

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of **YES BANK Limited** (the 'Bank') will be held on Saturday, June 6, 2015 at 11.00 A. M., at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai – 400 018, to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a. the audited financial statements of the Bank for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements of the Bank for the financial year ended March 31, 2015 and the Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. M. R. Srinivasan (DIN: 00056617), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time and subject to approval from the Reserve Bank of India and such other regulatory authorities, as may be applicable, **M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) retiring Auditors of the Bank, be and are hereby appointed as Auditors of the Bank for the period of one (1) year, to hold office from the conclusion of this Annual General Meeting until the**

conclusion of the Twelfth Annual General Meeting of the Bank, on such remuneration as shall be decided by the Board of Directors or any Committee thereof."

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, 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*) and the rules, circulars and guidelines issued by the Reserve Bank of India, **the appointment of Mr. Ajay Vohra (DIN- 00012136) as an Independent Director of the Bank, be and is hereby approved for a period from April 1, 2015 upto April 28, 2016, not liable to retire by rotation.**"

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, 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*) and the rules, circulars and guidelines issued by the Reserve Bank of India and subject to approval of Reserve Bank of India, **the appointment of Mr. Diwan Arun Nanda (DIN- 00034744) as an Independent Director of the Bank, be and is hereby approved for a period of five years, effective from April 1, 2015, not liable to retire by rotation.**"

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

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, applicable provisions of the Banking Regulation Act, 1949 *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)*, and pursuant to the approval accorded by the Reserve Bank of India, **the approval of the Members of the Bank be and is hereby accorded for payment of remuneration to Mr. Rana Kapoor (DIN- 00320702), Managing Director & Chief Executive Officer of the Bank, with effect from April 1, 2014 on the following terms:**

(Amount in ₹) (per annum)	
Particulars	Remuneration to MD & CEO
Basic Salary (Annual)	15,725,808/-
Dearness allowances	7,321,987/-
Other allowance	2,773,385/-
Total	25,821,180/-
Perquisite	
Bank furnished and maintained accommodation	Actual
Free use of two Bank's car with driver for official & private purposes	Actual
Provident Fund	1,887,097/-
Gratuity	As per Bank's Policy
Pension	1,572,581/-
Traveling and Halting Allowances	-
Other benefits, if any -	
(i) Gas, Electricity & Water	Actual
(ii) Medical	Actual
(iii) Residence Telephone	2 Telephones
(iv) Medical Insurance	As per Bank's Policy
(v) Life Insurance/ Personal Accident Insurance	As per Bank's Policy
(vi) Club Membership	2 clubs
Leave Fare Concession	810,000/-
Bonus	As may be decided by the Board of Directors, subject to approval of RBI

RESOLVED FURTHER THAT the other terms and conditions of his appointment remain unchanged.

RESOLVED FURTHER THAT the Board of Directors *(hereinafter referred to as the "Board" which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegate with the powers necessary for the purpose)* of the Bank be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or officer(s) of the Bank to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, Section 10B and other applicable provisions of the Banking Regulations Act, 1949 *(including any statutory modification(s) or re-enactment thereof for the time being in force)* and the Rules, Circulars and Guidelines issued by the Reserve Bank of India (the 'RBI'), the provisions of the Articles of Association of the Bank and subject to the approval of RBI and subject to the conditions as may be prescribed by RBI while granting such approval, **Mr. Rana Kapoor (DIN- 00320702) be and is hereby re-appointed as the Managing Director and CEO of the Bank with effect from September 1, 2015 for a period of 3 years.**

RESOLVED FURTHER THAT subject to Section 197 of the Companies Act, 2013, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable rules, if any, applicable provisions of the Banking Regulation Act, 1949 *(including any statutory modification(s) or re-enactment thereof for the time being in force)*, the provisions of the Articles of Association of the Bank and subject to the approval of RBI, **the approval of the Members of the Bank be and is hereby accorded for payment of remuneration to Mr. Rana Kapoor (DIN- 00320702), Managing Director & CEO, for the financial year beginning April 1, 2015 on the following terms, with an annual increment of up to a maximum of 20% for every year thereafter during the currency of his proposed term:**

Salary effective from April 1, 2015:

Particulars	Amount in ₹ per annum
Basic Salary	18,870,970
Dearness allowances	8,786,384
Other allowances	3,328,062
TOTAL	30,985,416

Bonus:

Mr. Rana Kapoor shall also be entitled to an annual performance bonus as may be determined by the Board / Nomination & Remuneration Committee of the Board in terms of the Compensation Policy of the Bank and in terms of the Guidelines of the RBI on the Compensation of Managing Directors / Whole Time Directors, etc. and as approved by RBI.

Perquisites:

Mr. Rana Kapoor shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Bank) such as the benefit of the Bank's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof; medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with RBI approvals.

RESOLVED FURTHER THAT the Board of Directors (*hereinafter referred to as the "Board"*) of the Bank be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment (including authority, from time to time, to determine the amount of salary as also the type and amount of perquisites, bonus and other benefits payable to Mr. Rana Kapoor), in such manner as may be agreed to between the Bank and Mr. Rana Kapoor, within the limits approved by the Members and to the extent the Board may consider appropriate and as may be permitted or authorized by RBI on an application made by the Bank, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with

power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or officer(s) of the Bank to give effect to this Resolution."

9. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, to the extent notified and in effect (the **"Companies Act"**), the Banking Regulation Act, 1949, as amended, the Foreign Exchange Management Act, 1999, as amended and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, Reserve Bank of India (**RBI**), the Securities and Exchange Board of India (**SEBI**) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"ICDR Regulations"**) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Listing Agreements entered into with the stock exchanges (the **"Listing Agreements"**) and in accordance with the provisions of the Memorandum and Articles of Association of YES BANK Limited (the **"Bank"**) and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, **the Board of Directors of the Bank** (*hereinafter referred to as the "Board"*, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), **be and is hereby authorized on behalf of the Bank, to create, offer, issue and allot in one or more tranches**, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of Equity Shares or

through an issuance of Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "**Securities**") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Bank (collectively the "**Investors**"), through one or more prospectus and/or letter of offer or circular, and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of **all Securities so issued and allotted, could give rise to the issue of Equity Shares of ₹ 10/- each (Rupees Ten) aggregating upto USD 1 billion or its Indian Rupee equivalent provided however that the aggregate amount to be raised by issue of Securities as above shall not result in increase of the issued and subscribed equity share capital of the Bank by more than 15% of the then issued and subscribed equity shares of the Bank**, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) at the Board's discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Bank, and where necessary in consultation with the Book Running Lead Managers and/or Underwriters and/or Stabilizing Agent and/or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and

manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Bank may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to Qualified Institutional Buyers under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014 (the "**2014 Scheme**"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities *(including any statutory modifications, amendments or re-enactment thereof)*.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as Foreign Currency

Convertible Bonds (FCCBs), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorized Committee of Directors decides to open such issue after the date of this resolution.

RESOLVED FURTHER THAT pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (the “**FEMA**”) (including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended), the applicable provisions of the Companies Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (any ministry, department or agency thereof), the RBI, SEBI, the Tax Authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies)(collectively, “**Applicable Law**”), the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares (“**Permissible Securities**”) through the issue of Depository Receipts (“**DRs**”), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program, through transactions permitted under Applicable Law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at

such price (including any premium or discount) as may be permitted under Applicable Law.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event the Bank is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Bank making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions

in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum and Articles of Association and shall rank *pari passu inter se* and with the then existing Equity Shares of the Bank in all respects.

RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign

all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Bank to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT:

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Bank as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Bank;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions,

difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Bank to give effect to the above resolution.”

10. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the Members of the Bank on November 8, 2013 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder *(including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force)* and the relevant provisions of the Memorandum and Articles of Association of the Bank, **the consent of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank to borrow such sum of money in any manner**, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the Bank’s bankers) may exceed the aggregate of the paid-up share capital of the Bank and its free reserves, that is to say, reserves not set apart for any specific purposes, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed from time to time, **provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 50,000 Crores (Rupees Fifty Thousand Crores only).**

RESOLVED FURTHER THAT the Board be and is hereby authorized to take, from time to time, all decisions and steps as the Board may deem fit, necessary or expedient or proper to give effect to this Resolution and give such directions as may, in its absolute discretion, deem fit or necessary and to settle any question that may arise in this regard.”

11. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the Members of the Bank on January 17, 2015 and pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the applicable provisions of the Banking Regulation Act, 1949, as amended, and the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time *(including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force)* and all other relevant provisions of applicable law(s), the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), **the approval of the Members of the Bank be and is hereby accorded for borrowing/raising funds in Indian/foreign currency by issue of debt securities including but not limited to non-convertible debentures, bonds** *(including bonds forming part of Tier I/Tier II capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long-term infrastructure bonds or such other bonds as may be permitted by RBI from time to time)* **upto ₹ 10,000 Crores (Rupees Ten Thousand Crores Only)** (collectively the “**debt securities**”) by the Bank, in one or more tranches and/or series, in domestic and /or overseas market, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Bank, as approved by the Members, from time to time.

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RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board") of the Bank or any Committee of the Board or such other persons as may be authorized by the Board, be and are hereby authorized to negotiate, modify and finalize the terms and conditions of the debt securities and sign the relevant documents/agreements in connection with the private placement of the debt securities, including without limitation, the private placement offer letter (*along with the application form*), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of debt securities by the Bank and to further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

12. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

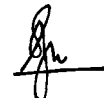
"RESOLVED THAT pursuant to provisions of the Foreign Exchange Management Act, 1999 (FEMA), as applicable, including the regulations, guidelines and circulars issued thereunder, and all other applicable rules, regulations, guidelines, circulars, policies and laws, as applicable (*including any modifications or re-enactment(s) thereof, from time to time*) and subject to all applicable approval(s), permission(s), sanction(s), consent(s) and intimation(s), as may be required, and subject to such condition(s) as may be prescribed by the Reserve Bank of India or any other the relevant authorities, while granting such approval(s), permission(s), sanction(s) and consent(s), as may be required, **the consent of the Members of the Bank be and is hereby accorded to permit Foreign Portfolio Investors ("FPIs") and Foreign Institutional Investors ("FIIs")**, as defined under the relevant regulations by the Securities and Exchange Board of India, including their sub-accounts, to acquire and hold Equity Shares of the Bank, by purchase or acquisition through primary or secondary market route, and under the 'portfolio Investment scheme' under FEMA or otherwise, upto an aggregate limit of **74% of the paid-up share capital of the Bank or such other limit as may be permissible under applicable laws,**

regulations or guidelines as at the relevant date(s) as recorded by the Board of Directors of the Bank from time to time, provided however that the shareholding of each FPI or FII, on its own account and on behalf of each of their sub-accounts in the Bank shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Bank be and is hereby authorized to take all such steps and actions, including determination of the permissible limit of aggregate holding of FPIs, FIIs and their sub account in the Bank, and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate including settling any question that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such documents, deeds, intimations and writings as may be required for the aforesaid purpose and which it may deem fit in the interest of the Bank, to delegate all or any its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Bank, and do all such acts, deeds and things as may be deemed necessary in order to give effect to the above resolution"

By Order of the Board of Directors



Shivanand R. Shettigar
Company Secretary

Place: Mumbai
Dated: April 22, 2015

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Bank. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent of the total share capital of**

the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not later than forty-eight hours before the commencement of the Meeting.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The register of Members and share transfer Books of the Bank would remain closed from Monday, May 25, 2015 to Saturday, June 6, 2015 (both days inclusive).
8. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2015, if approved at the Meeting, will be payable to those Members who hold shares:
 - (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Saturday, May 23, 2015.
 - (b) In physical mode, if their names appear in the Bank's Register of Members after giving effect to

all valid transfers in physical form lodged with the Bank and its Registrar and Transfer Agents before Saturday, May 23, 2015.

9. Brief profile of the Directors proposed to be appointed/re-appointed, as required under Clause 49 of the Listing Agreement with the Stock Exchange(s) is attached to this Notice.
10. In terms of Section 139(1) of the Companies Act, 2013, the Statutory Auditors can be appointed for maximum two terms of five consecutive years each. However, in terms of the RBI Circular issued on the appointment of Statutory Central Auditors for Indian Private Sector Banks, an audit firm can continue as the Statutory Central Auditor of a private sector bank for a period of four years and thereafter the said firm will be compulsorily rested for two years. Since M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No. 301003E), retiring Statutory Auditors has held the office of Auditor for a period of three years, the re-appointment of M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No. 301003E) for second term of one year has been put up for the approval of Members, subject to approval of Reserve Bank of India.
11. RBI vide Circular No. DBOD. No. BC. 116/08.139.001/2001-02 dated June 20, 2002 read with RBI Circular DBOD. No. BC. 24/08.139.001/2002-03 dated September 9, 2002 – "Report of the Consultative Group of Directors of Banks / Financial Institutions (Dr. Ganguly Group) - Implementation of recommendations" had recommended the eligibility criteria and 'fit and proper' norms for nomination of Directors which also prescribed that while nominating Independent/ Non-Executive Directors on private sector banks, the age of such Director shall be between 35 and 70 years. As Mr. M. R. Srinivasan (DIN- 00056617) and Mr. Diwan Arun Nanda (DIN- 00034744), Directors of the Bank have crossed the age limit of 70 years, the Bank had sought a formal view from the RBI on their continuing on the Board after completion of 70 years of age. RBI vide letter No. DBR. Appt. No. 13056/29.47.001/2013-14 dated March 4, 2015 had given their concurrence for the continuation of Mr. M. R. Srinivasan (DIN- 00056617) and Mr. Diwan Arun Nanda (DIN- 00034744) as Non-Executive Directors on the Board of the Bank till October 2016.

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Accordingly, in terms of Section 152 of the Companies Act, 2013, the approval of the Members has been sought for re-appointment of Mr. M. R. Srinivasan (DIN- 00056617), retiring Director, as Non-Executive Director, liable to retire by rotation and he may hold office till October 22, 2016 or for such further period as may be approved by RBI. Further, approval of Members is being sought for appointment of Mr. Diwan Arun Nanda (DIN- 00034744) as Independent Director, the details of which are provided in the explanatory statement to the Item no. 6 of this notice.

12. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members of the Bank, will be available for inspection by the Members at the Annual General Meeting.
13. Relevant documents referred to in the accompanying Notice 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 Meeting.
14. The Members, desiring any information relating to the accounts, are requested to write to the Bank at an early date, so as to enable the management to keep the information ready.
15. In support of the "Green Initiative" announced by the Government of India and as well as Clause 32 of the Listing Agreement executed with Stock Exchanges, electronic copy of the Annual Report and this Notice, *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Bank/Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode.

The Bank hereby request Members who have not updated their email IDs to update the same with

their respective Depository Participant(s) or the Karvy Computershare Private Limited, Registrar and Transfer Agent (R&T) of the Bank. Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Bank. Members holding shares in physical mode are also requested to update their email addresses by writing to the R & T of the Bank quoting their folio number(s).

16. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Bank is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Saturday, May 30, 2015, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "**Remote e-voting**"). The Remote e-voting commences on Tuesday, June 2, 2015 (10:00 A.M.) and ends on Friday, June 5, 2015 (5:00 P.M.). Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
17. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the **Voting through electronic means**, the Bank is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date being Saturday, May 30, 2015, subject to the provisions of the Banking Regulation Act, 1949, as amended.
18. The Board of Directors has appointed **Mr. B. Narasimhan, Company Secretary of M/s B. N. & Associates, Company Secretaries, failing him, Mr. Keyoor Bakshi, Partner, BNP & Associates, Company Secretaries as a Scrutinizer** to scrutinize the voting and Remote e-voting process in a fair and transparent manner.

19. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

20. The Results of voting will be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Bank (www.yesbank.in) and on Service Provider's website (<https://evoting.karvy.com>) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to special business:

Item No. 5

Mr. Ajay Vohra (DIN- 00012136) was re-appointed as a Director liable to retire by rotation under Companies Act, 1956 by the Members of the Bank at the Annual General Meeting held on June 8, 2013. He has been on the Board of the Bank since April 29, 2008 as an Independent Director of the Bank. Further, in terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Mr. Ajay Vohra that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Equity Listing Agreement, and the Board is of opinion that he fulfills the conditions specified therein and is independent of the management. Furthermore, the Board based on the performance evaluation of Mr. Ajay Vohra has recommended his appointment as Independent Director of the Bank, not liable to retire by rotation, for a period from April 1, 2015 upto April 28, 2016 to the Members for approval.

Further, Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2014 dated June 9, 2014 has clarified that if the Company intends to appoint the existing Independent Directors under Companies Act, 2013, such appointment shall be made expressly under the Section 149(10)/(11) read with Schedule IV of the Act within one year from April 1, 2014, subject to compliance with eligibility and other prescribed conditions. As the said Circular was issued few days before the 10th AGM of the Bank held on June 14, 2014 and the notice for the same was already dispatched by the Bank by then, the Bank was unable to seek the approval of Members for appointment of Mr. Ajay Vohra as an Independent Director of the Bank in the said AGM. However, the disclosure with respect to his independence from the management of the Bank was made in the Notice for the 10th AGM sent to Members.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Company for a further period of upto five years. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no Director of a banking company, other than its Chairman or Wholetime Director, by whatever name called, shall hold office continuously for a period exceeding eight years. In view of the above provisions and the fact that Mr. Ajay Vohra held office since April 29, 2008, the Board proposes his appointment as an Independent Director of the Bank, not liable to retire by rotation, for a period from April 1, 2015 upto April 28, 2016, as first term, for the approval of Members.

Mr. Ajay Vohra's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Ajay Vohra 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 of Mr. Ajay Vohra)*

The detailed profile of Mr. Ajay Vohra, Directorship and Committee position held by him in other Companies is included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

Your Directors find that his continued association on the Board of the Bank would immensely benefit the Bank and hence recommend the Resolution for the approval of the Members as an Ordinary resolution set forth in Item No. 5 of this Notice.

Save and except Mr. Ajay Vohra, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above Resolution.

Item No. 6

Mr. Diwan Arun Nanda (DIN- 00034744) was appointed as a Director liable to retire by rotation under Companies Act, 1956 by the Members of the Bank at the Annual General Meeting held on June 8, 2013. Further, in terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Mr. Diwan Arun Nanda that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Equity Listing Agreement, and the Board is of opinion that he fulfills the conditions specified therein and is independent of the management. Furthermore, the Board based on the performance evaluation of Mr. Diwan Arun Nanda has recommended his appointment as Independent Director of the Bank, not liable to retire by rotation, for a period of five years, effective from April 1, 2015 to the Members for approval.

Further, Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2014 dated June 9, 2014 has clarified that if it is intended to appoint the existing Independent Directors under Companies Act, 2013, such appointment shall be made expressly under the Section 149(10)/(11) read with Schedule IV of the Act within one year from April 1, 2014, subject to compliance with eligibility and other prescribed conditions. As the said Circular was issued few days before the 10th AGM of the Bank held on June 14, 2014 and the notice for the same was already dispatched by the Bank by then, the Bank was unable to seek the approval of Members for appointment of Mr. Diwan Arun Nanda as an Independent Director of the Bank in the said AGM. However, the disclosure with respect to his independence from the management of the Bank was made in the Notice for the 10th AGM sent to Members.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Company for a further period of upto five years. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no Director of a banking company, other than its Chairman or Wholtime Director, by whatever name called, shall hold office continuously for a period exceeding eight years. Further, RBI vide Circular on "Fit and Proper" norm for Independent / Non-Executive Directors has advised the private sector banks that the Independent Director to be nominated for appointment/reappointment in the Board, should be

between 35 to 70 years of age. As Mr. Diwan Arun Nanda has already crossed the age of 70 years, the Bank had sought a formal view from the RBI on his continuing on the Board after completion of 70 years of age. RBI vide letter No. DBR. Appt. No. 13056/29.47.001/2013-14 dated March 4, 2015 had given their concurrence for his continuation on the Board as Non-Executive Director of the Bank till October 2016. In view of the above provisions and the fact that Mr. Diwan Arun Nanda held office for only three years since his initial appointment, the proposal for his appointment, as first term, as an Independent Director, not liable to retire by rotation, for a period of five years, effective from April 1, 2015 has been put up for the approval of Members subject to approval of RBI for his continuation as Independent Director on the Board beyond October 22, 2016.

Mr. Diwan Arun Nanda's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949, in particular, on account of Mr. Diwan Arun Nanda 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)*

The detailed profile of Mr. Diwan Arun Nanda, Directorship and Committee position held by him in other Companies is included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

Accordingly, your Directors find that his continued association on the Board would be highly beneficial to the Bank and hence recommend the Resolution for the approval of the Members as an Ordinary resolution set forth in Item No. 6 of this Notice.

Save and except Mr. Diwan Arun Nanda, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the above Resolution.

Item Nos. 7 & 8

The Board of Directors at their meeting held on July 23, 2014 based on the recommendation of Board Remuneration & Human Capital Management Committee (now renamed as "Nomination & Remuneration Committee"), had approved the revision in remuneration of Mr. Rana Kapoor, Managing Director & CEO with effect from April 1, 2014. The revision in remuneration was subject to approval of the Reserve Bank of India and Members of the Bank. Subsequently, the Bank had made application to RBI seeking approval for the proposed revision in remuneration of Mr. Rana Kapoor, Managing

Director & CEO effective from April 1, 2014 which has been approved by RBI, vide their letter No. DBR.Appt.No. 9603/29.47.001/2014-15 dated December 29, 2014.

The detail of the remuneration of the MD & CEO as approved by RBI effective from April 1, 2014, along with the remuneration paid to the MD & CEO during the FY 2013-14, as approved by RBI, is provided below :-

Particulars	(Amount in ₹) (per annum)	
	Remuneration to MD & CEO	
	FY 2013-14	FY 2014-15
Basic Salary (Annual)	13,104,840/-	15,725,808/-
Dearness allowances	6,101,656/-	7,321,987/-
Other allowance	2,311,154/-	2,773,385/-
TOTAL	21,517,650/-	25,821,180/-
Perquisite		
Bank furnished and maintained accommodation	Actual	Actual
Free use of two Bank's car with driver for official & private purposes	Actual	Actual
Provident Fund	1,572,581/-	1,887,097/-
Gratuity	As per Bank's Policy	As per Bank's Policy
Pension	1,310,484/-	1,572,581/-
Traveling and Halting Allowances	-	-
Other benefits, if any -		
(i) Gas, Electricity & Water	Actual	Actual
(ii) Medical	Actual	Actual
(iii) Residence Telephone	2 Telephones	2 Telephones
(iv) Medical Insurance	As per Bank's Policy	As per Bank's Policy
(v) Life Insurance/ Personal Accident Insurance	As per Bank's Policy	As per Bank's Policy
(vi) Club Membership	2 clubs	2 clubs
Leave Fare Concession	675,000/-	810,000/-
Bonus	*8,607,060/-	As may be decided by the Board of Directors, subject to approval of RBI

* as approved by the RBI along with the remuneration of MD & CEO effective from April 1, 2014.

The details of remuneration paid to Managing Director & CEO, as required under Section 92(3) of the Companies Act 2013 and rule thereunder, during the FY 2014-15 has also been provided in the Directors' Report for the information of the Members.

Mr. Rana Kapoor has been serving as the Managing Director & CEO of the Bank since September 1, 2004, with the approval of the Reserve Bank of India (RBI) and Members, from time to time. His current tenure as approved by the RBI and Members of the Bank is valid upto August 31, 2015.

Under Mr. Rana Kapoor's leadership, the Bank has been progressively established as a high quality, state-of-the-art private Indian Bank catering to the "Future Industries of India". The Bank is steadily evolving with exemplary business and financial outcomes as evidenced in the financial results since inception, maintaining satisfactory performance across all business and financial parameters in the difficult period of the Indian economy in the last five years. The Bank has expanded its branch network to 630 branches over 375 locations across India, 1,190 plus ATMs and 2 national processing centers. The Bank has received significant national and global recognition and accolades including being recognized amongst the Top and the Fastest Growing Bank in various Indian Banking League Tables by prestigious media houses and global advisory firms.

Considering the highly satisfactory performance achieved by the Bank till date under Mr. Rana Kapoor's leadership, the Board of Directors at their meeting held on April 22, 2015 based on the recommendation of Nomination & Remuneration Committee (N&RC), have decided to recommend his re-appointment including terms of appointment as Managing Director & CEO with effect from September 1, 2015 for a period of 3 years to the Members of the Bank for approval, subject to approval of the Reserve Bank of India.

While the current tenure of appointment of Managing Director & CEO is upto August 31, 2015, the Board has decided to recommend his re-appointment well in advance and also extend the term, in order to bring about certainty to the Members on the leadership of the Bank, which would in turn promote good corporate governance. The early initiation of the process of re-appointment would also enable the Bank to seek timely approvals from the regulators for completion of the process of re-appointment and implement its long term growth plans as well.

Further, based on the recommendation of the N&RC and in line with the Compensation Policy of the Bank, the Board has recommended the following remuneration to MD & CEO for the financial year beginning April 1, 2015, with an

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annual increment of up to a maximum of 20% for every year thereafter during the currency of his proposed term, to the Members for approval which is subject to approval of RBI:

Particulars	Amount in ₹ per annum
Basic Salary	18,870,970
Dearness allowances	8,786,384
Other allowances	3,328,062
TOTAL	30,985,416

Mr. Rana Kapoor shall also be entitled to an annual performance bonus as may be determined by the Board / Nomination & Remuneration Committee of the Board in terms of the Compensation Policy of the Bank and in terms of the Guidelines of the Reserve Bank of India on the Compensation of Managing Directors / Whole Time Directors, etc. and as approved by Reserve Bank of India.

Mr. Rana Kapoor shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Bank) such as the benefit of the Bank's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof; medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with RBI approvals.

Further, Mr. Rana Kapoor's appointment is in compliance with the provisions of Section 10B and other applicable provisions of the Banking Regulation Act, 1949, in particular, on account of Mr. Rana Kapoor having the requisite experience / expertise required under Section 10B and other applicable provisions of the Banking Regulation Act, 1949. *(For detailed experience statement please refer to the enclosed profile).*

Accordingly, your Directors recommend the passing of Resolution(s), as set forth in Item No. 7 & 8 of this Notice, for approval by the Members of the Bank.

Save and except Mr. Rana Kapoor, none of the Directors or Key Managerial Personnel or their relatives, in any way, are concerned or interested in the above Resolutions.

Item No. 9

The Bank has achieved significant growth in all its financial parameters during the last several years. In order

to achieve this growth, the Bank has periodically raised capital, the last instance being in June 2014 when the Bank raised equity capital of ₹ 2,942.08 Crores by way of Qualified Institutions Placement (QIP). The Tier I capital adequacy ratio as on March 31, 2015 is 11.5%. Given the significant potential of capturing market share, it is important that the Bank has adequate capital to support its growth plans. Further, the Bank's capital requirements also take into account the increase in capital under Basel III in a phased manner over the next few years.

Accordingly, the Bank proposes to raise additional capital aggregating upto USD 1 billion or its Indian Rupee equivalent by way of placement of shares to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and/or private placement in international markets through ADRs/GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods provided however that the aggregate amount to be raised by issue of Securities as above shall not result in increase of the issued and subscribed equity share capital of the Bank by more than 15% of the then issued and subscribed equity shares of the Bank. The issue of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, and other applicable guidelines, notifications, rules and regulations.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Bank.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations.

The Bank may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board decides to open the qualified institutions placement for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted would be listed on one or more stock exchanges in India and in case of ADR/GDR internationally. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreements.

Section 62(1)(a) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a Company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such Company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Bank to persons other than existing Members of the Bank, consent of the Members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreements executed by the Bank with the stock exchanges where the Equity Shares of the Bank are listed.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing Members of the Bank.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 9 of this Notice, for approval by the Members of the Bank.

The Directors and Key Managerial Personnel of the Bank and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Item No. 10

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company and its free reserves, require the approval of the Members by way of special resolution.

The Members of the Bank by way of Postal Ballot on November 8, 2013 had approved the borrowing limits not exceeding ₹ 30,000 Crores (Rupees Thirty Thousand Crores) under Section 180(1)(c) of the Companies Act, 2013.

Considering the substantial growth in business and operations of the Bank, opportunity to raise attractive borrowings as per the recent guidelines of the Reserve Bank of India on Issue of Long Term Bonds by Banks for financing of Infrastructure and Affordable Housing, relaxation in Basel III guidelines on limit of Tier II capital to be considered for Capital Fund purpose, your approval is being sought to increase the borrowing limits from ₹ 30,000 Crores (Rupees Thirty Thousand Crores) to ₹ 50,000 Crores (Rupees Fifty Thousand Crores). Further, since March 31, 2014, the Bank's operations have grown from an asset base of ₹ 109,016 Crores as at March 31, 2014 to ₹ 136,170 Crores as at March 31, 2015 and total shareholders' funds have increased from ₹ 7,121 Crores as at March 31, 2014 to ₹ 11,680 Crores as at March 31, 2015.

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Further, the approval is being sought for ₹ 10,000 Crores of borrowing/raising funds in Indian /foreign currency by issue of debt securities by the Bank in one or more tranches in item No. 11 of this Notice which will be within the overall borrowing limits of the Bank as proposed hereby and as may be approved by the Members, from time to time.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 10 of this Notice, for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution.

Item No. 11

Your Bank has been borrowing funds to meet the business requirements within the limits approved by you by way of issuance of various debt securities (bonds/debentures) as permitted by Reserve Bank of India ("RBI") and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable laws, from time to time.

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a special resolution, for each of the offers or invitations / subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

The Bank has already obtained the approval of Members by way of Postal Ballot on January 17, 2015 for borrowing/raising funds by issue of debt securities including but not limited to non-convertible debentures, bonds *(including bonds forming part of Tier I/ Tier II Capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long-term infrastructure bonds or such other bonds as may be permitted by RBI from time to time)*, pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto ₹ 8,000 Crores (Rupees Eight Thousand Crores Only), in one or more tranches and such approval is valid

for a period of one year i.e. upto January 16, 2016. Pursuant to the said approval, the Bank has raised an amount of ₹ 1,000 Crores (Rupees One Thousand Crores Only) by way of issue of Senior Unsecured Redeemable Long Term Bonds in the nature of Debentures. The Bank would further, at appropriate times, raise the funds by way of issue of debt securities, under the above approval of Members over a period of time which may go beyond one year as approved by the Members.

The current approval of Members is valid upto January 16, 2016. In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the approval of Members without interruption. Therefore, in order to avoid reaching out to the Members by way of Postal Ballot between the AGMs and the costs relating thereto, it would be appropriate to have the Members' approval in this AGM.

Further, considering the attractive features of the revised guidelines issued by RBI on issue of long term bonds / Basel III Tier I / Tier II bonds and the fact that these bonds will also assist the Bank in reducing asset-liability mismatches, the Board of Directors has proposed to obtain the consent of the Members of the Bank for borrowing/raising funds in Indian / foreign currency by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto ₹ 10,000 Crores (Rupees Ten Thousand Crores Only), in one or more tranches in domestic and /or overseas market, as per the structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. This would form part of the overall borrowing limits under Section 180(1)(c) of the Companies Act, 2013 as mentioned above which is sought to be enhanced to ₹ 50,000 Crores (Rupees Fifty Thousand Crores). The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations which enable investments in such

instruments. Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the Laws.

Accordingly, the approval of Members is being sought by way of special resolution as set out at in Item No.11 of this Notice for borrowing/raising funds in Indian / foreign currency by issue of debt securities on private placement basis.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 11 of this Notice, for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution.

Item No. 12

Pursuant to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("**FEMA 2000**") and the 'Consolidated FDI Policy' (issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India) ("**FDI Policy**"), foreign investment of upto 74% of the paid-up share capital is permitted in private sector bank, such that 49% is under the automatic route and beyond 49% under the approval route. Further, under FEMA 2000 and FDI Policy, the total holdings of all Foreign Portfolio Investors ("**FPIs**") and Foreign Institutional Investors ("**FIIs**") registered with the Securities and Exchange Board of India ("**SEBI**"), including their sub-accounts is not to exceed 24% of the paid-up share capital of the Bank. However, this limit can be increased to 49% of the paid-up share capital of the Bank (which is the permissible limit) after approval by the Members of the Bank by way of a special resolution and intimation to the Reserve Bank of India. In this regard, the Board of Directors of the Bank, pursuant to their resolution dated October 10, 2005 and the Members, pursuant to a special resolution dated July 24, 2006,

have approved the increase in FII holding to 49% of the paid-up equity share capital of the Bank.

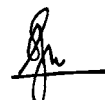
The Union Budget for 2015-2016 has announced that distinction between different types of foreign investments, especially between foreign portfolio investments and foreign direct investments to be done away with and replaced with composite cap.

While pursuant to this announcement, the amendments to applicable laws and the increased applicable cap for investment by FPIs/FIIs notification is awaited, however so as to enable the Members of your Bank to avail the significant benefits of the increased limit at the earliest as soon as the relevant amendments are notified by the Government, your Bank has proposed this resolution for your approval. Upon amendment to the relevant laws increasing the permissible limit of FPI/FII limits, pursuant to your approval of this resolution, and subject to applicable laws and regulations or any conditions specified by the applicable regulatory authorities, including the Reserve Bank of India, your Board of Directors would record the increased limit and carry out related formalities, so as to enable the Members of your Bank to avail the benefits of the increased limit in a timely manner.

Your Directors, therefore, recommend the special resolution, as set forth in Item No. 12 of this Notice, for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel of the Bank or their relatives is in anyway interested or concerned in the above resolution, except to the extent of the equity shares of the Bank held by him/her or their relatives.

By Order of the Board of Directors



Shivanand R. Shettigar
Company Secretary

Place: Mumbai
Dated: April 22, 2015

Notice

Profile of Directors being appointed/ re-appointed as required under Clause 49 of the Listing Agreement, in the order of the items mentioned in the Notice:**Mr. M. R. Srinivasan**

Mr. M. R. Srinivasan, aged 71 years, holds B.Com from Madras University, B.GL from Mumbai University and CAIIB from Indian Institute of Bankers. He has 35 years of experience with Reserve Bank of India and served in various roles. He was the Chief General Manager in-charge of Department of Banking Operations & Development (RBI). He has also acted as Executive Director and Banking Advisor of IDBI and was also acted as IDBI nominee director in IDBI Bank Limited and SPIC Limited. He has also associated with multilateral organizations like WTO, IMF, BIS and World Bank in their various programs. He has been on the Board of the Bank since October 23, 2012 and as the Chairman of the Board from June 27, 2013 till June 26, 2014, as approved by the Reserve Bank of India.

As on April 22, 2015, Mr. M. R. Srinivasan is the Chairman of Risk Monitoring Committee and Board Credit Committee and member of Audit Committee and Capital Raising Committee.

As on March 31, 2015, Mr. M. R. Srinivasan did not hold any shares of the Bank. Apart from YES BANK Limited, he does not hold any other Directorships.

Mr. Ajay Vohra

Mr. Ajay Vohra, aged 54 years, is a designated Senior Advocate by the Delhi High Court and was Ex-Managing Partner of Vaish Associates, is a qualified Chartered Accountant and has been practicing since last 30 years in the area of domestic and international tax and is a leading arguing counsel before Tax Tribunals, High Courts and the Supreme Court.

He had been the past Chairman of International Fiscal Association – India Branch, past Chairman of Direct Taxes Committee of PHD Chamber of Commerce and Industry, Vice Chair of the Tax Law Committee of the International Pacific Bar Association and Member of Board of Directors / Regional Coordinator for Asia-Pacific Region, of the World Law Group.

Mr. Vohra is also actively involved in the advisory practice relating to M & A, international tax and transfer pricing. In his spare time, he contributes articles in various journals and addressing seminars nationally and internationally.

Mr. Vohra has been rated as one of the “most highly-acclaimed legal experts in the Asia-Pacific region” in the field of Taxation by Asialaw Leading Lawyers Guide for each of the years 2006 to 2014. The Tax Director's Handbook (supported by KPMG) highly recommends “Mr. Ajay Vohra's tax team for complex direct tax issues”.

As on April 22, 2015, he is the Chairman of the Audit Committee and Member of Risk Monitoring Committee and Fraud Monitoring Committee.

As on March 31, 2015, Mr. Ajay Vohra did not hold any shares of the Bank. He was also a Member of Vaish Associates Public Welfare Trust. Details of other Directorships are given hereunder:

Sr. No	Name of the other Companies in which Directorship was held
1	HCL Infosystems Limited
2	HCL Holdings Private Limited, Mauritius

Mr. Diwan Arun Nanda

Mr. Diwan Arun Nanda, aged 71 years, is the Founder Chairman and Managing Director of Rediffusion-Y&R and an industry veteran with over 40 years experience in Marketing, Finance, Communication and Advertising.

Mr. Nanda is from the first batch of graduates (1964-1966) of the Indian Institute of Management, Ahmedabad and was awarded a Gold Medal along with Dr. C. K. Prahalad.

Soon thereafter, he joined Hindustan Lever Ltd. in 1966 as a Management Trainee in Marketing. Post his training in Sales, he started the Promotions Department at the Marketing HQ and then moved into Brand Marketing. There he worked on helping shape iconic brands like Surf, Rin, Lux, Rexona, Lifebuoy and Liril. He left Hindustan Lever Ltd. in June 1972 after a 6 year stint.

In 1973, Mr. Nanda founded Rediffusion, a creative communication agency that fundamentally re-imagined the rules of advertising in India. Today, Rediffusion-Y&R is amongst the top advertising agencies in the country, with a nationwide presence and also comprising group companies like Everest Brand Solutions, Rediffusion-Wunderman, Sudler Hennessey and Rediffusion-Y&R (Sri Lanka).

Mr. Nanda has been felicitated with the “Distinguished Alumni Award” by his Alma Mater-Loyola College, Chennai, and also by IIM-Ahmedabad. He was a recipient

of the Government of India Merit Scholarship. He has been a Judge at the Cannes Film Festival, Leader of the Indian delegation to the Asian Advertising Congress at Tokyo in 1993, and President of the Advertising Agencies Association of India during the years 1993-1995 and 1999-2000. For his outstanding contribution to Indian advertising, Mr. Nanda was awarded the AAAI-Premnarayan Award.

Mr. Nanda's achievements are not only limited to marketing and advertising. Between 1983 and 1991, Mr. Nanda was advisor to the late Mr. Rajiv Gandhi. He has also been a Member of the Jawaharlal Nehru Centenary Committee (a part of the Cabinet Secretariat of the Government of India).

In addition, Mr. Nanda serves on the Boards of several national and multinational companies.

As on April 22, 2015, Mr. Diwan Arun Nanda is a Chairman of Service Excellence, Branding and Marketing Committee and Stakeholders Relationship Committee and member of Capital Raising Committee, IT Strategy Committee and Corporate Social Responsibility Committee.

As on March 31, 2015, Mr. Diwan Arun Nanda did not hold any shares of the Bank. Details of his other Directorships are given hereunder:

Sr. No	Name of the other Companies in which Directorship was held
1	Rediffusion Holdings Private Limited
2	Rediffusion Dentsu Young and Rubicam Private Limited
3	Rediff. Com India Limited
4	Arion Horse Company Private Limited
5	Wunderman India Private Limited
6	Everest Brand Solutions Private Limited
7	Showdiff Worldwide Private Limited
8	Oriental Hotels Limited
9.	Rediffusion – DY&R Private Limited, Sri Lanka

Mr. Rana Kapoor

Mr. Rana Kapoor, aged 57 years, is the Managing Director & CEO of YES BANK. As a professional entrepreneur, since 2003, he is progressively establishing a high quality, state-of-the-art private Indian Bank with a vision of "Building the Best Quality Bank of the World in India" by 2020. Under his leadership, YES BANK has steadily evolved as the "Professionals' Bank of India" with exemplary business and financial outcomes as evidenced in the financial results

since inception, with highest RoA/RoE, and the best asset quality amongst leading Public and Private Banks in India.

Mr. Rana Kapoor received an Honorary Fellowship from All India Management Association (AIMA), Doctorate in Science (Honoris Causa) from G.B. Pant University of Agriculture & Technology, India's foremost and oldest Agri University, for his contribution to the Food & Agribusiness sector in India. He holds an MBA degree from Rutgers' University in New Jersey, U.S.A. (1980), and a Bachelor's degree in Economics (Honours) from the University of Delhi (1977). He has also received the prestigious President's Medal from Rutgers University.

In a span of 10 years, YES BANK has received significant national and global recognitions and accolades including the prestigious IMC RBNQA Business Excellence Award, 2013, Best Midsized Bank for 2013, 2012, 2010, 2009 & 2008 in the Business Today-KPMG Best Banks Annual Survey. YES BANK was awarded the Best Bank (Mid-Size) by Businessworld and adjudged Best Managed Bank in India by the Asian Banker (2011-2013), Jakarta, 2013. YES BANK received the Rank 1 Sustainable Bank of the Year (Asia/Pacific) award at the FT/IFC Sustainable Finance Awards 2012 and 2011, London and was included as a Foundation Member of the World Economic Forum (WEF), Geneva.

Mr. Rana Kapoor recently received the 'Excellence in Leadership' Award by Maharashtra Chamber of Commerce, Industries & Agriculture and "Banker of the Year" award at The SKOCH Financial Inclusion and Deepening Awards, 2014 and had earlier received The Asian Banker CEO Leadership Achievement Award for India, 2013. He has also received the 2013 Godfrey Phillips 'National Special Social Award' for actively driving the vision of Responsible Banking and the Distinguished Entrepreneurship Award at the PHD Chamber Awards for Excellence in 2012 and 2007. He was acknowledged as the Best Indian Banker (Mid Size) at The Sunday Standard Best Banker's Awards consecutively in 2012 and 2013, Best Banker Award at the Rajiv Gandhi Excellence Awards in 2013, BS Banker of the Year 2011 by Business Standard, and received the Entrepreneur of the Year award at the Asia Pacific Entrepreneurship Awards 2011. He was conferred The Bombay Management Association 'Entrepreneurial Banker of the Decade' award and was ranked the 2nd Most Valuable Indian CEO of the Year (Large-sized category) by Businessworld Magazine in November 2011. Mr. Rana Kapoor received the Indian Business Leader

Notice

of the Year award at the FICCI-Horasis Global Indian Business Meeting 2010 in Spain, and was awarded the Start-up Entrepreneur of the Year 2005 at the Ernst & Young Entrepreneur of the Year Awards.

Prior to establishing YES BANK, Mr. Rana Kapoor was CEO & Managing Director, and main Managing Partner of Rabo India Finance (RIF) Pvt. Ltd. (a corporate finance and investment banking organization). He successfully spearheaded RIF as a foreign joint venture financial services organization in partnership with Rabobank (AAA rated) in India and assiduously built RIF as a Professional Entrepreneur from 1998-2003. Thereafter he sold his shareholdings to Rabobank, Netherlands, in early 2003.

Prior to starting Rabo India, he was the General Manager & Country Head: ANZ Grindlays' Investment Bank (ANZIB, from 1996-98). He spent 15 years at Bank of America (1980-1995), where he last headed the Bank's Wholesale Banking businesses and held several positions of increasing responsibility, including assignments in Asian countries. He was presented the **Eagle Pin** by the Chairman of Bank of America in 1990, the highest professional recognition for consistent performance excellence at Bank of America, amongst several other enterprising achievements.

Mr. Rana Kapoor is a member of the following:--

- ✓ President, ASSOCHAM
- ✓ Ex-deputy Chairman, Indian Banks' Association (IBA) (2011-12)
 - ✓ Honorary Secretary, 2010-11
 - ✓ Member, Managing Committee
- ✓ Member, Government of India's Board of Trade
- ✓ Member, Board of Governors, Indian Institute of Corporate Affairs (IICA), Ministry of Corporate Affairs, Government of India.
- ✓ Member – Founders Circle, Brookings Institution
- ✓ Member, Governing Council, University of Pennsylvania Institute for the Advanced Study of India (UPIASI)

- ✓ President, FICCI Maharashtra State Council (2010-11)
- ✓ President, The Council of EU Chambers of Commerce in India (2009 – 10)
- ✓ Member, World Presidents' Organization (WPO/YPO)
- ✓ Member, Chief Executives' Organization (CEO)

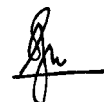
For the reasons stated above, Mr. Rana Kapoor has the requisite experience from a perspective of Section 10B and other relevant sections of the Banking Regulation Act, 1949.

As on April 22, 2015, Mr. Rana Kapoor was the Chairman of Fraud Monitoring Committee and Capital Raising Committee and member of Risk Monitoring Committee, Board Credit Committee, Corporate Social Responsibility Committee and Service Excellence, Branding and Marketing Committee.

As on March 31, 2015, Mr. Rana Kapoor was holding 20,000,000 shares of the Bank and has ownership with his family in Yes Capital (India) Private Limited and Morgan Credits Private Limited with aggregate shareholding of 29,175,000 shares in the Bank. Details of his other Directorships are given hereunder:

Sr. No	Name of the other Companies in which Directorship was held
1	The Associated Chambers of Commerce and Industry of India (a Section 8 Company)
2	YES Securities (India) Limited
3.	Climate Change Association India (a Section 8 Company)

By Order of the Board of Directors



Shivanand R. Shettigar
Company Secretary

Place: Mumbai
Dated: April 22, 2015

Form No. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

YES BANK Limited

CIN: L65190MH2003PLC143249

Regd. & Corporate 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

Name of the member (s):
 Registered address:.....
 E-mail Id:.....
 Folio No/ Client Id:.....
 DP ID:

I/We, being the member (s) of shares of the above named Bank, hereby appoint

1. Name: Address:
 E-mail Id: Signature: or failing him
2. Name: Address:
 E-mail Id: Signature: or failing him
3. Name: Address:
 E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Bank, to be held on the Saturday, June 6, 2015 at 11.00 A.M. at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional*	
Ordinary Business:		For	Against
1.	Adoption of standalone and consolidated financial statement for the year ended March 31, 2015		
2.	Approval of dividend on equity shares		
3.	Appoint a Director in place of Mr. M. R. Srinivasan (DIN: 00056617), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants as Auditors and fixation of remuneration thereof		
Special Business:			
5.	Approval for appointment of Mr. Ajay Vohra (DIN- 00012136) as an Independent Director		
6.	Approval for appointment of Mr. Diwan Arun Nanda (DIN- 00034744) as an Independent Director		
7.	Approval for revision in the remuneration of Mr. Rana Kapoor (DIN- 00320702) as a Managing Director & Chief Executive Officer of the Bank, in terms of the RBI approval, effective from April 1, 2014.		
8.	Approval for re-appointment of Mr. Rana Kapoor (DIN- 00320702) as a Managing Director & Chief Executive Officer of the Bank effective from September 1, 2015 and remuneration effective from April 1, 2015 subject to approval of Reserve Bank of India.		
9.	Approval for raising of capital upto USD 1 Billion by issue of shares or convertible securities in one or more tranches provided however that the aggregate amount raised shall not result in increase of the issued and subscribed equity share capital of the Bank by more than 15% of the then issued and subscribed equity shares of the Bank		
10.	Approval for increase in the borrowing limits from ₹ 30,000 Crores to ₹ 50,000 Crores		
11.	Approval for borrowing / raising funds in Indian /foreign currency by issue of debt securities upto ₹ 10,000 Crores (the "NCDs") to eligible investors on private placement basis		
12.	Approval for increasing the FII/FPI holding limit to 74% of the paid-up equity share capital of the Bank or such other limit as may be permissible under applicable laws.		

Signed this day of 2015.

Signature of Shareholder

Signature of Proxy holder(s)

Affix
₹ 1/- Revenue
Stamp Here

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank addressed to the "Company Secretary", not later than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent of the total share capital of the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* it is optional to put a (V) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



YES BANK Limited

CIN: L65190MH2003PLC143249

Regd. & Corporate 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

ATTENDANCE SLIP

Folio No. DP ID Client ID

Name of Member

Name of Proxy holder

Number of Shares Held

I hereby record my presence at the ELEVENTH ANNUAL GENERAL MEETING of the YES BANK Limited held on Saturday, June 6, 2015 at 11.00 A. M., at Hall of Culture, Ground Floor, Nehru Centre, Dr. A. B. Road, Worli, Mumbai - 400 018.

Signature of Member/Proxy

Notes:

- (1) Members/Proxyholders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

