledge or practical experience in one or more of following areas – accountancy, agriculture and rural economy, banking, co-operation, economics, finance, law, small-scale industry or any other matter which in the opinion of RBI useful for banking company; 2. Fulfillment of criteria of Independence under Section 149(6) and 149(7) of Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p>Mr. Rao has experience in Finance, Risk Management and Business Management. He also meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the SEBI LODR Regulations.</p>
Other Directorships	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	1000 Equity Shares
No. of board meetings attended during the FY 2021-22	NA
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointment as an Independent Director of the Bank.</p> <p>He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	NA

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Brief Profile of Mr. T Keshav Kumar:

Age (in years)	60
DIN	09623382
Nationality	Indian
Date of first appointment on Board	NA
Qualification	M.Sc Major: Mathematics Minor: Physics, Chemistry
Brief Resume including experience	<p>Mr. T Keshav Kumar is a retired banking professional with more than 37 years of experience in the State Bank group, the largest banking group in India.</p> <p>Mr. Kumar has worked in various facets of banking including retail, commercial credit, project finance, risk management, treasury etc. He joined the State Bank of Travancore in 1984 as a Probationary Officer.</p> <p>Mr. Kumar worked at numerous retail branches as Branch Head, Credit Officer etc. He has rich experience including top executive roles.</p> <p>He retired as the Deputy Managing Director of SBI in September 2021, seeking to continue contributing to the country's financial sector in Board/Advisory roles.</p>
Nature of his expertise in specific functional areas	Credit, Risk Management, Treasury, Human Resources, Planning and Development, Stressed Asset Management, Agriculture and Rural Economy, Small Scale Industry and Banking.
Other Directorships	None
Chairmanship/Membership of Committees in companies in which position of Director is held	None
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	NIL
No. of board meetings attended during the FY 2021-22	NA
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointment as Non-Executive Non-Independent Director of the Bank.</p> <p>He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	NA

Brief Profile of Mr. Sandeep Tewari:

Age (in years)	60
DIN	09623300
Nationality	Indian
Date of first appointment on Board	NA
Qualification	M.Sc. in Advanced Social Anthropology, B.Sc. in Geology
Brief Resume including experience	<p>Mr. Sandeep Tewari is a highly experienced advisor who excels in strategic governance, evaluation of Business Operations and Risk Management. He is a skilled, enterprising professional with extensive experience in financial services, accomplished in envisioning and realising strategy with sound executive leadership accomplishments. He has proven ability to evaluate and measure company's current performance and determine steps to enact long-term strategy.</p> <p>Key accomplishments:</p> <ul style="list-style-type: none"> Contributed immensely towards improving the Risk Management in the State Bank of India (SBI) specially Operational Risk, Financial Risk & Market Risk the Audit Department. Drove the adoption of data analytics for Risk Management in credit area of the SBI. Re-organised the entire business structure for the SBI and launched digital banking records resulting in compelling advancements in performance. Expanded business portfolio by 150% while leading Corporate Account Group of State Bank of India wherein steered the Power & Infrastructure Portfolio. Transformed several audit systems by completely automating it and created a few data points to generate divergence through Core Banking Solutions. Through experience in audit, was able to substantially improve the risk management structure in SBI. <p>Empaneled as Assessor for interviewing candidates for Banking Board's Bureau for CMD, MD&ED level positions in the SBI.</p>
Nature of his expertise in specific functional areas	Risk Management & Compliance, Business Development, HR Management & Development, Profit Centre Management, Cash Management, Internal Audit, Customer Relationship Management, Banking, Cost Optimisation, Reporting & Presentations, Supervising & Counselling.
Other Directorships	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	Nil
No. of board meetings attended during the FY 2021-22	NA
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointment as Non Executive Non Independent Director of the Bank.</p> <p>He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 20,00,000/- (Rupees Twenty Lakhs) per annum in terms of the RBI Notification No. RBI/2021-22/24 DOR.GOV.REC. 8/29.67.001/2021-22 dated April 26, 2021.</p>
Remuneration last drawn (FY 2021-22)	NA

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Brief Profile of Mr. Prashant Kumar:

Age (in years)	61
DIN	07562475
Nationality	Indian
Date of first appointment on Board	March 26, 2020
Qualification	Science Graduate and Law Graduate from Delhi
Brief Resume including experience	<p>Mr. Prashant Kumar joined State Bank of India ('SBI') in 1983 as Probationary Officer and since then he held various important portfolios in the Bank. He has over 35 years of experience in the Banking field. In his long service in the Bank, he had the opportunity to work in various areas of banking such as Credit, Retail Banking, Human Resources & Strategic Training and Finance.</p> <p>He held the position of General Manager in Mumbai and Chief General Manager of Kolkata Circle in SBI. After elevation to the position of Deputy Managing Director, he held the position of Chief Operating Officer, Corporate Development Officer (HR) and Chief Financial Officer of SBI at its Corporate Office in Mumbai.</p>
Nature of his expertise in specific functional areas	Banking, Finance, Law, Human Resources, Agriculture & Rural Economy and Strategy.
Other Directorships	YES Securities (India) Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on June 3, 2022)	35,040 Equity Shares
No. of board meetings attended during the FY 2021-22	15 (15)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	<p>Appointment as a Director of the Bank.</p> <p>The details of the remuneration sought to be paid to Mr. Prashant Kumar is provided in Resolution to Item No. 6 of this AGM Notice.</p>
Remuneration last drawn (FY 2021-22)	₹ 2,52,16,512/-