

May 18, 2017

Mr. Khushro A. Bulsara -
Senior General Manager
Listing Compliance & Legal Regulatory
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001
BSE Scrip Code: 532648

Mr. Avinash Kharkar,
AVP - Listing Department
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: Submission of Addendum to the Notice of the 13th AGM of YES Bank Limited

Ref.: Submissions made on May 11, 2017 about the Annual General Meeting of the Bank and May 15, 2017 about appointment of Ms. Debjani Ghosh as an Additional Director

With reference to above, the Bank has published an Addendum to the Notice of 13th Annual General Meeting of the Bank ('**Addendum to AGM Notice**') pursuant to Section 160 of the Companies Act, 2013 and Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, proposing the appointment of Ms. Debjani Ghosh as an Independent Director at the 13th AGM of the Bank, in the Newspapers i.e. in English in Free Press Journal and in Marathi in Navshakti.

Additionally, the Addendum to the Notice of 13th AGM is also being sent to the Individual Members through email (*wherever available*) and physical copies (*in rest of the cases*), a copy of the same is also submitted herewith.

We request you to take the above in record.

Thanking you,

Yours faithfully,
For **YES BANK LIMITED**


Shivanand R. Shettigar
Company Secretary

Encl.: As above

Cc:

- | | |
|---|--|
| 1. National Securities Depository Limited
Trade Wing, 4 th Floor, Kamala Mills
Compound, Senapati Bapat Marg, Lower
Parel, Mumbai- 400 013 | 2. Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 16 th Floor, Dalal
Street, Fort, Mumbai- 400 023 |
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ADDENDUM TO THE NOTICE OF THE 13TH AGM OF YES BANK LIMITED

YES BANK LIMITED

CIN: L65190MH2003PLC143249

Registered Office: 9th Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018, India.
Tel.: +91(22)3366 9000 | **Fax:** +91(22)2421 4518 | **Website:** www.yesbank.in | **Email:** shareholders@yesbank.in

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Notice is hereby given that the Bank has received a notice under Section 160 of the Companies Act, 2013 from a Member of the Bank, proposing candidature of Ms. Debjani Ghosh (DIN- 07820695) for election to the office of a Director at the ensuing 13th Annual General Meeting ("AGM") of the Bank, scheduled to be held on Tuesday, June 06, 2017 at 4.00 P.M., at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai-400018. As the Notice was received from a Member subsequent to circulation of the Notice of the AGM, an Addendum to the Notice of 13th AGM is being circulated to the members in terms of the aforesaid provisions of the Companies Act, 2013.

The Resolution for appointment of Ms. Debjani Ghosh for the office of an Independent Director will be taken up for consideration by the Members in the AGM, as part of the Special Business of the AGM, in the form of an Ordinary Resolution, as set forth below:

Item No. 8 - Appointment of Ms. Debjani Ghosh (DIN: 07820695) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*), the rules, circulars and guidelines issued by the Reserve Bank of India, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Debjani Ghosh (DIN: 07820695), who was appointed as an Additional Director pursuant to Section 161 and other applicable provisions of the Act to hold Office upto the date of

this Annual General Meeting and in respect of whom the Bank has received a notice in writing alongwith the deposit of the requisite amount under Section 160 of the Act, proposing her candidature for the office of Director, **be and is hereby appointed as an Independent Director of the Bank for a period of Five (5) years from the date of this meeting, not liable to retire by rotation."**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Brief profile and other required information about the Director proposed to be appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
3. Relevant documents referred to in this Addendum to Notice of 13th AGM are open for inspection by the Members at the Registered Office of the Bank on all working days between 10.00 A.M. and 12.00 noon up to the date of the AGM.
4. This Addendum to the Notice of 13th AGM is available along with the Notice of 13th AGM on the websites of the Bank and the Bank's Registrar & Share Transfer Agent, Karvy Computershare Pvt. Ltd ("Karvy"). The revised Proxy Form including the resolution proposed hereinabove as item No. 8 is available on the website of the Bank and Karvy. The Members desirous of receiving the hard copy of the revised proxy Form, are requested to write to the Company Secretary or to the Karvy.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 13th AGM shall *mutatis-mutandis* apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 13th AGM. Furthermore, Scrutinizers appointed for the ensuing 13th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 13th AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Ms. Debjani Ghosh (DIN: 07820695), aged 50 years, BSc.(Political Science) and MBA in Marketing is having more than two decades of rich experience in Marketing, IT and Education having been associated with Intel, NASSCOM, MAIT, FICCI in various capacities. Her detailed profile is given below.

The Nomination & Remuneration Committee (N&RC) on May 15, 2017 had assessed the profile of Ms. Debjani Ghosh and having found her to be 'fit and proper' in terms of Reserve Bank of India's Circular on 'Fit and proper' criteria for directors of banks, recommended her appointment as Additional Director to the Board of Directors. The Board of Directors had basis recommendation of N&RC, on May 15, 2017, appointed Ms. Debjani Ghosh as an Additional Director on the Board pursuant to Section 161 of the Companies Act, 2013 to hold Office upto the date of ensuing 13th Annual General Meeting of the Bank or the last date on which the AGM should have been held, whichever is earlier, and is eligible for appointment.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a Notice in writing from a Member of the Bank along with a deposit of ₹100,000/- signifying his intention to propose the candidature of Ms. Debjani Ghosh for the Office of Director of the Bank. Ms. Debjani Ghosh has furnished consent / declarations for her appointment as required under Companies Act, 2013 and the Rules thereunder.

In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declarations made by Ms. Ghosh that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Board is of opinion that she fulfills the criteria of independence. In the opinion of the Board, Ms. Ghosh is a person of integrity and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering her vast expertise and knowledge in the field of Marketing and IT, and her strategic leadership and marketing acumen, it would be in the interest of the Bank that Ms. Ghosh is appointed as an Independent Director on the Board of the Bank.

Ms. Debjani Ghosh's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Ms. Ghosh having the requisite experience / expertise required under Section 10A(2) of the Banking Regulation Act, 1949. *(For detailed experience statement, please refer the enclosed profile)*

Your Directors, therefore, recommends the appointment of Ms. Debjani Ghosh (DIN- 07820695) as Independent Director of the Bank, not liable to retire by rotation, as set forth in this Addendum to the Notice of 13th AGM.

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

Additional information on the Director being appointed, as required under Regulation 36(3) of the SEBI LODR and Secretarial Standard 2 issued by the Institute of Company Secretaries of India:

Age	50 years
Date of first appointment on Board	May 15, 2017
Qualification	BSc. (Political Science) and MBA in Marketing
Brief Resume including experience	<p>Ms. Debjani Ghosh (DIN: 07820695) is former Vice President, Sales & Marketing Group (SMG), Intel, and Managing Director, Intel South Asia. She started with Intel in 1996 and has held numerous leadership roles over her 21-years career with the company.</p> <p>Ms. Ghosh joined Intel as a Marketing Executive with a dream to head the country business someday in the future. In 2012, she returned to India as MD - Intel South Asia. She is a strong believer that dreams do come true but only if you really believe in them and are willing to work as hard as it takes to make them come true. The last 5 years in India, she has successfully driven a complete reset of the country strategy to shift focus to market creation and strong ecosystem partnerships, positively impacting Intel's business growth in the country. Passionate about Digital India, she has been instrumental in designing and creating Intel's programs to support India's transformation to a Digital Nation, with focus on digital literacy, grounds up tech innovation and strong partnerships across the ecosystem.</p> <p>She has served in many industry forums like NASSCOM, MAIT, FICCI to strengthen industry advocacy for Digital India and increase the urgency on action.</p> <p>Ms. Ghosh is a strong believer in equal opportunities, and regarded as a champion for diversity and equality in corporate India. She was the first woman Intel India Country Head and the first woman President of MAIT. She has been ranked by Fortune India as one of the top 20 Most Powerful Women in Business in India for 5 consecutive years since 2012. In 2017, Fortune India ranked her the 11th most powerful woman in business in India. She has stepped down from Intel end March 2017 to pursue her passion of working towards transforming India to an inclusive Digital Nation, with focus on tech innovation, education and equal empowerment. She dreams of India emerging as the most innovative country in the world, and also a country where women achieve full representation.</p> <p>Current Positions:</p> <ul style="list-style-type: none"> • Member - Cisco's India Advisory Board • Member - Indian Angel Network • Co Chair - FICCI Innovation Committee • Past President - Manufacturing Association of Information Technology (MAIT) <p>KEY RECOGNITIONS:</p> <ul style="list-style-type: none"> • 2016 – 11th Fortune Most Powerful Women in India • Ranked as one of the top 20 Most Powerful Women in India for 5 consecutive years since 2012 • Featured as one of the top 30 Women Leaders in India in Naina Lal Kidwai's book 30 Women in Power

- INTEROP 2014 Women Achievers Award in It2012
- Business Today Award for being one of the '25 Most Powerful Women in Indian Business

Nature of her expertise in specific functional areas	Ms. Ghosh has expertise in the fields of Marketing and IT.
Other Directorship	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company (as on May 15, 2017)	Nil
No. of board meetings attended during the year	N.A.
Terms and conditions of appointment or re-appointment	Non-Executive Independent Director, not liable to retire by rotation
Remuneration last drawn	Nil

By Order of the Board of Directors

Place: Mumbai
Dated: May 15, 2017

Shivanand R Shettigar
Company Secretary