

YBL/CS/2019-20/166

February 07, 2020

**India International Exchange IFSC Limited**  
101 First Floor, Hiranandani Signature Tower,  
GIFT City IFSC – 382355, Gujarat, India

**The Singapore Exchange Securities Trading  
Limited**  
2, Shenton Way #19-00  
SGX Centre 1, Singapore 068804

**The London Stock Exchange**  
10, Patemoster Square,  
London, EC4M 7LS

Dear Sirs,

**Sub: Voting Results and Proceedings of the Extraordinary General Meeting of YES Bank  
Limited held on February 07, 2020**

We enclose herewith Voting Results and Proceedings of the Extraordinary General Meeting of YES Bank Limited held on February 07, 2020.

Kindly take note of the above.

The announcements made by the Bank can also be accessed at its website [www.yesbank.in](http://www.yesbank.in).

Thanking you,

Yours faithfully,  
For YES BANK LIMITED

*for*   
**Shivanand R. Shettigar**  
Group Company Secretary



*Encl: As above*

**Name of the Bank : YES BANK Limited**

**Date of the EGM: February 07, 2020**

**Total number of shareholders on record date (January 31, 2020): 1739879**

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

Promoters and Promoter Group:1

Public: 391

**No. of Shareholders attended the meeting through Video Conferencing**

Promoters and Promoter Group: Not Applicable

Public: Not Applicable



| Resolution No.                                                                     | 1 - TO INCREASE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION |                              |                            |                                                                           |                                    |                                     |                                                                 |                                                               |
|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------------------------|------------------------------------|-------------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------|
| Resolution required:<br>(Ordinary/ Special)                                        | ORDINARY                                                                                                              |                              |                            |                                                                           |                                    |                                     |                                                                 |                                                               |
| Whether promoter/<br>promoter group are<br>interested in the<br>agenda/resolution? | No                                                                                                                    |                              |                            |                                                                           |                                    |                                     |                                                                 |                                                               |
| Category                                                                           | Mode of<br>Voting                                                                                                     | No. of<br>shares held<br>(1) | No. of votes<br>polled (2) | % of Votes<br>Polled on<br>outstanding<br>shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes<br>- in favour<br>(4) | No. of<br>Votes -<br>against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]*100 | % of Votes<br>against on votes<br>polled<br>(7)=[(5)/(2)]*100 |
| Promoter and<br>Promoter Group                                                     | E-Voting                                                                                                              | 212,490,925                  | 182,490,925                | 85.8818                                                                   | 182,490,925                        | 0                                   | 100.0000                                                        | 0.0000                                                        |
|                                                                                    | Insta Poll                                                                                                            |                              | 30,000,000                 | 14.1182                                                                   | 30,000,000                         | 0                                   | 100.0000                                                        | 0.0000                                                        |
|                                                                                    | Postal Ballot<br>(if applicable)                                                                                      |                              | 0                          | 0.0000                                                                    | 0                                  | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Total                                                                                                                 |                              | 212,490,925                | 100.0000                                                                  | 212,490,925                        | 0                                   | 100.0000                                                        | 0.0000                                                        |
| Public- Institutions                                                               | E-Voting                                                                                                              | 719,833,122                  | 570,446,879                | 79.2471                                                                   | 563,643,604                        | 6,803,275                           | 98.8073                                                         | 1.1926                                                        |
|                                                                                    | Insta Poll                                                                                                            |                              | 0                          | 0.0000                                                                    | 0                                  | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Postal Ballot<br>(if applicable)                                                                                      |                              | 0                          | 0.0000                                                                    | 0                                  | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Total                                                                                                                 |                              | 570,446,879                | 79.2471                                                                   | 563,643,604                        | 6,803,275                           | 98.8074                                                         | 1.1926                                                        |
| Public- Non<br>Institutions                                                        | E-Voting                                                                                                              | 1,618,148,184                | 64,824,477                 | 4.0061                                                                    | 64,573,434                         | 251,043                             | 99.6127                                                         | 0.3872                                                        |
|                                                                                    | Insta Poll                                                                                                            |                              | 1,838,086                  | 0.1136                                                                    | 1,837,447                          | 639                                 | 99.9652                                                         | 0.0347                                                        |
|                                                                                    | Postal Ballot<br>(if applicable)                                                                                      |                              | 0                          | 0.0000                                                                    | 0                                  | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Total                                                                                                                 |                              | 66,662,563                 | 4.1197                                                                    | 66,410,881                         | 251,682                             | 99.6225                                                         | 0.3775                                                        |
| Total                                                                              | Total                                                                                                                 | 2,550,472,231                | 849,600,367                | 33.3115                                                                   | 842,545,410                        | 7,054,957                           | 99.1696                                                         | 0.8304                                                        |



| Resolution No.                                                                     | 2 - TO AUTHORIZE CAPITAL RAISING THROUGH ISSUANCE OF EQUITY SHARES OR OTHER CONVERTIBLE SECURITIES |                              |                            |                                                                           |                                 |                                     |                                                                 |                                                               |
|------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------------------------|---------------------------------|-------------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------|
| Resolution required:<br>(Ordinary/ Special)                                        | SPECIAL                                                                                            |                              |                            |                                                                           |                                 |                                     |                                                                 |                                                               |
| Whether promoter/<br>promoter group are<br>interested in the<br>agenda/resolution? | No                                                                                                 |                              |                            |                                                                           |                                 |                                     |                                                                 |                                                               |
| Category                                                                           | Mode of<br>Voting                                                                                  | No. of<br>shares held<br>(1) | No. of votes<br>polled (2) | % of Votes<br>Polled on<br>outstanding<br>shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes -<br>in favour (4) | No. of<br>Votes -<br>against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]*100 | % of Votes<br>against on votes<br>polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter<br>Group                                                     | E-Voting                                                                                           | 212,490,925                  | 182,490,925                | 85.8818                                                                   | 182,490,925                     | 0                                   | 100.0000                                                        | 0.0000                                                        |
|                                                                                    | Insta Poll                                                                                         |                              | 30,000,000                 | 14.1182                                                                   | 30,000,000                      | 0                                   | 100.0000                                                        | 0.0000                                                        |
|                                                                                    | Postal Ballot<br>(if applicable)                                                                   |                              | 0                          | 0.0000                                                                    | 0                               | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Total                                                                                              |                              | 212,490,925                | 100.0000                                                                  | 212,490,925                     | 0                                   | 100.0000                                                        | 0.0000                                                        |
| Public- Institutions                                                               | E-Voting                                                                                           | 719,833,122                  | 570,537,710                | 79.2597                                                                   | 560,368,328                     | 10,169,382                          | 98.2175                                                         | 1.7824                                                        |
|                                                                                    | Insta Poll                                                                                         |                              | 0                          | 0.0000                                                                    | 0                               | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Postal Ballot<br>(if applicable)                                                                   |                              | 0                          | 0.0000                                                                    | 0                               | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Total                                                                                              |                              | 570,537,710                | 79.2597                                                                   | 560,368,328                     | 10,169,382                          | 98.2176                                                         | 1.7824                                                        |
| Public- Non<br>Institutions                                                        | E-Voting                                                                                           | 1,618,148,184                | 64,912,625                 | 4.0115                                                                    | 64,716,552                      | 196,073                             | 99.6979                                                         | 0.3020                                                        |
|                                                                                    | Insta Poll                                                                                         |                              | 1,838,086                  | 0.1136                                                                    | 1,837,447                       | 639                                 | 99.9652                                                         | 0.0347                                                        |
|                                                                                    | Postal Ballot<br>(if applicable)                                                                   |                              | 0                          | 0.0000                                                                    | 0                               | 0                                   | 0.0000                                                          | 0.0000                                                        |
|                                                                                    | Total                                                                                              |                              | 66,750,711                 | 4.1251                                                                    | 66,553,999                      | 196,712                             | 99.7053                                                         | 0.2947                                                        |
|                                                                                    | Total                                                                                              | 2,550,472,231                | 849,779,346                | 33.3185                                                                   | 839,413,252                     | 10,366,094                          | 98.7801                                                         | 1.2199                                                        |



# Mehta & Mehta

## COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018  
TEL : +91-22-6611 9696 ● E-mail: dipti@mehta-mehta.com ● Visit us : www.mehta-mehta.com

### AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

#### Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

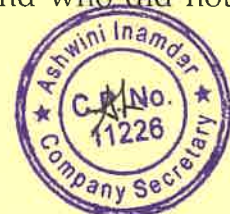
To,  
The Chairman  
YES BANK Limited

**Extraordinary General Meeting ("EGM") of the Members of YES BANK LIMITED  
held on Friday, February 07, 2020 at 11.00 A.M. at Hall of Culture, Ground Floor,  
Nehru Centre, Discovery of India, Dr. A.B. Road, Worli, Mumbai – 400018.**

Dear Sir,

I, **Ashwini Mohit Inamdar**, Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of YES BANK LIMITED ("the Bank") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and Voting through electronic voting system at the Extraordinary General Meeting ("EGM") of the Bank in respect of the Resolutions as set out in the Notice convening the EGM, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and voting through electronic voting system at the venue of the EGM. For the purpose of remote e-voting, the Bank had engaged the services of KFin Technologies Private Limited ("KFintech");
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Friday, January 31, 2020 ("cut-off date").
3. The period for remote e-voting commenced on Monday, February 03, 2020 at 10:00 A. M. (IST) and ended on Thursday, February 06, 2020 at 05:00 P. M. (IST). The Remote e-voting module was disabled by KFintech for voting thereafter.
4. The facility for voting through electronic voting system was made available at the EGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting.



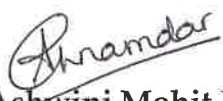
5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Avni Shah and Ms. Priyam Mehta, neither of whom are in the employment of the Bank.

The report on votes cast through remote e-voting was generated from KFintech e-voting website <https://www.evoting.karvy.com>.

6. The consolidated results of remote e-voting and voting through electronic voting system at the EGM venue are enclosed as an **Annexure** to this report.

Thanking You,

For **Mehta & Mehta**  
**Company Secretaries**

  
**Ashwini Mohit Inamdar**

Scrutinizer

FCS No: 9409

CP No: 11226



Place: Mumbai

Date: February 07, 2020

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from KFintech's e-voting website <https://www.evoting.karvy.com> in our presence on Friday, February 07, 2020



Name : Ms. Avni Shah

Address : A/4, New Anant Bhuvan,  
N. N. Street, Mumbai -  
400009



Name : Ms. Priyam Mehta

Address : Flat no. 1, Golwala apt, Nehru  
road, Santacruz East, Mumbai  
- 400055.

Countersigned by



Chairman

Yes Bank Limited

**Item No. 1: Ordinary Resolution**

**To increase authorised Share Capital and consequent alteration of capital clause of the Memorandum of Association**

| Particulars                       | Remote e-voting             |                                       | Voting through electronic voting system at the EGM |                                       | Consolidated voting results       |                                             |                                                         |
|-----------------------------------|-----------------------------|---------------------------------------|----------------------------------------------------|---------------------------------------|-----------------------------------|---------------------------------------------|---------------------------------------------------------|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                        | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 4,036                       | 810,707,963                           | 161                                                | 31,837,447                            | 4,197                             | 842,545,410                                 | 99.1696%                                                |
| Votes against the resolution      | 134                         | 7,054,318                             | 2                                                  | 639                                   | 136                               | 7,054,957                                   | 0.8304%                                                 |
| Invalid votes/Abstained           | 67                          | 403,299                               | 10                                                 | 387,302                               | 77                                | 790,601                                     | -                                                       |

**Item No. 2: Special Resolution**

**To authorise capital raising through issuance of equity shares or other convertible securities**

| Particulars                  | Remote e-voting             |                                       | Voting through electronic voting system at the EGM |                                       | Consolidated voting results       |                                             |                                                         |
|------------------------------|-----------------------------|---------------------------------------|----------------------------------------------------|---------------------------------------|-----------------------------------|---------------------------------------------|---------------------------------------------------------|
|                              | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                        | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the       | 4,034                       | 807,575,805                           | 161                                                | 31,837,447                            | 4,195                             | 839,413,252                                 | 98.7801%                                                |
| Votes against the resolution | 138                         | 10,365,455                            | 2                                                  | 639                                   | 140                               | 10,366,094                                  | 1.2199%                                                 |
| Invalid votes/Abstained      | 60                          | 212,178                               | 10                                                 | 387,302                               | 70                                | 599,480                                     | -                                                       |



**Summary of the proceedings of the Extraordinary General Meeting of YES BANK Limited held  
on February 07, 2020**

The Extraordinary General Meeting ("EGM") of the Members of the Bank was held on Friday, February 07, 2020 at 11.00 A.M. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A.B. Road, Worli, Mumbai- 400 018.

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

Total 392 Members (including Proxies and authorized representatives) attended the meeting as per the attendance records for the EGM.

The EGM was attended by the following Directors on the Board of the Bank:

1. **Mr. Brahm Dutt**, Non-Executive (Independent) Chairman of the Board and Chairman - Capital Raising Committee and Corporate Social Responsibility Committee
2. **Dr. Pratima Sheorey**, Independent Director and Chairperson - Service Excellence, Branding and Marketing Committee
3. **Mr. Subhash Chander Kalia**, Non-Executive Non-Independent Director and Chairman - Board Credit Committee
4. **Mr. Maheswar Sahu**, Independent Director and Chairman - Stakeholders Relationship Committee;
5. **Mr. Anil Jaggia**, Independent Director and Chairman - IT Strategy Committee;
6. **Mr. Ravinder Kumar Khanna**, Non-Executive Non-Independent Director (Indian Partners' Representative Director);
7. **Ms. Shagun Kapur Gogia**, Non-Executive Non-Independent Director (Indian Partners' Representative Director);
8. **Mr. R. Gandhi**, Additional Director appointed by RBI; and
9. **Mr. Ravneet Singh Gill**, Managing Director & CEO, YES BANK.



Since the Chairman of Audit Committee had recently resigned, Mr. Brahm Dutt, the Chairman of the Board who is also a member of Audit Committee represented on behalf of the Audit Committee for the purpose of this EGM.

Mr. T. S. Vijayan, Independent Director and Chairman of the Nomination & Remuneration Committee could not attend the EGM due to certain unavoidable reasons, therefore, he had authorized Dr. Pratima Sheorey, Independent Director, to attend the EGM on his behalf.

The representatives of the Statutory Auditors and Secretarial Auditors were also present.

After ascertaining from the Company Secretary that the requisite quorum was present at the EGM, the Chairman called the Meeting to order. The Chairman informed the Members that the Proxy Register and other Registers and documents as required under various laws were available for inspection of members. With the consent of the shareholders, the Notice of EGM was taken as read.

Thereafter, the Chairman of the EGM invited the shareholders to put forth their observations and seek clarifications, if any relating to the agenda.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank had provided the Remote e-voting facility to the Members of the Bank in respect of businesses to be transacted at the EGM. The Remote e-voting commenced at 10.00 A.M. on Monday, February 03, 2020 and ended on Thursday, February 06, 2020 at 5.00 P.M.

Further, the Bank had offered the facility for voting through Insta-Poll at the EGM on the proposed resolutions to facilitate the Members who could not cast their votes through Remote e-Voting. It was clarified that only those Members holding shares of the Bank as on the Cut-off date i.e. Friday, January 31, 2020 were eligible to participate in the Remote e-voting and Insta-Poll process and the eligible Members who had not voted on the resolutions through the Remote e-voting facility can cast their votes in respect of the shares held on that date. The Board had appointed Ms. Ashwini Mohit Inamdar, Partner of M/s Mehta & Mehta, Company Secretaries,

Mumbai as Scrutinizer to scrutinize the Remote e-Voting process and voting through Insta-Poll at the EGM of the Bank, in a fair and transparent manner.

On the invitation of the Chairman, several members addressed the Meeting, gave their suggestions and raised queries pertaining to the proposed agenda, which were replied by the Managing Director & CEO. The Chairman stated that the consolidated results of the Remote E-voting and Insta-Poll would be announced after the EGM and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the website of the Bank and also on the website of M/s. KFin Technologies Pvt. Ltd., the Registrar and Transfer Agent of the Bank and would also be displayed at the Registered Office of the Bank.

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

**SPECIAL BUSINESS:**

- 1) To increase Authorized share capital and consequent alteration of capital clause of the Memorandum of Association (Ordinary Resolution)
- 2) To authorize capital raising through issuance of equity shares or other convertible securities (Special Resolution)

Thanking you,

For YES BANK Limited

  
Shivanand R. Shettigar

Group Company Secretary

