

June 12, 2019

**BSE Limited**  
Corporate Relations Department  
1<sup>st</sup> Floor, New Trading Ring  
P.J. Towers, Dalal Street  
Mumbai - 400 001  
**BSE Scrip Code: 532648**

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

Dear Sirs,

**Sub: Voting Results and Proceedings of the 15<sup>th</sup> Annual General Meeting of YES Bank Limited held on June 12, 2019**

We wish to inform you that the 15<sup>th</sup> Annual General Meeting ("AGM") of YES Bank Limited was held on June 12, 2019 at 11.00 A.M. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A.B. Road, Worli, Mumbai- 400 018.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Bank had provided the facility to its Members holding shares as on cut-off date i.e. June 05, 2019, to exercise their right to vote by electronic means on the businesses specified in the AGM Notice, through remote electronic voting (remote e-voting) which commenced on June 7, 2019 at 10:00 A.M. and ended at June 11, 2019 at 5:00 P.M. and through electronic voting, i.e. Insta-Poll at the AGM venue to those Members who have attended the AGM but could not exercise their vote through remote e-voting.


Accordingly, we hereby submit the following disclosures:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations.
2. Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM through Insta-Poll, pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended.
3. Summary of AGM Proceedings under Regulation 30 of Listing Regulations.

Kindly take the same on record.

Thanking you

Yours faithfully  
For YES Bank Limited

  
Shivanand R. Shettigar  
Group Company Secretary



Encl.: As above

Name of the Bank : YES Bank Limited

Date of the AGM: June 12, 2019

Total number of shareholders on record date (June 05, 2019): 1112556

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 5

Public: 322

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not Applicable

Public: Not Applicable



Resolution No.	1 - Consideration and adoption of standalone and consolidated audited financial statements of the Bank for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	991,457,999	79.1202	991,457,999	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		991,457,999	79.1202	991,457,999	0	100.0000	0.0000
Public- Non Institutions	E-Voting	605,490,373	53,867,825	8.8966	53,734,161	133,664	99.7518	0.2481
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		54,481,035	8.9979	54,347,339	133,696	99.7546	0.2454
	Total	2,316,958,738	1,504,304,059	64.9258	1,504,170,363	133,696	99.9911	0.0089



Resolution No.	2 - Approval of Declaration of dividend on equity shares							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	996,515,207	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	996,515,207	0	100.0000	0.0000
Public- Non Institutions	E-Voting	605,490,373	54,704,204	9.0347	54,230,428	473,776	99.1339	0.8660
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,317,414	9.136	54,843,606	473,808	99.1435	0.8565
	Total	2,316,958,738	1,510,197,646	65.1802	1,509,723,838	473,808	99.9686	0.0314



Resolution No.	3 - Appointment of Mr. Subhash Chander Kalia (DIN: 00075644) who retires by rotation and being eligible, offers himself for reappointment							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	971,429,413	25,085,794	97.4826	2.5173
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	971,429,413	25,085,794	97.4826	2.5174
Public- Non Institutions	E-Voting	605,490,373	54,757,617	9.0435	53,917,756	839,861	98.4662	1.5337
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,370,827	9.1448	54,530,934	839,893	98.4831	1.5169
Total		2,316,958,738	1,510,251,059	65.1825	1,484,325,372	25,925,687	98.2834	1.7166



Resolution No.	4 - Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,165,127	79.4958	996,165,127	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,165,127	79.4958	996,165,127	0	100.0000	0.0000
Public- Non Institutions	E-Voting	605,490,373	54,475,419	8.9969	50,917,001	3,558,418	93.4678	6.5321
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,088,629	9.0982	51,530,179	3,558,450	93.5405	6.4595
Total		2,316,958,738	1,509,618,781	65.1552	1,506,060,331	3,558,450	99.7643	0.2357





Resolution No.	5 - Appointment of Mr. Thai Salas Vijayan (DIN: 00043959) as an Independent Director							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,165,127	79.4958	996,164,992	135	99.9999	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,165,127	79.4958	996,164,992	135	100.0000	0.0000
Public- Non Institutions	E-Voting	605,490,373	54,475,114	8.9969	54,031,065	444,049	99.1848	0.8151
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,088,324	9.0982	54,644,243	444,081	99.1939	0.8061
Total		2,316,958,738	1,509,618,476	65.1552	1,509,174,260	444,216	99.9706	0.0294



Resolution No.	6 - Appointment of Mr. Maheswar Sahu (DIN: 00034051) as an Independent Director							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	986,491,310	10,023,897	98.9941	1.0058
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	986,491,310	10,023,897	98.9941	1.0059
Public- Non Institutions	E-Voting	605,490,373	54,472,072	8.9964	54,028,456	443,616	99.1856	0.8143
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,085,282	9.0977	54,641,634	443,648	99.1946	0.8054
	Total	2,316,958,738	1,509,965,514	65.1702	1,499,497,969	10,467,545	99.3068	0.6932

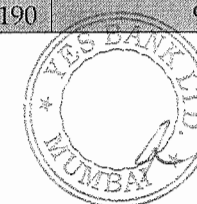




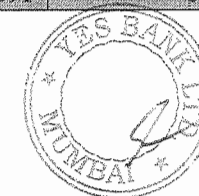
Resolution No.	7 - Appointment of Mr. Anil Jaggia (DIN: 00317490) as an Independent Director							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	986,491,310	10,023,897	98.9941	1.0058
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	986,491,310	10,023,897	98.9941	1.0059
Public- Non Institutions	E-Voting	605,490,373	54,460,817	8.9945	54,015,600	445,217	99.1825	0.8174
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,074,027	9.0958	54,628,778	445,249	99.1915	0.8085
	Total	2,316,958,738	1,509,954,259	65.1697	1,499,485,113	10,469,146	99.3067	0.6933



Resolution No.	8 - Re-appointment of Lt. Gen. (Dr.) Mukesh Sabharwal (Retd.) (DIN: 05155598) as an Independent Director for the second term							
Resolution required: (Ordinary/ Special)	SPECIAL <i>Lt. Gen. (Dr.) Mukesh Sabharwal (Retd.), Non-Executive Independent Director of the Bank, had tendered his resignation on June 10, 2019 from the bank's board. The Bank had proposed his re-appointment as an Independent Director until April 24, 2020 at the Annual General Meeting of the Bank held on 12th June, 2019. Since Rule 20 (4) (xviii) of the Companies (Management and Administration) Rules, 2014, provides that a resolution proposed to be considered through voting by electronic means shall not be withdrawn, the Bank was not in a position to withdraw the resolution proposed in the AGM Notice for his re-appointment. The outcome of the Resolution proposed in the AGM Notice in respect of his re- appointment has now become ineffectual since he has ceased to be a Director on the Board of the Bank with effect from June 10, 2019.</i>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	989,611,932	78.9729	979,511,503	10,100,429	98.9793	1.0206
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		989,611,932	78.9729	979,511,503	10,100,429	98.9794	1.0206
Public- Non Institutions	E-Voting	605,490,373	54,543,713	9.0082	53,486,984	1,056,729	98.0626	1.9373
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,156,923	9.1095	54,100,162	1,056,761	98.0841	1.9159
Total		2,316,958,738	1,503,133,880	64.8753	1,491,976,690	11,157,190	99.2577	0.7423



Resolution No.	9 - Re-appointment of Mr. Brahm Dutt (DIN: 05308908) as an Independent Director for the second term							
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	991,085,551	5,429,656	99.4551	0.5448
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	991,085,551	5,429,656	99.4551	0.5449
Public- Non Institutions	E-Voting	605,490,373	54,736,343	9.0400	53,859,440	876,903	98.3979	1.6020
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,349,553	9.1413	54,472,618	876,935	98.4156	1.5844
Total		2,316,958,738	1,510,229,785	65.1816	1,503,923,194	6,306,591	99.5824	0.4176



Resolution No.	10 - Taking on record the RBI approval for appointment of Mr. Brahm Dutt (DIN - 05308908) as a Non-Executive (Independent) Part-Time Chairman of the Bank and approve his remuneration							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	994,190,898	2,324,309	99.7667	0.2332
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	994,190,898	2,324,309	99.7668	0.2332
Public- Non Institutions	E-Voting	605,490,373	54,748,057	9.0419	53,873,586	874,471	98.4027	1.5972
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,361,267	9.1432	54,486,764	874,503	98.4204	1.5796
Total		2,316,958,738	1,510,241,499	65.1821	1,507,042,687	3,198,812	99.7882	0.2118



Resolution No.	11 – Approval and ratification of the appointment and remuneration of Mr. Ajai Kumar (DIN: 02446976) as Interim Managing Director & Chief Executive Officer							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	989,611,932	78.9729	982,486,444	7,125,488	99.2799	0.7200
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		989,611,932	78.9729	982,486,444	7,125,488	99.2800	0.7200
Public- Non Institutions	E-Voting	605,490,373	54,485,654	8.9986	53,757,939	727,715	98.6643	1.3356
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,098,864	9.0999	54,371,117	727,747	98.6792	1.3208
Total		2,316,958,738	1,503,075,821	64.8728	1,495,222,586	7,853,235	99.4775	0.5225





Resolution No.	12 - Approval and ratification of the use of Bank's provided Accommodation and Car facility by Mr. Rana Kapoor, Ex Managing Director & Chief Executive Officer							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,375,207	79.5126	995,875,592	499,615	99.9498	0.0501
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,375,207	79.5126	995,875,592	499,615	99.9499	0.0501
Public- Non Institutions	E-Voting	605,490,373	54,746,765	9.0417	53,106,824	1,639,941	97.0044	2.9955
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,359,975	9.143	53,720,002	1,639,973	97.0376	2.9624
Total	Total	2,316,958,738	1,510,100,207	65.1760	1,507,960,619	2,139,588	99.8583	0.1417





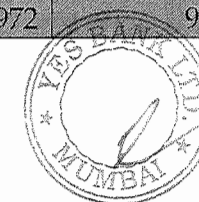
Resolution No.	13 - Approval of appointment of Mr. Ravneet Singh Gill (DIN: 00091746) as a Director							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	993,334,033	3,181,174	99.6807	0.3192
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	993,334,033	3,181,174	99.6808	0.3192
Public- Non Institutions	E-Voting	605,490,373	54,751,773	9.0426	54,310,677	441,096	99.1943	0.8056
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,364,983	9.1439	54,923,855	441,128	99.2032	0.7968
	Total	2,316,958,738	1,510,245,215	65.1822	1,506,622,913	3,622,302	99.7602	0.2398



Resolution No.	14 - Approval of appointment of and remuneration of Mr. Ravneet Singh Gill (DIN: 00091746) as Managing Director & Chief Executive Officer							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,515,207	79.5238	996,515,207	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,515,207	79.5238	996,515,207	0	100.0000	0.0000
Public- Non Institutions	E-Voting	605,490,373	54,750,170	9.0423	54,258,130	492,040	99.1012	0.8987
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,363,380	9.1436	54,871,308	492,072	99.1112	0.8888
	Total	2,316,958,738	1,510,243,612	65.1822	1,509,751,540	492,072	99.9674	0.0326



Resolution No.	15 - Appointment of Mr. Ravinder Kumar Khanna (DIN: 00305025) as a Non-Executive Non-Independent Director (Indian Partners' Representative Director)							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	783,907,933	62.5573	684,447,013	99,460,920	87.3121	12.6878
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		783,907,933	62.5573	684,447,013	99,460,920	87.3122	12.6878
Public- Non Institutions	E-Voting	605,490,373	53,459,573	8.8291	35,994,553	17,465,020	67.3304	32.6695
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		54,072,783	8.9304	36,607,731	17,465,052	67.7008	32.2992
	Total	2,316,958,738	1,296,345,741	55.9503	1,179,419,769	116,925,972	90.9803	9.0197



Resolution No.	16 - Appointment of Ms. Shagun Kapur Gogia (DIN: 01714304) as a Non-Executive Non-Independent Director (Indian Partners' Representative Director)							
Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	783,907,933	62.5573	684,447,013	99,460,920	87.3121	12.6878
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		783,907,933	62.5573	684,447,013	99,460,920	87.3122	12.6878
Public- Non Institutions	E-Voting	605,490,373	53,746,704	8.8766	36,110,988	17,635,716	67.1873	32.8126
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		54,359,914	8.9779	36,724,166	17,635,748	67.5574	32.4426
	Total	2,316,958,738	1,296,632,872	55.9627	1,179,536,204	117,096,668	90.9692	9.0308

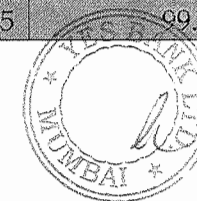


Resolution No.	17- Approval for borrowing/ raising funds in Indian/ Foreign currency by issue of debt securities up to Rs 20,000 Crore (the "NCDs") to eligible investors on private placement basis							
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,606,292	79.5311	971,603,460	25,002,832	97.4912	2.5087
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,606,292	79.5311	971,603,460	25,002,832	97.4912	2.5088
Public- Non Institutions	E-Voting	605,490,373	54,764,734	9.0447	54,624,680	140,054	99.7442	0.2557
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,377,944	9.146	55,237,858	140,086	99.7470	0.2530
	Total	2,316,958,738	1,510,349,261	65.1867	1,485,206,343	25,142,918	98.3353	1.6647





Resolution No.	18 - Approval of raising of capital upto USD 1 Billion or its Indian Rupee equivalent by way of public issue, preferential issue, qualified institutions placement, private placement or a combination thereof through ADRs/GDRs or FCCBs or any other methods by issue of shares or convertible securities in one or more tranches provided however that the aggregate amount raised shall not result in increase of the issued and subscribed equity share capital of the Bank by more than 10% of the then issued and subscribed equity shares of the Bank							
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	791,075,293	63.1293	789,073,480	2,001,813	99.7469	0.2530
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		791,075,293	63.1293	789,073,480	2,001,813	99.7470	0.2530
Public- Non Institutions	E-Voting	605,490,373	54,765,508	9.0448	54,628,148	137,360	99.7491	0.2508
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,378,718	9.1461	55,241,326	137,392	99.7519	0.2481
	Total	2,316,958,738	1,304,819,036	56.3160	1,302,679,831	2,139,205	99.8361	0.1639





Resolution No.	19 - Approval of amendments to the Employees Stock Option Scheme of the Bank, namely 'YBL ESOS - 2018'							
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	458,365,025	458,365,025	100.0000	458,365,025	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		458,365,025	100.0000	458,365,025	0	100.0000	0.0000
Public- Institutions	E-Voting	1,253,103,340	996,606,292	79.5311	546,487,636	450,118,656	54.8348	45.1651
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		996,606,292	79.5311	546,487,636	450,118,656	54.8349	45.1651
Public- Non Institutions	E-Voting	605,490,373	54,488,540	8.9991	53,946,529	542,011	99.0052	0.9947
	Insta Poll		613,210	0.1013	613,178	32	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,101,750	9.1004	54,559,707	542,043	99.0163	0.9837
Total		2,316,958,738	1,510,073,067	65.1748	1,059,412,368	450,660,699	70.1564	29.8436



### Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 15<sup>th</sup> AGM of YES BANK Limited held on June 12, 2019

To,  
The Chairman,  
YES BANK Limited  
YES BANK Tower, IFC -2, 15th Floor, Senapati Bapat Marg,  
Elphinstone (W), Mumbai - 400013

15<sup>th</sup> Annual General Meeting of the Equity Shareholders of YES BANK Limited held on Wednesday, June 12, 2019 at 11.00 A.M. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

The Board of Directors of YES BANK Limited (*hereinafter referred to as the "Bank"*) at its meeting held on April 26, 2019 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting through "Instapoll", conducted at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby state that, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

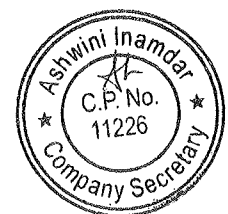
#### Report on Scrutiny:

- The Bank had appointed Karvy Fintech Private Limited, ("Karvy") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Bank. Karvy are also the Registrar and Share Transfer Agents ('RTA') of the Bank.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 15<sup>th</sup> Annual General Meeting ('AGM') of the Bank, which was held on Wednesday, June 12, 2019.
- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.com>. The Bank had uploaded all the items of the business to be



transacted at the AGM on the website of the Bank and also it's Service Provider to facilitate their Members to cast their vote through Remote E-Voting.

- The cut-off date for the dispatch of the Notice of the AGM was April 26, 2019 and as on that date, there were 8,36,405 Members of the Bank. The Service Provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 7,45,469 Members whose email Ids were made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA on May 17, 2019. In respect of 90,936 Members, whose Email Ids were not available, the Notices along with Annual Report and E-voting details were sent by registered/speed post from May 16, 2019 to May 19, 2019. In respect of 25,203 cases, where the transmissions through email had failed, the Bank had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier to the said shareholders.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the Resolutions placed for approval of the Members was **Wednesday, June 05, 2019**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Friday, June 7, 2019 at 10:00 A.M. to Tuesday, June 11, 2019 at 5:00 P.M.**
- The Bank completed the dispatch of the Notices to the members on Sunday, May 19, 2019.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Free Press Journal' newspaper dated May 20, 2019 and in Marathi in 'Navshakti' newspaper dated May 20, 2019. The Notices published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on June 11, 2019 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 15<sup>th</sup> AGM of the Bank held on Wednesday, June 12, 2019, the facility to vote electronically through "Instapoll" was provided to facilitate those Members present in the meeting but could not earlier participate in the Remote E-voting to record their votes.
- On June 12, 2019, after tabulating the votes conducted at the venue of the AGM electronically through Instapoll, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Megha Gupta and Mr. Yash Goswami who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded through Instapoll, the polling pads were taken over by the Service Provider and the votes cast electronically through Instapoll was tabulated



for the purpose of considering the total votes cast by the Members at the venue of the meeting.

- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting through Instapoll done at the venue of the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of Instapoll are as under:

Details	Remote voting	E-Voting through Instapoll at AGM	Total voting
Number of members who cast their votes	1913	107	2020
Total number of Shares held by them	1525523835	677210	1526201045
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	Various as mentioned under each of the Resolution		

Note: Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through Instapoll.

### ORDINARY BUSINESS

#### I) Item No. 1 of the Notice (As an Ordinary Resolution):

Consideration and adoption of

- the audited financial statements of the Bank for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon; and
- the audited consolidated financial statements of the Bank for the financial year ended March 31, 2019 and the Report of the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1503557185	99.9504	133664	0.0089	21832986
Electronic voting through Instapoll	613178	0.0408	32	0.0000	64000
<b>TOTAL</b>	<b>1504170363</b>	<b>99.9911</b>	<b>133696</b>	<b>0.0089</b>	<b>21896986</b>



II) Item No. 2 of the Notice (As an Ordinary Resolution):

Declaration of dividend

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1509110660	99.9280	473776	0.0314	15939399
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1509723838</b>	<b>99.9686</b>	<b>473808</b>	<b>0.0314</b>	<b>16003399</b>

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Subhash Chander Kalia (DIN: 00075644), who retires by rotation and being eligible, offers himself for reappointment

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1483712194	98.2428	25925655	1.7166	15885986
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1484325372</b>	<b>98.2834</b>	<b>25925687</b>	<b>1.7166</b>	<b>15949986</b>

SPECIAL BUSINESS

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1505447153	99.7237	3558418	0.2357	16518264
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1506060331</b>	<b>99.7643</b>	<b>3558450</b>	<b>0.2357</b>	<b>16582264</b>



**V) Item No. 5 of the Notice (As an Ordinary Resolution):**

**Appointment of Mr. Thai Salas Vijayan (DIN: 00043959) as an Independent Director.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1508561082	99.9300	444184	0.0294	16518569
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1509174260</b>	<b>99.9706</b>	<b>444216</b>	<b>0.0294</b>	<b>16582569</b>

**VI) Item No. 6 of the Notice (As an Ordinary Resolution):**

**Appointment of Mr. Maheswar Sahu (DIN: 00034051) as an Independent Director.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1498884791	99.2662	10467513	0.6932	16171531
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1499497969</b>	<b>99.3068</b>	<b>10467545</b>	<b>0.6932</b>	<b>16235531</b>

**VII) Item No. 7 of the Notice (As an Ordinary Resolution):**

**Appointment of Mr. Anil Jaggia (DIN: 00317490) as an Independent Director.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1498871935	99.2660	10469114	0.6933	16182786
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1499485113</b>	<b>99.3067</b>	<b>10469146</b>	<b>0.6933</b>	<b>16246786</b>





**VIII) Item No. 8 of the Notice (As a Special Resolution):**

**Re-appointment of Lt. Gen. (Dr.) Mukesh Sabharwal (Retd.) (DIN: 05155598) as an Independent Director for the second term:**

*Lt. Gen. (Dr.) Mukesh Sabharwal (Retd.), Non-Executive Independent Director of the Bank, had tendered his resignation on June 10, 2019 from the bank's board. The Bank had proposed his re-appointment as an Independent Director until April 24, 2020 at the Annual General Meeting of the Bank held on 12th June, 2019.*

*Since Rule 20 (4) (xviii) of the Companies (Management and Administration) Rules, 2014, provides that a resolution proposed to be considered through voting by electronic means shall not be withdrawn, the Bank was not in a position to withdraw the resolution proposed in the AGM Notice for his re-appointment. The outcome of the Resolution proposed in the AGM Notice in respect of his re-appointment has now become ineffectual since he has ceased to be a Director on the Board of the Bank with effect from June 10, 2019.*

**IX) Item No. 9 of the Notice (As a Special Resolution):**

**Re-appointment of Mr. Brahm Dutt (DIN: 05308908) as an Independent Director for the second term.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1503310016	99.5418	6306559	0.4176	15907260
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1503923194</b>	<b>99.5824</b>	<b>6306591</b>	<b>0.4176</b>	<b>15971260</b>

**X) Item No. 10 of the Notice (As an Ordinary Resolution):**

**Taking on record, RBI approval for appointment of Mr. Brahm Dutt (DIN: 05308908) as a Non-Executive (Independent) Part-Time Chairman of the Bank and approve his remuneration.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1506429509	99.7476	3198780	0.2118	15895546
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1507042687</b>	<b>99.7882</b>	<b>3198812</b>	<b>0.2118</b>	<b>15959546</b>



**XI) Item No. 11 of the Notice (As an Ordinary Resolution):**

**Approval and ratification of the appointment and remuneration of Mr. Ajai Kumar (DIN: 02446976) as Interim Managing Director & Chief Executive Officer**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1494609408	99.4367	7853203	0.5225	23061224
Electronic voting through Instapoll	613178	0.0408	32	0.0000	64000
<b>TOTAL</b>	<b>1495222586</b>	<b>99.4775</b>	<b>7853235</b>	<b>0.5225</b>	<b>23125224</b>

**XII) Item No. 12 of the Notice (As an Ordinary Resolution):**

**Approval and ratification of the use of Bank's provided Accommodation and Car facility by Mr. Rana Kapoor, Ex Managing Director & Chief Executive Officer**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1507347441	99.8177	2139556	0.1417	16036838
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1507960619</b>	<b>99.8583</b>	<b>2139588</b>	<b>0.1417</b>	<b>16100838</b>

**XIII) Item No. 13 of the Notice (As an Ordinary Resolution):**

**Approval of appointment of Mr. Ravneet Singh Gill (DIN: 00091746) as a Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1506009735	99.7196	3622270	0.2398	15891830
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1506622913</b>	<b>99.7602</b>	<b>3622302</b>	<b>0.2398</b>	<b>15955830</b>



XIV) Item No. 14 of the Notice (As an Ordinary Resolution):

Approval of appointment of and remuneration of Mr. Ravneet Singh Gill (DIN: 00091746) as Managing Director & Chief Executive Officer

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1509138362	99.9268	492040	0.0326	15893433
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1509751540</b>	<b>99.9674</b>	<b>492072</b>	<b>0.0326</b>	<b>15957433</b>

XV) Item No. 15 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Ravinder Kumar Khanna (DIN: 00305025) as a Non-Executive Non-Independent Director (Indian Partners' Representative Director)

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1178806591	90.9330	116925940	9.0197	229791304
Electronic voting through Instapoll	613178	0.0473	32	0.0000	64000
<b>TOTAL</b>	<b>1179419769</b>	<b>90.9803</b>	<b>116925972</b>	<b>9.0197</b>	<b>229855304</b>

XVI) Item No. 16 of the Notice (As an Ordinary Resolution):

Appointment of Ms. Shagun Kapur Gogia (DIN: 01714304) as a Non-Executive Non-Independent Director (Indian Partners' Representative Director)

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1178923026	90.9219	117096636	9.0308	229504173
Electronic voting through Instapoll	613178	0.0473	32	0.0000	64000
<b>TOTAL</b>	<b>1179536204</b>	<b>90.9692</b>	<b>117096668</b>	<b>9.0308</b>	<b>229568173</b>



**XVII) Item No. 17 of the Notice (As a Special Resolution):**

**Approval for borrowing/ raising funds in Indian/ Foreign currency by issue of debt securities up to Rs 20,000 Crore (the "NCDs") to eligible investors on private placement basis**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1484593165	98.2947	25142886	1.6647	15787784
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	<b>1485206343</b>	<b>98.3353</b>	<b>25142918</b>	<b>1.6647</b>	<b>15851784</b>

**XVIII) Item No. 18 of the Notice (As a Special Resolution):**

**Approval of raising of capital upto USD 1 Billion or its Indian Rupee equivalent by way of public issue, preferential issue, qualified institutions placement, private placement or a combination thereof through ADRs/GDRs or FCCBs or any other methods by issue of shares or convertible securities in one or more tranches provided however that the aggregate amount raised shall not result in increase of the issued and subscribed equity share capital of the Bank by more than 10% of the then issued and subscribed equity shares of the Bank**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1302066653	99.7891	2139173	0.1639	221318009
Electronic voting through Instapoll	613178	0.0470	32	0.0000	64000
<b>TOTAL</b>	<b>1302679831</b>	<b>99.8361</b>	<b>2139205</b>	<b>0.1639</b>	<b>221382009</b>

**XIX) Item No. 19 of the Notice (As a Special Resolution):**

**Approval of amendments to the Employees Stock Option Scheme of the Bank, namely 'YBL ESOS - 2018**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/ Abstained votes/ Less votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1058799190	70.1158	450660667	29.8436	16063978



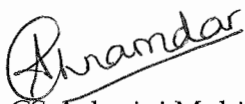
Electronic voting through Instapoll	613178	0.0406	32	0.0000	64000
<b>TOTAL</b>	1059412368	70.1564	450660699	29.8436	16127978

All the Resolutions mentioned in the AGM Notice dated April 26, 2019 *except for resolution no. 8 and resolution no. 19* as per the details mentioned above stand passed under Remote E-voting and voting conducted at AGM electronically by way of Instapoll with the requisite majority and hence deemed to be passed as on the date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically in respect of the votes cast through Remote E-Voting and voting conduct at the 15<sup>th</sup> AGM by way of Instapoll by the Members of the Bank. All other relevant records relating to remote e-voting and Electronic voting through Instapoll is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,  
Yours Faithfully  
For Mehta & Mehta,  
Company Secretaries



CS Ashwini Mohit Inamdar  
(Partner)  
FCS No: 9409  
COP No: 11226

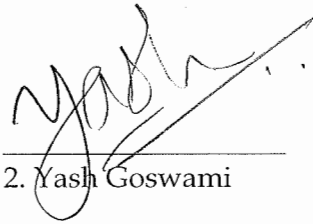


Place: Mumbai  
Date: June 12, 2019

The following were the witnesses to the unblocking the votes cast through remote e-voting.




1. Megha Gupta



2. Yash Goswami

I have received the report:

Signature   
Mr. Brahm Dutt  
Non-Executive Chairman

Place: Mumbai  
Date: June 12, 2019



**Summary of the proceedings of the Fifteenth Annual General Meeting of YES BANK Limited  
held on June 12, 2019**

The 15<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Bank was held on June 12, 2019 at 11.00 A.M. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A.B. Road, Worli, Mumbai- 400 018.

Mr. Brahm Dutt, Non-Executive (Independent) Part-Time Chairman of the Bank, chaired the proceedings of the meeting.

Total 327 Members (including Proxies and authorized representatives) attended the meeting as per the attendance records for the AGM.

The AGM was attended by the following Directors on the Board of the Bank:

1. **Mr. Brahm Dutt**, Non-Executive (Independent) Chairman of the Board and Chairman - Corporate Social Responsibility Committee
2. **Dr. Pratima Sheorey**, Independent Director and Chairperson - Service Excellence, Branding and Marketing Committee
3. **Mr. Subhash Chander Kalia**, Non-Executive Non-Independent Director and Chairman - Risk Monitoring Committee
4. **Mr. Uttam Prakash Agarwal**, Independent Director and Chairman - Audit Committee;
5. **Mr. Thai Salas Vijayan**, Independent Director;
6. **Mr. Maheswar Sahu**, Independent Director and Chairman - Stakeholders Relationship Committee;
7. **Mr. Anil Jaggia**, Independent Director and Chairman - IT Strategy Committee;
8. **Mr. Ravinder Kumar Khanna**, Non-Executive Non-Independent Director (Indian Partners’ Representative Director);
9. **Ms. Shagun Kapur Gogia**, Non-Executive Non-Independent Director (Indian Partners’ Representative Director);
10. **Mr. R. Gandhi**, RBI Nominee Director; and
11. **Mr. Ravneet Singh Gill**, Managing Director & CEO, YES BANK.



The representatives of the Statutory Auditors and Secretarial Auditors were also present.

After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Chairman called the Meeting to order. The Chairman informed the Members that the Proxy Register and other Registers and documents as required under various laws were available for inspection of members. The message from the Chairman was forming part of the Annual Report of the Bank.

The Chairman further informed that the Auditors' Report on the Financial Statements for the financial year ended March 31, 2019 and Secretarial Audit Report did not have any qualifications, reservation, observations, adverse remark or disclaimer.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank had provided the Remote e-voting facility to the Members of the Bank in respect of businesses to be transacted at the AGM. The Remote e-voting commenced at 10.00 A.M. on June 7, 2019 and ended at 5:00 P.M. on June 11, 2019. Further, the Bank had offered the facility for voting through Insta-Poll at the AGM on all the 19 (Nineteen) resolutions to facilitate the Members who could not cast their votes through Remote e-Voting. It was clarified that only those Members holding shares of the Bank as on the Cut-off date i.e. Wednesday, June 5, 2019 were eligible to participate in the Remote e-voting and Insta-Poll process and the eligible Members who had not voted on the resolutions through the Remote e-voting facility can cast their votes in respect of the shares held on that date. The Board had appointed Ms. Ashwini Mohit Inamdar, Partner of M/s Mehta & Mehta, Company Secretaries, Mumbai as Scrutinizer to scrutinize the Remote e-Voting process and voting through Insta-Poll at the AGM of the Bank, in a fair and transparent manner.

Furthermore, in terms of the SEBI (Listing obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Bank has provided one-way live webcast of the proceedings of the 15th AGM.



On the invitation of the Chairman, several members addressed the Meeting, gave their suggestions and raised queries on the Bank's accounts and businesses, which were replied by the Managing Director & CEO. The Chairman stated that the consolidated results of the Remote E-voting and Insta-Poll would be announced after the AGM and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Bank and also on the website of M/s Karvy Fintech Pvt. Ltd., the Registrar and Transfer Agent of the Bank and would also be displayed at the Registered Office of the Bank.

The resolutions related to the following business as set out in the Notice of AGM were passed by the Members:

**ORDINARY BUSINESS:**

- 1) Adoption of standalone and consolidated financial statements of the Bank for the year ended March 31, 2019 (Ordinary Resolution)
- 2) Approval of dividend on equity shares (Ordinary Resolution)
- 3) Re-appointment of Mr. Subhash Chander Kalia (DIN: 00075644) as Director, liable to retire by rotation (Ordinary Resolution)

**SPECIAL BUSINESS:**

- 4) Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director (Ordinary Resolution)
- 5) Appointment of Mr. Thai Salas Vijayan (DIN: 00043959) as an Independent Director (Ordinary Resolution)
- 6) Appointment of Mr. Maheswar Sahu (DIN: 00034051) as an Independent Director (Ordinary Resolution)



- 7) Appointment of Mr. Anil Jaggia (DIN: 00317490) as an Independent Director (Ordinary Resolution)
- 8) Re-appointment of Mr. Brahm Dutt (DIN: 05308908) as an Independent Director for the second term (Special Resolution)
- 9) Taking on record the RBI approval for appointment of Mr. Brahm Dutt (DIN - 05308908) as a Non-Executive (Independent) Part-Time Chairman of the Bank and approve his remuneration (Ordinary Resolution)
- 10) Approval and ratification of the appointment and remuneration of Mr. Ajai Kumar (DIN: 02446976) as Interim Managing Director & Chief Executive Officer (Ordinary Resolution)
- 11) Approval and ratification of the use of Bank's provided Accommodation and Car facility by Mr. Rana Kapoor, Ex Managing Director & Chief Executive Officer from February 01, 2019 to April 30, 2019 (Ordinary Resolution)
- 12) Approval of appointment of Mr. Ravneet Singh Gill (DIN: 00091746) as a Director (Ordinary Resolution)
- 13) Approval of appointment of and remuneration of Mr. Ravneet Singh Gill (DIN: 00091746) as Managing Director & Chief Executive Officer (Ordinary Resolution)
- 14) Appointment of Mr. Ravinder Kumar Khanna (DIN: 00305025) as a Non-Executive Non-Independent Director (Indian Partners' Representative Director) (Ordinary Resolution)
- 15) Appointment of Ms. Shagun Kapur Gogia (DIN: 01714304) as a Non-Executive Non-Independent Director (Indian Partners' Representative Director) (Ordinary Resolution)
- 16) Authority to raise capital through an issue of debt instruments (Special Resolution)



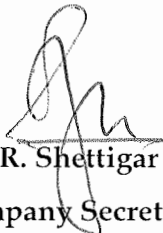
17) Authority to raise capital through issuance of Equity shares or other convertible securities  
(Special Resolution)

With regard to proposal in the AGM Notice for re-appointment of **Lt. Gen. (Dr.) Mukesh Sabharwal (Retd.)** as **Non-Executive Non-Independent Director**, the shareholders have approved the same. However, since he had resigned from the directorship of the Bank on June 10, 2019, as intimated to the stock exchanges *vide* Bank's letter dated June 11, 2019, the outcome of the Resolution proposed in the AGM Notice in this regard (*i.e. Resolution No. 8*) has now become infructuous and he ceased to be a director on the Board of the Bank with effect from June 10, 2019.

The special resolution no. 19 related to the "Approval of amendments to the Employees Stock Option Scheme of the Bank, namely 'YBL ESOS - 2018' was not approved by the shareholders.

Thanking you,

For YES BANK Limited

A handwritten signature in black ink, appearing to read "Shivanand R. Shettigar".

Shivanand R. Shettigar  
Group Company Secretary

