



YBL/CS/2021-22/0020

June 14, 2021

National Stock Exchange of India Limited

Exchange Plaza,
Plot no. C/1, G Block,
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051
Tel.: 2659 8235/36 8458
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: Annual Secretarial Compliance Report for the financial year ended March 31, 2021

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by Bhandari & Associates, Company Secretaries in Practice, for the financial year ended March 31, 2021.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For YES BANK LIMITED

Shivanand R. Shettigar
Group Company Secretary

Encl.: As above

BHANDARI & ASSOCIATES

Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,
J. B. Nagar, Andheri East. Mumbai - 400 059
Tel: +91 22 4221 5300 Fax: +91 22 4221 5303
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Secretarial Compliance Report of Yes Bank Limited for the year ended March, 31, 2021

*[Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular
CIR/CFD/CMD1/27/2019 dated 08th February, 2019]*

We, Bhandari & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by Yes Bank Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("Listing Regulations")
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;#
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; #
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015");
- i) The Securities Exchange Board of India (Merchant Bankers) Regulation, 1992; and
- j) The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;



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and circulars/ guidelines issued thereunder including the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably included the terms of appointment of its statutory auditors.

The Regulations or Guidelines, as the case may be were not applicable for the period under review.

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<p>Regulation 9 of SEBI (PIT) Regulations, 2015</p> <p>Code of Conduct.</p> <p>9. (1) The board of directors of every listed company and the board of directors or head(s) of the organisation of every intermediary shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B (in case of a listed company) and Schedule C (in case of an intermediary) to these regulations, without diluting the provisions of these regulations in any manner.</p>	<p>There were instances where trades were executed by certain designated persons in non-compliance of the Bank's Code of conduct for Prevention of Insider Trading read with Regulation 9 of SEBI (PIT) Regulations, 2015.</p>	<p>All cases of identified non-compliance were reported to the Disciplinary Committee (DC) of the Bank for taking appropriate disciplinary action against such designated persons. The DC has levied penalty as per the Board approved penalty matrix and penalty amount along with disgorged profit were credited to the IPEF account maintained by SEBI and necessary reporting in the prescribed format was made to the Stock Exchanges.</p>
2	<p>Regulation 7 of SEBI (PIT) Regulations, 2015</p> <p>2(a) Disclosures by certain persons. - Continual disclosures</p> <p>Every promoter, member of the promoter group, designated</p>	<p>There were instances where executed trades were reported in delay by designated persons to the Bank and where executed trade was reported in delay by Bank to the Stock</p>	<p>After cognizance of the non-compliance related to filing of Form C for few instances the same were filed with Stock Exchanges before reporting of non-compliance to the stock exchanges post</p>



<p>person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;</p> <p>(b) Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.</p>	Exchanges beyond the prescribed timelines.	Disciplinary Committee action.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	SEBI	SEBI had issued a Warning letter dated November 18, 2020 wrt deficiencies in disclosures under regulation 4, 6, and 30 of Listing Regulations related to capital raising for the following discrepancies - Inaccurate disclosure of offers from investors and delay in disclosure of material events, non-compliance with the disclosure principles in letter and spirit, inconsistent disclosures, delay in disclosure	The Warning letter dated November 18, 2020 was placed before the Board of Directors of the Bank at their meeting held on November 20, 2020. The Board took note of the contents of the letter, warning to exercise proper due diligence in future and avoid recurrence of such instances.	The Bank has confirmed to make accurate and consistent disclosures to the Stock exchange going forward.



		of extension of term sheet by an investor, ambiguity in disclosures on capital raising and no response on media reports, Delayed/ non-timely response to the queries of stock exchange, non-adherence to the correct procedures, by the compliance officer, while making disclosure of material/ other information.	The Board also reaffirmed the Bank's commitment to be accurate and consistent in the disclosures to the Stock Exchanges. The Bank had filed its reply with SEBI about noting of said letter on November 20, 2020.	
2	SEBI	Show Cause Notice dated October 26, 2020 to the Bank and its Officials in terms of Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with Section 151 of SEBI Act and to inquire into and adjudge under Section 15HA of the SEBI Act 1992 the alleged violation of the provisions of Section 12A (c) of the SEBI Act and Regulation 3(a), 3(d), 4(1), 4 (2) (k) and 4 (2) (r) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 committed by Yes Bank and its Officers with regard to disclosure to the exchanges regarding 'Nil' Divergence in Asset Classification and Provisioning for Position as on March 31, 2018.	The Bank and the Officers against whom the order has been passed, have filed Applications for Settlement dated April 20, 2021 before Securities and Exchange Board of India after obtaining necessary approval from the Board of the Bank.	The Bank has taken necessary corrective action.
3	SEBI	Show Cause Notice issued dated October 28, 2020 to the Bank and its Officials in terms of Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with Section 151 of SEBI Act and to inquire into and adjudge under Section 15HA of the SEBI Act 1992 for the alleged violation of the provisions of Section 12A (b) and 12A (c) of the SEBI Act and Regulation 3(a), 3(c), 3(d), 4(1), and 4 (2) (s)	Subsequent to audit period, SEBI vide its Order dated April 12, 2021 has imposed a penalty of Rs. 25 Crore against the Bank under Section 15 HA of SEBI Act, 1992 for the alleged mis-selling of AT-1 Bonds in the secondary market. Further the Bank had made an appeal against the SEBI Order and on 21st May 2021 Securities	None



	of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 read with Explanation (1) to Regulation 4 (2) of said regulations with regard to Additional Tier 1 Bonds ("AT-1 Bonds").	Appellate Tribunal (SAT) has issued a stay order against the SEBI order dated April 12, 2021.	
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d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	There was a delay in submitting the quarterly financial statements for December 2019 quarter to both NSE & BSE. Regulation 33 (1) (a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015- The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	March 31, 2020	As per the intimation given to the Exchanges, the top management of the Bank was involved in capital raising activities due to which the results got delayed. Since this was a one-off event and the results for the subsequent quarters were published on time, the Management feels there is no requirement to take any action on the same.	None
2	Intimations with respect to the below mentioned investor meets were made beyond 24 hours without any explanations for such delay as required under the said compliance.	March 31, 2020	The Bank has set a process to ensure that the disclosure of any Investor Meetings being held on Friday is intimated to Stock Exchanges within 24 hours.	None



	Intimations with respect to the Investor Meets held on March 29, 2019, May 06, 2019, May 13, 2019, May 30, 2019, June 10, 2019, June 17, 2019 and July 22, 2019 were made beyond 24 hours i.e. in delay by a day without any explanations for such delay as required under Schedule III, Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
3	Incomplete disclosure of information was provided under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the report on Income Recognition, Asset Classification and Provisioning (IRACP) as issued by the Reserve Bank of India for the FY 2018.	March 31, 2020	SEBI vide Circular No. CIR/CFD/CMD1/120/ 2019 dated October 31, 2019 prescribed the method and the format in which the Banks are required to give disclosure on divergence in Asset Classification provisioning. The Bank has ensured the compliance with the said circular.	None

For Bhandari & Associates
Company Secretaries
Firm Registration No: P1981MH043700

S. N. Bhandari



Ⓢ S. N. Bhandari
Partner
FCS No: 761; C P No.: 366
Mumbai | June 10, 2021
UDIN: F000761C000435932