

June 06, 2017



Mr. Khusro Bulsara,  
SGM - Department of Corporate Services  
**BSE Limited**  
Corporate Relations Department  
1<sup>st</sup> Floor, New Trading Ring  
P.J. Towers, Dalal Street  
Mumbai - 400 001  
Tel.: 2272 8013/8015/8058/8307  
**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.  
Tel.: 2659 8235 / 8236/8458  
**NSE Symbol: YESBANK**

Dear Sirs,

**Sub: Voting Results and Proceedings of the 13<sup>th</sup> Annual General Meeting of YES Bank Limited held on June 6, 2017**

The 13<sup>th</sup> Annual General Meeting ("AGM") of YES BANK Limited was held on 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- 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Bank has provided the facility to its Members holding shares as on cut-off date i.e. May 30, 2017, to exercise their right to vote by electronic means on the businesses specified in the AGM Notice and Addendum thereto, through remote electronic voting during the period from June 2, 2017 at 10:00 A.M. till June 5, 2017 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.

A press release on above is also enclosed herewith.

Kindly take the same on record.

Thanking you

Yours faithfully  
For YES Bank Limited

  
Shivanand R. Shettigar  
Company Secretary

**Encl.: As above**

YES BANK Limited, YES BANK Tower, IFC 2, 23rd Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai 400 013, India

Tel: +91(22) 3366 9000 Fax: +91(22) 2421 4500

Regd. & Corporate Office: Nehru Centre, 9th Floor, Discovery of India, Dr. A.B. Road, Worli, Mumbai 400 018, India.

Tel: +91(22) 6669 9000 Fax: +91(22) 6669 9060

Website: www.yesbank.in Email: communications@yesbank.in CIN - L65190MH2003PLC143249

Name of the Bank : YES Bank Limited

Date of the AGM: June 6, 2017

Total number of shareholders on record date (May 30, 2017): 204,836

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

Promoters and Promoter Group: 3

Public: 453

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: 0

Public: 0



Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of standalone and consolidated financial statement for the year ended March 31, 2017										
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 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 votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	92142450	92142450	100.000	92142450	0	100.000	0.000			
	Poll		0	0.000	00	0	0.000	0.000			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total		92142450	100	92142450	0	100	0			
Public- Institutions	E-Voting	315245345	218601404	69.343	218601404	0	100.000	0.000			
	Poll		1023508	0.325	1023508	0	100.000	0.000			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total		219624912	69.668	219624912	0	100	0			
Public- Non Institutions	E-Voting	49953987	12679560	25.383	12679227	333	99.997	0.003			
	Poll		433139	0.867	432897	242	99.944	0.056			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		13112699	26.250	13112124	575	99.996	0.004			
Total		457341782	324880061	71.037	324879486	575	99.999	0.001			



Resolution No.	2							
Resolution required: (Ordinary/Special)	ORDINARY - Approval of dividend on equity shares							
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 Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes on favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92142450	92142450	100.000	92142450	0	100.000	0.000
	Poll		0	0.000	00	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000
	Total		92142450	100	92142450	0	100	0
Public-Institutions	E-Voting	315245345	218763494	69.395	218763494	0	100.000	0.000
	Poll		1023508	0.325	1023508	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000
	Total		219787002	69.719	219787002	0	100	0
Public- Non Institutions	E-Voting	49953987	12682082	25.386	12682049	33	99.999	0.001
	Poll		433139	0.867	432897	242	99.944	0.056
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000
	Total		13115221	26.255	13114946	275	99.998	0.002
Total		457341782	325044673	71.073	325044398	275	99.999	0.001



Resolution No.	3								
Resolution required: (Ordinary/Special)	<b>ORDINARY - Appoint a director in place of Mr. Ajai Kumar (DIN: 02446976), who retires by rotation and being eligible, offers himself for re-appointment.</b>								
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 on shares (3)=[(2)/(1)]*100	No. of Votes Polled outstanding [(2)/(1)]*	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
<b>Promoter and Promoter Group</b>	E-Voting	92142450	92142450	100.000	100.000	49175000	42967450	53.368	46.632
	Poll		0	0.000	0.000	00	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	00	0	0.000	0.000
	Total		92142450	100	100	49175000	42967450	53.366	46.632
<b>Public- Institutions</b>	E-Voting	315245345	216833045	68.782	68.782	210924438	5908607	97.275	2.725
	Poll		1023508	0.325	0.325	1023508	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0.000	00	0	0.000	0.000
	Total		217856553	69.107	69.107	211947946	5908607	97.288	2.712
<b>Public- Non Institutions</b>	E-Voting	49953987	12682064	25.388	25.388	12681555	509	99.996	0.004
	Poll		433139	0.867	0.867	432897	242	99.944	0.056
	Postal Ballot (if applicable)		0	0.000	0.000	00	0	0.000	0.000
	Total		13115203	26.255	26.255	13114452	751	99.994	0.006
<b>Total</b>		<b>457341782</b>	<b>323114206</b>	<b>70.651</b>	<b>70.651</b>	<b>274237398</b>	<b>48876808</b>	<b>84.873</b>	<b>15.127</b>



Resolution No.	4	ORDINARY - Ratification of appointment of M/s. B. S. R. & Co. LLP., Chartered Accountants as Auditors and fixation of remuneration thereof									
Resolution required: (Ordinary/Special)	NO	Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes on favour (4)	No. of Votes against (5)	% of favour votes polled (6)=[(4)/(2)]*100	% of Votes against votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	92142450	92142450	100.000	92142450	0	100.000	0.000			
	Poll		0	0.000	00	0	0.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		92142450	100	92142450	0	100	0	100	0	0
Public- Institutions	E-Voting	315245345	216147213	68.565	201482362	14664851	93.215	6.785			
	Poll		1023508	0.325	1023508	0	100.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		217170721	68.890	202505870	14664851	93.247	6.753			
Public- Non Institutions	E-Voting	49953987	12682082	25.388	12681548	534	99.996	0.004			
	Poll		433139	0.867	432897	242	99.944	0.056			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		13115221	26.255	13114445	776	99.994	0.006			
Total		457341782	322428392	70.501	307762765	14665627	95.452	4.548			





Resolution No.	5							
Resolution required: (Ordinary/Special)	ORDINARY - Taking on record the approval accorded by Reserve Bank of India (RBI) for appointment including the terms of appointment of Mr. Ashok Chawla (DIN - 00056133) as Non-Executive Part-Time Chairman of the Bank and to approve his remuneration in terms of RBI Approval.							
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	92142450	92142450	100.000	49175000	42967450	53.368	46.632
	Poll		0	0.000	00	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000
	Total		92142450	100	49175000	42967450	53.369	46.632
Public- Institutions	E-Voting	315245345	216833045	68.782	216322812	510233	99.765	0.235
	Poll		1023508	0.325	1023508	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000
	Total		217856553	69.107	217346320	510233	99.766	0.234
Public- Non Institutions	E-Voting	49953987	12681993	25.387	12681744	249	99.998	0.002
	Poll		433139	0.867	432897	242	99.944	0.056
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000
	Total		13115132	26.254	13114641	491	99.996	0.004
Total		457341782	323114135	70.651	279635961	43478174	86.544	13.456



Resolution No.	6 SPECIAL - Approval for increase in the borrowing limits from Rs. 50,000 Crore to Rs.70,000 Crore (Special Resolution)										
Resolution required: (Ordinary/Special)	NO										
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 Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	92142450	92142450	100.000	92142450	0	100.000	0.000			
	Poll		0	0.000	00	0	0.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		92142450	100	92142450	0	100	0			
Public-Institutions	E-Voting	315245345	218763494	69.395	215173987	3589507	98.359	1.641			
	Poll		1023508	0.325	1023508	0	100.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		219787002	69.719	216197495	3589507	98.367	1.633			
Public- Non Institutions	E-Voting	49953987	12682072	25.388	12681639	433	99.997	0.003			
	Poll		433139	0.867	432887	252	99.942	0.058			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		13115211	26.255	13114526	685	99.995	0.005			
Total		457341782	325044663	71.073	321454471	3590192	98.895	1.105			





Resolution No.	7	SPECIAL - Approval for borrowing / raising funds in Indian /foreign currency by issue of debt securities upto Rs. 20,000 Crore (the "NCDs ) to eligible investors on private placement basis (Special Resolution)									
Resolution required: (Ordinary/ Special)	NO										
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 Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes against (5)	% of favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	92142450	92142450	100.000	92142450	0	100.000	0.000			
	Poll		0	0.000	00	0	0.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		92142450	100	92142450	0	100	0			
Public- Institutions	E-Voting	315245345	218763494	69.395	215173987	3589507	98.359	1.641			
	Poll		1023508	0.325	1023508	0	100.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		219787002	69.719	216197495	3589507	98.367	1.633			
Public- Non Institutions	E-Voting	49953987	12681984	25.387	12681606	378	99.997	0.003			
	Poll		433139	0.867	432893	246	99.943	0.057			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		13115123	26.254	13114499	624	99.995	0.005			
Total		457341782	325044575	71.073	321454444	3590131	98.895	1.105			



Resolution No.	8										
Resolution required: (Ordinary/Special)	ORDINARY - Approval for appointment of Ms. Debjani Ghosh (DIN- 07820695) as an Independent Director (Part of Addendum notice dated May 15, 2017)										
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 Polled 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	92142450	92142450	100.000	49175000	42967450	53.368	46.632			
	Poll		0	0.000	00	0	0.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		92142450	100	49175000	42967450	53.369	46.632			
Public-Institutions	E-Voting	315245345	214820959	68.144	214820959	0	100.000	0.000			
	Poll		1023508	0.325	1023508	0	100.000	0.000			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		215844467	68.469	215844467	0	100	0			
Public-Non Institutions	E-Voting	49953987	12681861	25.387	12681342	519	99.996	0.004			
	Poll		433139	0.867	432897	242	99.944	0.056			
	Postal Ballot (if applicable)		0	0.000	00	0	0.000	0.000			
	Total		13115000	26.254	13114239	761	99.994	0.006			
Total		457341782	321101917	70.211	278133706	42968211	86.619	13.381			



**Combined Scrutinizer's Report on Remote E-voting & Voting conducted through Insta-Poll  
at the 13<sup>th</sup> AGM of YES BANK Limited held on June 6, 2017**

To,  
**The Chairman,**  
**YES BANK Limited**  
9<sup>th</sup> Floor, Nehru Centre,  
Discovery of India,  
Dr. A. B. Road, Worli  
Mumbai - 400018.

**13<sup>th</sup> Annual General Meeting of the Equity Shareholders of YES BANK Limited held on  
Tuesday, June 6, 2017 at 4.00 P.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 19, 2017 had appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting through "Insta-poll", 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 Computershare 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 is 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) transacted at the 13<sup>th</sup> Annual General Meeting ('**AGM**') of the Bank, which was held on Tuesday, June 6, 2017.
- 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 transacted at the AGM on the website of the Bank and also it's Service Provider to facilitate its Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the AGM was April 28, 2017 and as on that date, there were 193,282 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 158,896 Members whose email Ids were made available by the Depositories and for those members, holding in physical form, who had registered their email Ids with the RTA on May 11, 2017. In respect of 34,386 Members, whose Email Ids were not available, the Notices were sent by courier/registered post / airmail from May 11, 2017 to May 13, 2017. In respect of 7,775 cases, where the transmissions through email had bounced, the Bank had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier/registered post/airmail from May 21, 2017 to May 22, 2017.





- Subsequently, pursuant to provisions of Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Bank published an Addendum to the Notice of 13<sup>th</sup> AGM ('**Addendum**') in 'Free Press Journal' an English daily in English language and 'Navshakti' a Marathi daily in Marathi language, both having Circulation in Mumbai on May 18, 2017, regarding receipt of a Notice under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Debjani Ghosh (DIN: 07820695) for election to the office of a Director at the 13<sup>th</sup> AGM of the Bank and accordingly addition of one Resolution in the Notice for 13<sup>th</sup> AGM of the Bank for appointment of Ms. Debjani Ghosh (DIN: 07820695) as an Independent Director for a period of 5 (five) years. As a good governance practice, additionally Bank through its Service Provider had also sent the Addendum by email to 158,896 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 18, 2017. In respect of 34,386 Members, whose Email Ids were not available, the Addendums were sent by post on May 23, 2017.
- 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 **Tuesday, May 30, 2017**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Friday, June 2, 2017 at 10:00 A.M. to Monday, June 5, 2017 at 5:00 P.M.**





- The Bank completed the dispatch of the Notices to the members on Saturday, May 13, 2017. Publication of the Addendum was made on May 18, 2017 in Free Press Journal and Navshakti.
- 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 14, 2017 and in Marathi in 'Navshakti' newspaper dated May 14, 2017. 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 5, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 13<sup>th</sup> AGM of the Bank held on Tuesday, June 6, 2017, the facility to vote electronically through "Insta-poll" 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 6, 2017, 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 Mr. Dheeraj Patil and Miss. Laveena Jindal 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 Insta-poll was tabulated for the purpose of considering the total votes cast by the shareholders 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 E-voting	Voting through Instapoll at AGM	Total voting
Number of members who cast their votes	1304	113	1417
Total number of Shares held by them	326978823	1456647	328435470
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes includes less voted and abstained cases	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, 2017 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, 2017 and the Report of the Auditors thereon.



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/abstained/less voted
	Nos.	%age	Nos.	%age	
Remote E-voting	323423081	99.999	333	0.001	3555409
Electronic voting through Instapoll	1456405	99.983	242	0.017	0
<b>TOTAL</b>	<b>324879486</b>	<b>99.999</b>	<b>575</b>	<b>0.001</b>	<b>3555409</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/less voted
	Nos.	%age	Nos.	%age	
Remote E-voting	323587993	99.999	33	0.001	3390797
Electronic voting through Instapoll	1456405	99.983	242	0.017	0
<b>TOTAL</b>	<b>325044398</b>	<b>99.999</b>	<b>275</b>	<b>0.001</b>	<b>3390797</b>

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

**Appointment of Mr. Ajai Kumar (DIN 02446976) 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/less voted
	Nos.	%age	Nos.	%age	



Remote E-voting	272780993	84.805	48876566	15.195	5321264
Electronic voting through Instapoll	1456405	99.983	242	0.017	0
<b>TOTAL</b>	<b>274237398</b>	<b>84.873</b>	<b>48876808</b>	<b>15.127</b>	<b>5321264</b>

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

Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration no 101248W/W-100022) as the Statutory Auditors of the Bank and fixation of remuneration thereof

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/abstained/less voted
	Nos.	%age	Nos.	%age	
Remote E-voting	306306360	95.431	14665385	4.569	6007078
Electronic voting through Instapoll	1456405	99.983	242	0.017	0
<b>TOTAL</b>	<b>307762765</b>	<b>95.452</b>	<b>14665627</b>	<b>4.548</b>	<b>6007078</b>

**SPECIAL BUSINESS**

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

Taking on record the approval accorded by Reserve Bank of India (RBI) for appointment including the terms of appointment of Mr. Ashok Chawla (DIN 00056133) as Non-Executive Part-Time Chairman of the Bank and to approve his remuneration in terms of the RBI approval

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/abstained/less voted
	Nos.	%age	Nos.	%age	
Remote E-voting	278179556	86.483	43477932	13.517	5321335



Electronic voting through Instapoll	1456405	99.983	242	0.017	0
<b>TOTAL</b>	279635961	86.544	43478174	13.456	5321335

**VI) Item No. 6 of the Notice (As a Special Resolution):**

**Approval for increase in the borrowing limits from Rs 50,000 Crores to Rs. 70,000 Crores**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/abstained/less voted
	Nos.	%age	Nos.	%age	
Remote E-voting	319998076	98.891	3589940	1.109	3390807
Electronic voting through Instapoll	1456395	99.983	252	0.017	0
<b>TOTAL</b>	321454471	98.895	3590192	1.105	3390807

**VII) Item No. 7 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/less voted
	Nos.	%age	Nos.	%age	
Remote E-voting	319998043	98.891	3589885	1.109	3390895
Electronic voting through Instapoll	1456401	99.983	246	0.017	0
<b>TOTAL</b>	321454444	98.895	3590131	1.105	3390895





**VIII) Item No. 8 of the Addendum (As an Ordinary Resolution):**

**Approval for appointment of Ms. Debjani Ghosh (DIN: 07820695) as an Independent Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes/abstained/less voted
	Nos.	%age	Nos.	%age	
Remote E-voting	276677301	86.558	42967969	13.442	7333553
Electronic voting through Instapoll	1456405	99.983	242	0.017	0
<b>TOTAL</b>	<b>278133706</b>	<b>86.619</b>	<b>42968211</b>	<b>13.381</b>	<b>7333553</b>

All the Resolutions mentioned in the AGM Notice dated April 19, 2017 and Addendum thereto dated May 15, 2017 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 13<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 B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)



Place: Mumbai

Date: June 6, 2017

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



1. Mr. Dheeraj Patil



2. Miss. Laveena Jindal

I have received the report:

Signature 

Mr. Ashok Chawla

Non-Executive Chairman

Place: Mumbai

Date: June 6, 2017

**Summary of the proceedings of the Thirteenth Annual General Meeting of YES BANK Limited  
held on June 06, 2017**

The 13<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Bank was held on 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- 400 018.

Mr. Ashok Chawla, Non-Executive (Independent) Part-time Chairman of the Bank, chaired the proceedings of the meeting.

Total 456 Members (including Proxies) 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. Ashok Chawla, Non-Executive (Independent) Part-time Chairman of the Board and Chairman – Stakeholders Relationship Committee
2. Mr. Vasant V. Gujarathi, Independent Director and Chairman - Audit Committee
3. Mr. Brahm Dutt, Independent Director and Chairman- Nomination & Remuneration Committee
4. Mr. Ajai Kumar, Non Executive Non Independent Director, and Chairman – Risk Monitoring Committee & Board Credit Committee
5. Lt. General (Dr.) Mukesh Sabharwal (Retd.), Independent Director and Chairman - Service Excellence, Branding & Marketing Committee
6. Ms. Debjani Ghosh, Independent Director
7. Mr. Rana Kapoor, Managing Director & CEO

Mr. Saurabh Srivastava, Independent Director, could not attend the AGM due to family reasons.

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 shareholders attending the AGM were also provided with the folder comprising information about the Bank, presentation copy from MD & CEO and Frequently Asked Queries and their responses.



The Chairman further informed that the Auditors' Report on the Financial Statement for the financial year ended March 31, 2017 did not have any qualifications, observations, comments or other remarks. The observation made in the Secretarial Audit Report was read at the Meeting and attention of Members present was also drawn to the explanations / comments given by the Board of Directors in their report.

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 Annual General Meeting. The Remote e-voting commenced at 10.00 A.M. on June 2, 2017 and ended at 5:00 P.M. on June 5, 2017. Further, to facilitate the Members who could not cast their votes through Remote e-Voting, the Bank had offered the facility for e-voting through Insta-Poll at the AGM on all the 8 (Eight) resolutions. It was clarified that only those Members holding shares of the Bank as on the Cut-off date i.e. Tuesday, May 30, 2017 were eligible to participate in the Insta-Poll process and can cast their votes in respect of the shares held on that date. The Board had appointed Mr. B. Narasimhan of M/s B. N. & Associates, Company Secretaries, 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.

On the invitation of the Chairman, several members addressed the Meeting, given 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 Computershare Pvt. Ltd, the Registrar and Transfer Agent of the Bank and would also be displayed at the Registered Office of the Bank.

The resolutions passed by the members, briefly, related to the following:-

**ORDINARY BUSINESS:**

- 1) Adoption of Audited Standalone and Consolidated Financial Statements of the Bank for the year ended March 31, 2017 (Ordinary Resolution)
- 2) Approval of dividend on equity shares (Ordinary Resolution)
- 3) Re-appointment of Mr. Ajai Kumar (DIN: 02446976) as Director, liable to retire by rotation (Ordinary Resolution)
- 4) Ratification of appointment of M/s. B S R & Co. LLP., Chartered Accountants as Auditors and fixation of remuneration thereof (Ordinary Resolution)



**SPECIAL BUSINESS:**

- 5) Taking on record the approval accorded by Reserve Bank of India (RBI) for appointment including the terms of appointment of Mr. Ashok Chawla (DIN - 00056133) as Non-Executive (Independent) Part-Time Chairman of the Bank and to approve his remuneration in terms of RBI Approval (Ordinary Resolution)
- 6) Approval for increase in the borrowing limits from Rs. 50,000 Crore to Rs.70,000 Crore (Special Resolution)
- 7) Approval for borrowing / raising funds in Indian /foreign currency by issue of debt securities upto Rs. 20,000 Crore (the "NCDs") to eligible investors on private placement basis (Special Resolution)
- 8) Approval for appointment of Ms. Debjani Ghosh (DIN- 07820695) as an Independent Director (Ordinary Resolution)

All the above resolutions were passed by the members with overwhelming majority.

For YES BANK Limited

  
Shivanand R. Shettigar  
Company Secretary





Press Release

**13<sup>th</sup> YES BANK AGM – June 6, 2017**  
**Shareholders fully support all Resolutions proposed by the Board of Directors of YES BANK**

- *Approved all 8 resolutions with overwhelming majority*
- *Approved the appointment of director Ms. Debjani Ghosh under the provisions of the Companies Act, 2013;*
- *Approved Dividend at a rate of INR 12 per equity share of INR 10 each (120%)*
  - *Shareholders also approved the Special Resolution to borrow/raise funds by issuance of debt securities upto a total amount of INR 20,000 crores*

**Mumbai: June 06, 2017**

The General body of the shareholders of YES BANK, India's 4th largest Private sector bank, has approved all the 8 resolutions with an overwhelming majority, in the 13<sup>th</sup> Annual General Meeting (AGM) held on June 06, 2017. The outcome reflects a summation of votes cast electronically at the AGM venue on June 06, 2017 and through remote E-voting held from June 02 to June 05, 2017.

The shareholders approved the following:

1. The appointment of **Ms. Debjani Ghosh** as **Independent Director** for a period of 5 years.
2. The re-appointment of **Mr. Ajai Kumar** as **Non-Executive Non-Independent Director**.
3. The shareholders also approved through special resolution the proposal to borrow/raise funds in Indian/foreign currency by issue of Debt Securities including but not limited to **Non Convertible Debentures, Medium Term Notes and Bonds upto a total amount of INR 20,000 Crores**. The shareholders also approved through special resolutions to raise the total borrowing limit of the Bank to **INR 70,000 Crore**.
4. The Shareholders approved a **Dividend at a rate of INR 12 per equity share of INR 10 each (120%) as recommended by the Board of Directors of the Bank, with an overwhelming majority**.
5. The shareholders also adopted the annual audited financial statement for the year ended March 31, 2017 (both standalone and consolidated), with the Report of the Auditors thereon.
6. Ratified the appointment of **M/s. B S R & Co. LLP**, Chartered Accountants, as **Statutory Auditors of the Bank**.

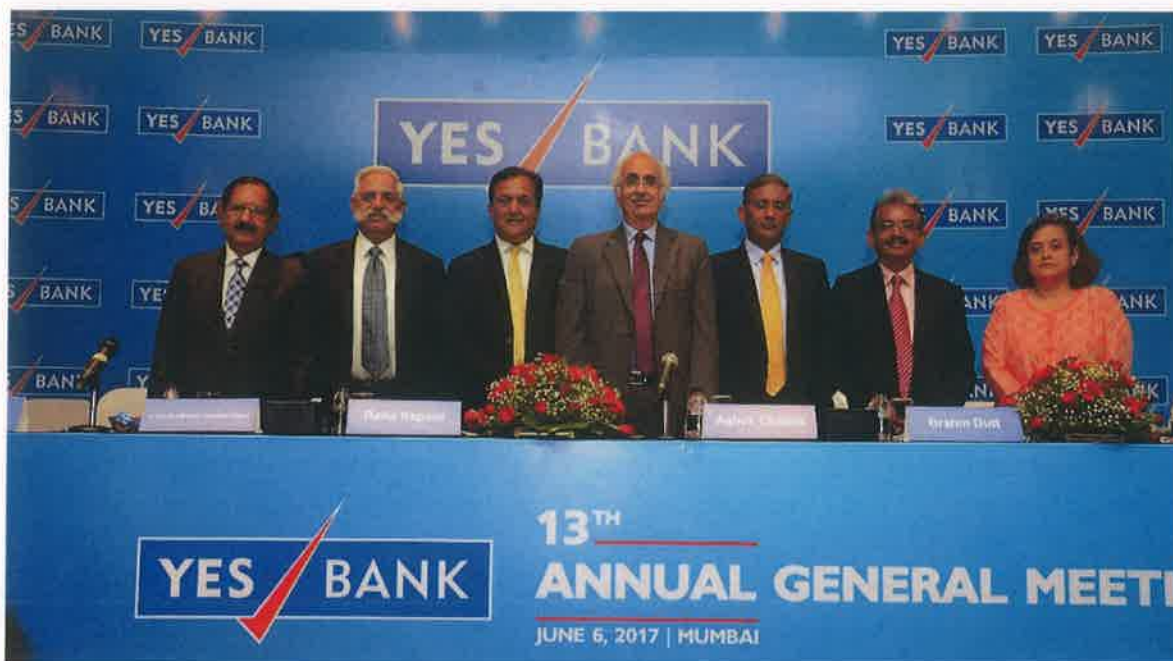


7. Took on record the appointment of Mr. Ashok Chawla as Non-Executive (Independent) Chairman and approved his remuneration, in terms of the approval granted by Reserve Bank of India.

Speaking on the occasion, Mr. Ashok Chawla, Non Executive Chairperson, YES BANK said, "We are extremely satisfied with the trust and faith shown by the institutional and retail shareholders in the Board of Directors, management's business and financial performance, growth plans and decisions to maintain the highest professional standards. YES BANK is fully geared to capitalize on the renewed economic momentum and achieve its vision of emerging as India's Finest BIG BANK by 2020."

The 13<sup>th</sup> AGM of YES BANK held on Tuesday, June 06, 2017 was attended by 7 of the 8 Board of Directors participating, (except Mr. Saurabh Srivastava due to family reasons) including:

- **Mr. Ashok Chawla**, Non-Executive (Independent) Part-time Chairman of the Board and Chairman - Stakeholders Relationship Committee
- **Mr. Vasant V. Gujarathi**, Independent Director and Chairman - Audit Committee
- **Mr. Brahm Dutt**, Independent Director and Chairman- Nomination & Remuneration Committee
- **Mr. Ajai Kumar**, Non Executive Non Independent Director, and Chairman - Risk Monitoring Committee & Board Credit Committee
- **Lt. General (Dr.) Mukesh Sabharwal (Retd.)**, Independent Director & Chairman of Service Excellence, Branding & Marketing Committee
- **Ms. Debjani Ghosh**, Independent Director
- **Mr. Rana Kapoor**, Managing Director & CEO, YES BANK.



L to R : Mr. Ajai Kumar, Lt. General (Dr.) Mukesh Sabharwal (Retd.), Mr. Rana Kapoor, Mr. Ashok Chawla, Mr. Brahm Dutt, Mr. Vasant Gujarathi and Ms. Debjani Ghosh at the 13<sup>th</sup> AGM of YES BANK

**About YES BANK**

YES BANK, India's fourth largest private sector Bank with a pan India presence across all 29 states and 7 Union Territories of India, headquartered in the Lower Parel Innovation District (LPID) of Mumbai, is the outcome of the professional & entrepreneurial commitment of its Founder Rana Kapoor and its Top Management team, to establish a high quality, customer centric, service driven, private Indian Bank catering to the future businesses of India.

YES BANK has adopted international best practices, the highest standards of service quality and operational excellence, and offers comprehensive banking and financial solutions to all its valued customers.

YES BANK has a knowledge driven approach to banking, and offers a superior customer experience for its retail, corporate and emerging corporate banking clients. YES BANK is steadily evolving as the Professionals' Bank of India with the long term mission of becoming "INDIA's FINEST QUALITY BIG BANK by 2020".

**For further information, please contact:**

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### Annexure A - Profile of Ms. Debjani Ghosh

Ms. Debjani Ghosh was appointed as an Additional (Non-Executive) Director on May 15, 2017.

Prior to joining YES BANK, Ms. Debjani Ghosh was, till recently, 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-year career with the company.

Ms. Ghosh joined Intel as a Marketing Executive with a dream to head the country business someday in the future. In 2012 was 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.

She has served in many industry forums like NASSCOM, MAIT, FICCI to strengthen industry advocacy for Digital India and increase the urgency on action.

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 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.

#### **Current Positions:**

- Member - Cisco's India Advisory Board
- Member - Indian Angel Network
- Co Chair - FICCI Innovation Committee
- Past President - Manufacturing Association of Information Technology (MAIT)

#### **Key Recognitions:**

- 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

### Annexure B - Profile of Mr. Ajai Kumar

Mr. Ajai Kumar, aged 63 years, was appointed as Non-Executive Non-Independent Director of YES BANK on January 29, 2016. Prior to this, he was acting as Senior Strategic Advisor of the Bank (July 2014 to January 2016).

Mr. Ajai Kumar has a distinguished career in banking industry having more than forty years of experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas (New York, USA) including as CMD of Corporation Bank, Executive Director of UCO Bank and as General Manager & Head of Technology and Retail Banking at Bank of Baroda.

As CMD of Corporation Bank (October 2011 to June 2013), he provided strong leadership to take Bank to next level of Business and Next Generation Technology, implemented turnaround strategies successfully by creation of strong business processes and structures in the form of Circle Offices for better efficiency and controls, launching SME Loan Centres, Agriculture Business Development Cells, and several Gold Loan Shoppes. Under his leadership, Corporation Bank emerged as the Bank with very strong financials, best productivity, best asset quality and best customers services among its peers. The Bank was ranked No. 1 in the country for its performance in MSME finance for the year 2012-13 and honored with National award by Prime Minister of India.

Prior to Corporation Bank, Mr. Ajai Kumar was Executive Director of UCO Bank wherein, he had developed significant improvements in structures, systems and controls in operations, credit monitoring and supervision.

He started his career with Bank of Baroda joining as a Direct Officer in the year 1973. In thirty-six years of service at Bank of Baroda, he held key responsibilities. He was in-Charge of New York operations covering compliance of US regulations and reporting to Federal Reserve bank, FDIC and NY State Banking Department. As head of Bank of Baroda Nassau, Bahamas Off Shore Operations, he was handling Investments, Money market operations, Forex trading, External Commercial Borrowings etc. He also headed Retail Banking business, responsible for setting up of unique retail asset finance concept of Retail Loan Factory and it's roll out across the country which resulted in multi fold increase in efficiency with quality and created a benchmark in Banking industry for most customer friendly delivery model for retail products and services. He also launched Bancassurance for Life Insurance initiative of the Bank successfully and established the foundation of Life Insurance Business.

Mr. Ajai Kumar is a Law Graduate and a Post Graduate in Physics from University of Allahabad. He is a Certified Associate of Indian Institute of Bankers (CAIIB).

Mr. Ajai Kumar secured several awards and accolades in his illustrious career as a Banker and has also been honored with Outstanding Award for the paper submitted on "Knowledge





Management - A Perspective for Public Sector Banks" in BECON 2003. He was also a Member of the Board of Directors at Indo Zambia Bank Ltd. and Multi Commodity Exchange of India Limited, and is currently holding directorship in Nuclear Power Corporation of India Limited and Metropolitan Stock Exchange of India Limited.

