

YBL/CS/2022-23/066

August 24, 2022

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: Outcome/ Proceedings of the Extra-ordinary General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Extra-ordinary General Meeting (“EGM”) of YES Bank Limited was held on Wednesday, August 24, 2022 at 11:00 AM IST, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

As per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the “**Listing Regulations**”), the Bank had provided the facility to its Members holding shares as on cut-off date i.e. Wednesday, August 17, 2022, to exercise their rights to vote by electronic means on the businesses specified in the EGM Notice, through remote e-voting facility which commenced on August 21, 2022 at 10.00 A.M. and ended on August 23, 2022 at 05.00 P.M. and during the EGM to those Members who could not exercise their vote earlier through remote e-voting.

The Bank had appointed Mr. S. N. Bhandari, Partner, M/s. Bhandari & Associates, Company Secretaries, as the Scrutinizer for the remote e-voting and e-voting at the EGM. As per the Scrutinizer's Report, all Resolutions contained in the Notice of the EGM were approved by the Shareholders with requisite majority and all the resolutions were declared as passed on August 24, 2022

Accordingly, we hereby submit the following disclosures:

1. Press Release
2. Voting Results pursuant to Regulation 44(3) of the Listing Regulations
3. Combined Scrutinizer's Report as on August 24, 2022
4. Brief amendments to Memorandum and Articles of Association of the Bank
5. Summary of EGM Proceedings under Regulation 30 of the Listing Regulations

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **YES BANK LIMITED**

Shivanand R. Shettigar
Company Secretary

Encl.: As above

Press Release

Shareholders fully support all Resolutions proposed by Board of Directors of YES BANK at the Extra-ordinary General Meeting

Mumbai, August 24, 2022: The General body of the Shareholders of YES BANK, has approved all the five Resolutions with an overwhelming majority at the Extra-ordinary General Meeting (EGM) held virtually on Wednesday, August 24, 2022 at 11:00 AM. The outcome reflects a summation of remote E-voting and voting through electronic means at the EGM.

The Shareholders approved:

Special Business

1. Increase in the authorized share capital of the Bank and consequent alteration of capital clause of the Memorandum of Association of the Bank (Ordinary Resolution);
2. Approval for amendment to the Articles of Association of the Bank (Special Resolution);
3. Issue of Investor Equity Shares and Investor Warrants, on a preferential basis (Special Resolution);
4. Appointment of Mr. R. Gandhi (DIN - 03341633) as an Independent Director (Special Resolution);
5. Appointment and remuneration of Mr. Prashant Kumar (DIN - 07562475) as interim Managing Director & Chief Executive Officer of the Bank (Ordinary Resolution).

Speaking on the occasion, **Mr. Prashant Kumar, Chairman of the EGM of the Bank** said,

'I would like to express my gratitude to shareholders for supporting all the 5 resolutions. With the shareholder's approval (*subject to other pending regulatory approvals*) in place, we complete an important step to onboard both pedigreed investors - Carlyle and Advent International as our partners, in fulfilling the long-term strategy of the Bank. The proposed capital infusion will enable the Bank to enhance its capital ratios by over 400 bps and put it amongst the Banks with one of the highest capital ratios. The infusion is also a testimony to the inherent strength of the Bank's franchise. We are excited about the incremental opportunities that this partnership creates for us and confident that both the investors will play a crucial role in the next growth phase of the Bank. Steady execution of the Bank's strategic objectives with focus on growth, granularity and quality, will enable us to take care of our stakeholder interests.

The EGM of YES BANK held on Wednesday August 24, 2022 was attended by all the 10 Board Members as under:

- **Mr. Prashant Kumar, Managing Director & CEO, and Chairman of the EGM**
- **Mr. Atul Malik**
- **Ms. Rekha Murthy**
- **Mr. Sharad Sharma**
- **Ms. Nandita Gurjar**
- **Mr. Sanjay Kumar Khemani**
- **Mr. Sadashiv Srinivas Rao**
- **Mr. R Gandhi**
- **Mr. T. Keshav Kumar**
- **Mr. Sandeep Tewari**

About YES BANK

YES BANK is a 'Full Service Commercial 'Bank' providing a complete range of products, services and technology driven digital offerings, catering to Retail, MSME as well as Corporate clients. YES BANK operates its Investment banking, Merchant banking & Brokerage businesses through YES SECURITIES, a wholly owned subsidiary of the Bank. Headquartered in Mumbai, it has a pan-India presence including an IBU at GIFT City, and a Representative Office in Abu Dhabi.

For more information, please visit the Bank's website at <http://www.yesbank.in/>

For further information, please contact:

YES BANK

Neha Chandwani

VP, Marketing & Corporate Communication

Email: Neha.Chandwani@YESBANK.in

	YES BANK LIMITED
Date of the AGM/EGM	24-08-2022
Total number of shareholders on record date	47,81,692
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	334

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Increase in the authorized share capital of the Bank and consequent alteration of capital clause of the Memorandum of Association of the Bank									
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) # (4) #	No. of Votes – against (5) (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
		(1)	(2)	(3)=[(2)/(1)]* 100	(4) #	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	0
Public- Institutions	E-Voting		11,55,55,35,155	82.61	11555535155	0	100.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)	13987342815	0	0.00	0	0	0.00	0.00	0	0
	Total	13,98,73,42,815	11,55,55,35,155	82.61	11,55,55,35,155	0	100.00	0.00	0	0
Public- Non Institutions	E-Voting		1,48,52,00,585	13.42	1,48,28,51,266	23,49,319	99.84	0.16	0	0
	Poll		22,49,550	0.02	22,49,548	2	100.00	0.00	0	0
	Postal Ballot (if applicable)	11067638166	0	0.00			0.00	0.00	0	0
	Total	11,06,76,38,166	1,48,74,50,135	13.44	1,48,51,00,814	23,49,321	99.84210	0.15790	0	0
	Total	25,05,49,80,981	13,04,29,85,290	52.06	13,04,06,35,969	23,49,321	99.98199	0.01801	0	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for amendment to the Articles of Association of the Bank.									
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	No. of Votes – in favour (4) #	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
		(1)	(2)	(3)=[(2)/(1)]* 100	(4) #	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	0
Public- Institutions	E-Voting		11,55,55,22,902	82.61	10,96,86,00,192	58,69,22,710	94.92	5.08	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)	13,98,73,42,815	0	0.00	0	0	0.00	0.00	0	0
	Total	13,98,73,42,815	11,55,55,22,902	82.61	10,96,86,00,192	58,69,22,710	94.92	5.08	0	0
Public- Non Institutions	E-Voting		1,48,49,88,305	13.42	1,48,30,62,825	19,25,480	99.87	0.13	0	0
	Poll		22,49,550	0.02	22,49,548	2	100.00	0.00	0	0
	Postal Ballot (if applicable)	11,06,76,38,166	0	0.00			0.00	0.00		
	Total	11,06,76,38,166	1,48,72,37,855	13.44	1,48,53,12,373	19,25,482	99.87050	0.12950	0	0
Total		25,05,49,80,981	13,04,27,60,757	52.056558	12,45,39,12,565	58,88,48,192	95.48525	4.51475	0	0



Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Investor Equity Shares and Investor Warrants, on a preferential basis.									
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	No. of Votes – in favour (4) #	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled	Votes Invalid	Votes Abstained
		(1)	(2)	(3)=[(2)/(1)]* 100	(4) #	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	0
Public- Institutions	E-Voting		11,55,55,35,155	82.61	11,49,48,73,857	6,06,61,298	99.48	0.52	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)	13,98,73,42,815	0	0.00	0	0	0.00	0.00	0	0
	Total	13,98,73,42,815	11,55,55,35,155	82.61	11,49,48,73,857	6,06,61,298	99.48	0.53	0	0
Public- Non Institutions	E-Voting		1,48,49,71,025	13.42	1,48,22,31,933	27,39,092	99.82	0.18	0	0
	Poll		22,11,550	0.02	22,11,548	2	100.00	0.00	0	0
	Postal Ballot (if applicable)	11,06,76,38,166	0	0.00			0.00	0.00		
	Total	11,06,76,38,166	1,48,71,82,575	13.44	1,48,44,43,481	27,39,094	99.81580	0.18420	0	0
	Total	25,05,49,80,981	13,04,27,17,730	52.06	12,97,93,17,338	6,34,00,392	99.51390	0.48610	0	0



Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. R. Gandhi (DIN - 03341633) as an Independent Director.									
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) # (4) #	No. of Votes – against (5) (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
		(1)	(2)	(3)=[(2)/(1)]* 100	(4) #	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	0
Public- Institutions	E-Voting		11,54,94,83,726	82.57	11,34,29,79,605	20,65,04,121	98.21	1.79	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)	13,98,73,42,815	0	0.00	0	0	0.00	0.00	0	0
	Total	13,98,73,42,815	11,54,94,83,726	82.57	11,34,29,79,605	20,65,04,121	98.21	1.79	0	0
Public- Non Institutions	E-Voting		1,48,50,05,571	13.42	1,48,24,12,597	25,92,974	99.83	0.17	0	0
	Poll		22,49,550	0.02	22,49,548	2	100.00	0.00	0	0
	Postal Ballot (if applicable)	11,06,76,38,166	0	0.00			0.00	0.00		
	Total	11,06,76,38,166	1,48,72,55,121	13.44	1,48,46,62,145	25,92,976	99.82570	0.17430	0	0
Total		25,05,49,80,981	13,03,67,38,847	52.03	12,82,76,41,750	20,90,97,097	98.39609	1.60391	0	0



Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - 5.Appointment and remuneration of Mr. Prashant Kumar (DIN - 07562475) as interim Managing Director & Chief Executive Officer of the Bank.									
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) # (4) #	No. of Votes – against (5) (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
		(1)	(2)	(3)=[(2)/(1)]* 100	(4) #	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	0
Public- Institutions	E-Voting		11,55,55,35,155	82.61	11,55,30,41,838	24,93,317	99.98	0.02	0	0
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Postal Ballot (if applicable)	13,98,73,42,815	0	0.00	0	0	0.00	0.00	0	0
	Total	13,98,73,42,815	11,55,55,35,155	82.61	11,55,30,41,838	24,93,317	99.98	0.02	0	0
Public- Non Institutions	E-Voting		1,48,50,48,382	13.42	1,48,27,67,007	22,81,375	99.85	0.15	0	0
	Poll		22,49,550	0.02	22,47,548	2,002	99.91	0.09	0	0
	Postal Ballot (if applicable)	11,06,76,38,166	0	0.00			0.00	0.00		
	Total	11,06,76,38,166	1,48,72,97,932	13.44	1,48,50,14,555	22,83,377	99.84650	0.15350	0	0
	Total	25,05,49,80,981	13,04,28,33,087	52.06	13,03,80,56,393	47,76,694	99.96338	0.03662	0	0

State Bank of India along with its subsidiaries and associate enterprises holds 7,51,69,12,087 equity shares constituting 30.0017% of the equity share capital of the Bank. In terms of provisions of Section 12(2) of the Banking Regulation Act, 1949 ("B R Act") and Gazette Notification DBR.PSBD. No. 1084/16.13.100/2016-17 dated July 21, 2016, further read with Section 12B of the B R Act, State Bank of India along with its subsidiary and associate enterprises is entitled to exercise only 26% voting rights of the Bank. Accordingly, for the purpose of declaration of result of e-voting, I have restricted the shareholding of State Bank of India, its subsidiary and associate enterprises to 6,51,42,95,055 shares constituting 26% of total shareholding of the Bank.



B&A

BHANDARI & ASSOCIATES COMPANY SECRETARIES

Consolidated Scrutinizer's Report for Remote E-Voting & E-Voting at the Extra-ordinary General Meeting of Yes Bank Limited *[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,
The Chairman
Yes Bank Limited
CIN: L65190MH2003PLC143249
YES BANK House,
Off Western Express Highway,
Santacruz East, Mumbai - 400055

Dear Sir,

I, Manisha Maheshwari, Partner of M/s Bhandari & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Yes Bank Limited ("the Bank") for the purpose of scrutinizing the voting by electronic means i.e. "remote e-voting" and through electronic voting system at the Extra-ordinary General Meeting ("EGM") of the shareholders of the Bank, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolutions contained in the Notice of the EGM, held on Wednesday, August 24, 2022 at 11:00 AM through video-conferencing ("VC") / other audiovisual means ("OVAM").

The management of the Bank is responsible to ensure compliance with the provisions of the Companies Act, 2013 and the rules made thereunder including Ministry of Corporate Affairs ("MCA") General Circular No. 3/2022 dated May 5, 2022 read with Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 read with General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 dated May 05, 2022 (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter collectively referred to as "SEBI Circulars") issued by SEBI and Listing Regulations relating to voting through electronic means by remote e-voting and electronic voting at the EGM by the shareholders on the resolutions proposed in the Notice calling the EGM.

My responsibility as a scrutinizer for the e-voting process is restricted to prepare the Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the National



Securities Depository Limited (“NSDL”), the authorized service provider for extending the facility of electronic voting to the shareholders of the Bank.

Further to the above, I submit my report as under:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, MCA Circulars and SEBI Circulars, the Bank has availed the e-voting facility offered by NSDL for conducting remote e-voting prior to the EGM and e-voting at the EGM by the shareholders who attended the EGM through VC / OAVM and who had not cast their vote through remote e-voting.
- (ii) On account of the threat posed by Covid-19 and in terms of MCA Circulars and SEBI Circulars, the Bank had sent the Notice of EGM in electronic form only to its members whose name(s) appeared in the Register of Members/ list of beneficiaries as on July 29, 2022.
- (iii) The public advertisement with respect to dispatch of EGM Notice and Addendum to the EGM Notice and conducting of voting through electronic means was published in an English newspaper “The Free Press Journal” and a vernacular newspaper “Navshakti” of wide circulation in their editions dated August 03, 2022 and August 04, 2022, respectively.
- (iv) The shareholders of the Bank holding shares as on the cut-off date i.e. Wednesday, August 17, 2022 were entitled to vote on the resolutions as set out in the Notice of the EGM.
- (v) The voting period for remote e-voting commenced on Sunday, August 21, 2022 at 10:00 A.M. and ended on Tuesday, August 23, 2022 at 05:00 P.M. and thereafter voting portal was blocked forthwith.
- (vi) After the conclusion of EGM, the report on the e-voting carried at the EGM and remote e-voting process were unblocked by me in the presence of two witnesses Ms. Swati Warriar and Mr. Saurabh Somani and diligently scrutinized.
- (vii) I have scrutinized and verified the votes cast through remote e-voting and e-voting at the EGM based on the data generated from NSDL e-voting portal.
- (viii) State Bank of India along with its subsidiaries and associate enterprises holds 7,51,69,12,087 equity shares constituting 30.0017% of the equity share capital of the Bank. In terms of provisions of Section 12(2) of the Banking Regulation Act, 1949 (“B R Act”) and Gazette Notification DBR.PSBD. No. 1084/16.13.100/2016-17 dated July 21, 2016, further read with Section 12B of the B R Act, State Bank of India along with its subsidiary and associate enterprises is entitled to exercise only 26% voting rights of the Bank. Accordingly, for the purpose of declaration of result of e-voting, I have restricted the shareholding of State Bank of India, its subsidiary and associate enterprises to 6,51,42,95,055 shares constituting 26% of total shareholding of the Bank.

I now submit my Consolidated Report on the Results of the remote e-voting and e-voting at the EGM in respect of said resolutions as under:



Item No. 1: Ordinary Resolution

To increase the authorized share capital of the Bank and consequent alteration of capital clause (Clause V) of the Memorandum of Association of the Bank.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	62	22,49,548	100
Remote e-voting	8,140	13,03,83,86,421	99.98
Total	8,202	13,04,06,35,969	99.98

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	1	2	Negligible
Remote e-voting	337	23,49,319	0.02
Total	338	23,49,321	0.02

(iii) Invalid votes:

Mode of voting	Number of Members voted	Number of votes cast by Members
E-voting at EGM	0	0
Remote e-voting	8	1,03,39,65,772
Total	8	1,03,39,65,772



Item No. 2: Special Resolution

Approval for amendment to the Articles of Association of the Bank by inclusion of new Article Nos. 111A, 127A (ba) and substitute Article Nos. 127(a), 127A(c), (d), (e), (f), (g), 118(a), 127(g), 164 and 181(b).

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	62	22,49,548	100
Remote e-voting	8,024	12,45,16,63,017	95.48
Total	8,086	12,45,39,12,565	95.49

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	1	2	Negligible
Remote e-voting	420	58,88,48,190	4.52
Total	421	58,88,48,192	4.51

(iii) Invalid votes:

Mode of voting	Number of Members voted	Number of votes cast by Members
E-voting at EGM	0	0
Remote e-voting	8	1,03,39,65,772
Total	8	1,03,39,65,772



Item No. 3: Special Resolution

Issue of Investor Equity Shares and Investor Warrants aggregating to a total amount of up to Rupees 88,98,47,02,586, on a preferential basis.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	61	22,11,548	100
Remote e-voting	7,925	12,97,71,05,790	99.51
Total	7,986	12,97,93,17,338	99.51

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	1	2	Negligible
Remote e-voting	509	6,34,00,390	0.49
Total	510	6,34,00,392	0.49

(iii) Invalid votes:

Mode of voting	Number of Members voted	Number of votes cast by Members
E-voting at EGM	0	0
Remote e-voting	8	1,03,39,65,772
Total	8	1,03,39,65,772



Item No. 4: Special Resolution

To appoint Mr. R. Gandhi (DIN - 03341633) as an Independent Director for a period of five (5) consecutive years from July 23, 2022 to July 22, 2027.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	62	22,49,548	100
Remote e-voting	7,856	12,82,53,92,202	98.40
Total	7,918	12,82,76,41,750	98.40

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	1	2	Negligible
Remote e-voting	566	20,90,97,095	1.60
Total	567	20,90,97,097	1.60

(iii) Invalid votes:

Mode of voting	Number of Members voted	Number of votes cast by Members
E-voting at EGM	0	0
Remote e-voting	8	1,03,39,65,772
Total	8	1,03,39,65,772



Item No. 5: Ordinary Resolution

To approve the appointment and remuneration of Mr. Prashant Kumar (DIN - 07562475) as interim Managing Director & Chief Executive Officer ("MD & CEO") of the Bank w.e.f. July 15, 2022 for a period of three months or until appointment of regular MD & CEO, whichever is earlier.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	61	22,47,548	99.91
Remote e-voting	7,988	13,03,58,08,845	99.96
Total	8,049	13,03,80,56,393	99.96

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at EGM	2	2,002	0.09
Remote e-voting	458	47,74,692	0.04
Total	460	47,76,694	0.04

(iii) Invalid votes:

Mode of voting	Number of Members voted	Number of votes cast by Members
E-voting at EGM	0	0
Remote e-voting	8	1,03,39,65,772
Total	8	1,03,39,65,772



- (ix) All the resolutions mentioned in the EGM Notice dated July 29, 2022 and Addendum to the EGM Notice dated August 03, 2022 as per the details above stand passed with the requisite majority.
- (x) The electronic data and all other relevant records relating to the e-voting is under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking You,

Yours faithfully,
For Bhandari & Associates
Company Secretaries

Manisha

Manisha Maheshwari
Partner
ACS No. 30224; C.P. No. 11031
ICSI UDIN: A030224D000842123



Mumbai | August 24, 2022

Witness 1:

Swati
SWATI WARRIER

Witness 2:

Saurabh

SAURABH SOMANI

Counter signed by:
For Yes Bank Limited

Shivanand R. Shettigar
Shivanand R. Shettigar
Company Secretary
(Under Authority by
Chairman)



Brief amendments to the Memorandum and Articles of Association of the Bank

1. Memorandum of Association:

Clause V of the Memorandum of Association is amended to increase the authorized capital of the Bank from Rs. 62,00,00,00,000/- (Rupees Six Thousand Two Hundred Crores only) to Rs. 82,00,00,00,000/- (Rupees Eight Thousand Two Hundred Crores only) *divided into:*

- (a) 40,00,00,00,000 equity shares of Rs. 2/- each aggregating to Rs. 80,00,00,00,000/- (Rupees Eight Thousand Crores only); and
- (b) 2,00,00,000 preference shares of Rs. 100/- each aggregating to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only)

2. Articles of Association:

The following clauses of Articles of Association are amended:

- (a) New Article No. 111A added to allow the Board to agree with investor(s) to nominate nominee directors on the Board as per the terms agreed with the Board
- (b) Article No. 127(a) has been segregated into Article No. 127(a)(i) and 127(a)(ii) relating to appointment of Chairman and MD & CEO respectively
- (c) Included new Article No. 127A(ba) relating to appointment of Whole-time Director(s)/ Executive Director(s)/Joint or Deputy Managing Director(s) and further the existing Article Nos. 127A(c), 127A(d), 127A(e), 127A(f) and 127A(g) amended to align their scope with the former Article
- (d) Article Nos. 127A(f), 118(a), 127(g), 164, and 181 (b) substituted in order to replace the reference to the Companies Act, 1956 with the Companies Act, 2013 (the Act) and to further align with the relevant provisions of the Act

Summary of the proceedings of the Extra-ordinary General Meeting of YES BANK Limited held on August 24, 2022

The Extra-ordinary General Meeting (“EGM”) of the Members of the Bank was held on Wednesday, August 24, 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The Meeting was conducted in accordance with the provisions of the Companies Act, 2013, read with applicable Circulars and Notifications issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”).

The meeting commenced at 11:00 AM (IST) and Mr. Prashant Kumar, Managing Director & CEO of the Bank, chaired the proceedings of the meeting.

The Company Secretary informed the Members details regarding participation through VC/OAVM. He further informed the Members that all the documents as referred to in the Notice of EGM were available online for inspection of Members. The Bank had availed remote e-Voting facility from National Securities Depository Limited (“NSDL”). Since, there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI; members were informed that the requirement of appointing proxies was not applicable.

Total 334 Members (including authorized representatives) attended the meeting as per the attendance records for the EGM as provided by NSDL.

The EGM was attended by the following Directors on the Board of the Bank either at Registered Office of the Bank or through VC/OAVM:

Mr. Prashant Kumar	Managing Director & Chief Executive Officer and Chairman of Fraud, Willful Defaulters and Non-Cooperative Borrowers Monitoring Committee
Mr. Atul Malik	Independent Director and Chairman of the Board Credit Committee
Ms. Rekha Murthy	Independent Director and Chairman of the Corporate Social Responsibility and Environmental, Social & Governance Committee and IT Strategy Committee
Mr. Sharad Sharma	Independent Director and Chairman of the Risk Management Committee
Ms. Nandita Gurjar	Independent Director and Chairman of the Nomination & Remuneration Committee and Customer Service Committee
Mr. Sanjay Kumar Khemani	Independent Director and Chairman of the Audit Committee
Mr. Sadashiv Srinivas Rao	Independent Director and Chairman of the Stakeholders Relationship Committee

Mr. R. Gandhi	Additional Independent Director and Chairman of the Capital Raising Committee
Mr. T. Keshav Kumar	Non-Executive Non-Independent Director
Mr. Sandeep Tewari	Non-Executive Non-Independent Director

The representatives of the Statutory Auditors and Secretarial Auditors were also present through VC/OAVM.

After ascertaining from the Company Secretary that the requisite quorum was present at the EGM, the Chairman called the Meeting to order.

With the consent of the Members, the Notice of the Extra-ordinary General Meeting was taken as read.

On the invitation of the Chairman, several members addressed the Meeting, gave their suggestions and raised queries on the investment proposed and other businesses, which were replied by the Chairman of the said Meeting. The Chairman stated that the consolidated results of the remote e-voting and e-Voting at the EGM would be announced within two working days of the conclusion of the EGM. The results along with the Scrutinizer's Report would be intimated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited in terms of the Listing Regulations, would be hosted on the website of the Bank, on the website of National Securities Depository Limited and also be displayed at the Registered Office of the Bank.

The resolutions related to the following business as set out in the Notice of EGM were passed by the Members with requisite majority:

SPECIAL BUSINESS

1. To increase the authorized share capital of the Bank and consequent alteration of capital clause of the Memorandum of Association of the Bank (*Ordinary Resolution*)
2. Approval for amendment to the Articles of Association of the Bank (*Special Resolution*)
3. Issue of Investor Equity Shares and Investor Warrants, on a preferential basis (*Special Resolution*)
4. To appoint Mr. R. Gandhi (DIN - 03341633) as an Independent Director (*Special Resolution*)
5. To approve the appointment and remuneration of Mr. Prashant Kumar (DIN - 07562475) as interim Managing Director & Chief Executive Officer of the Bank (*Ordinary Resolution*)

The Board had appointed Mr. S. N. Bhandari and failing him Ms. Manisha Maheshwari, Partners of Bhandari & Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-Voting process and e-Voting at the EGM of the Bank, in a fair and transparent manner.

The Chairman authorized the Company Secretary that on receipt of the Scrutinizer's Report, to declare the voting results, intimate the stock exchanges and place the same on the website of the Bank.

The Meeting concluded at 11:45 AM and thereafter the remote e-voting window was kept open for 15 minutes to enable the Members who had not voted earlier to cast their vote.

This is for your information and records.

Thanking you,

Yours sincerely,

For **YES BANK Limited**

Shivanand R. Shettigar
Company Secretary