

May 21, 2019

**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, 2019.**

Dear Sir/Madam,

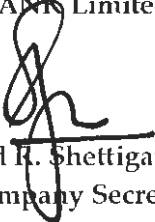
Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019; please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s. BNP & Associates, Company Secretaries in Practice, for the financial year ended March 31, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,

For YES BANK Limited

  
Shivanand R. Shettigar  
Group Company Secretary



*Encl.: as above*

**Secretarial compliance report of YES BANK Limited for the year ended  
31<sup>st</sup> March, 2019**

We BNP & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by the 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 31<sup>st</sup> March, 2019 ("**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 there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Registrar to an Issue and share Transfer Agent) Regulations, 1993;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Merchant Bankers) Regulation, 1992;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- (i) Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994. and circulars/ guidelines issued thereunder;

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
	Nil	NA	Nil

- (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.	Show Cause Notice issued by SEBI in previous FY 2017-2018	The Bank had received a letter No. EAD-2/DSR/RG/1,4039/2017 dated June 16, 2017 ("SCN") from SEBI regarding adjudication proceeding under Rule 4(1) of SEBI (Procedure for Holding Inquiry and imposing penalty by Adjudicating officer) Rules, 1995 read with section 15-I of SEBI Act, 1992, Rule 4 of the Securities Contracts (Regulation) Rules, 2005 read with Section 23-I of Securities Contract (Regulation) Act, 1956, in respect	-The Settlement terms as proposed by the Bank were considered by the Internal Committee and placed before the High Powered Advisory Committee ("HPAC") on May 14, 2018. HPAC after considering the facts & circumstances of the case,	Matter is closed



	of issue and withdrawal of QIP by the Bank in September 2016. In response to SCN , the Bank had filed an application under the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (Settlement Regulations) with SEBI on August 18, 2017 to settle the proceedings initiated via the abovementioned Show Cause Notice (Settlement Application No. 3339/2017).	recommended for settlement of case on payment of Rs. 40,80,000, which was approved by the panel of Whole Time Members of SEBI on June 14, 2018. Accordingly, the Bank had remitted a sum of Rs. 40,80,000 on June 19, 2018 and thereafter SEBI vide its Settlement Order dated June 29, 2018 disposed of the matter.	
--	---	--	--

(a) 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 March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	Nil	NA	Nil



For BNP & Associates  
Company Secretaries

[Firm Regn. No. P2014MH037400]

*B. Narasimhan*  
B. Narasimhan  
Partner  
FCS 1303 /CP No. 10440

Place: Mumbai  
Date: April 26, 2019