

YBL/CS/2022-23/Int/030

February 07, 2023

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, Paternoster Square,
London, EC4M 7LS

Dear Sir / Madam,

Sub.: Postal Ballot Notice - Disclosure under the Indian Listing Regulations

Pursuant to the Indian Listing Regulations, we hereby submit the Postal Ballot Notice along with the Explanatory Statement dated February 03, 2023 ("Notice"), being sent to/published/displayed for all the Members of the Bank whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, January 27, 2023 ("Cut-off date")** seeking approval of Members on the following items of special business, through remote e-voting system:

Sr. No.	Particulars	Type of Resolution
1.	To take note of appointment of Mr. Rama Subramaniam Gandhi (DIN - 03341633) as Non-Executive Part-Time Chairman of the Bank and to approve payment of remuneration.	Ordinary Resolution
2.	To approve the appointment and Remuneration of Mr. Prashant Kumar (DIN - 07562475) as Managing Director & Chief Executive Officer of the Bank for a period of 3 years w.e.f. October 06, 2022 to October 05, 2025 and revised remuneration for period from April 01, 2022 to July 15, 2022 as Managing Director & Chief Executive Officer under "Yes Bank Limited Reconstruction Scheme, 2020" and from July 16, 2022 to October 05, 2022 as Interim Managing Director & Chief Executive Officer.	Ordinary Resolution
3.	To approve appointment of Mr. Sunil Kaul (DIN: 05102910) as a Non-Executive Director.	Ordinary Resolution
4.	To approve appointment of Ms. Shweta Jalan (DIN: 00291675) as a Non-Executive Director.	Ordinary Resolution
5.	To approve appointment of Mr. Rajan Pental (DIN - 08432870) as a Director.	Ordinary Resolution
6.	To approve the appointment and remuneration of Mr. Rajan Pental (DIN - 08432870) as an Executive Director of the Bank	Ordinary Resolution

In compliance with Ministry of Corporate Affairs General Circulars in relation to extension of framework "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", and in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023, issued by the Ministry of Corporate Affairs, Government of India, Indian Listing Regulations, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Bank/Depositories as on the Cut-off date. The communication of assent or dissent of the Members would only take place through the remote e-voting system.

The Bank has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The remote e-voting period commences from Wednesday, February 8, 2023 at 10:00 A.M. and ends on Thursday, March 9, 2023 at 5:00 P.M. The Postal Ballot results will be submitted within 2 working days from conclusion of the e-voting period, to the Stock Exchanges in accordance with the Listing Regulations.

The Notice is also being made available on the website of the Bank at www.yesbank.in.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For YES BANK LIMITED

A handwritten signature in black ink, appearing to be "Shivanand R. Shettigar", written over a horizontal line.

Shivanand R. Shettigar
Company Secretary

Encl: A/a

YES BANK LIMITED

CIN - L65190MH2003PLC143249

Regd. Office: YES BANK House, Off Western Express Highway, Santacruz (E), Mumbai 400055, India

Telephone No. +91 (22) 5091 9800, 6507 9800 Fax: +91 (22) 2619 2866

Website: www.yesbank.in Email Id: shareholders@yesbank.in

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (*including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force*) (hereinafter referred to as the “**Act**”), Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (*including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force*) (hereinafter referred to as the “**Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020, in relation to extension of framework “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19”, and General Circular No. 11/2022 dated December 28, 2022, in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023 (“**MCA Circulars**”), issued by the Ministry of Corporate Affairs, Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and pursuant to such other applicable laws and regulations, the resolutions appended hereinbelow are proposed to be passed as Ordinary Resolutions by Members of YES Bank Limited (“the Bank”) by means of Postal Ballot only through remote electronic voting (E-voting).

Special Business:

- 1. TO TAKE NOTE OF APPOINTMENT OF MR. RAMA SUBRAMANIAM GANDHI (DIN - 03341633) AS NON-EXECUTIVE PART-TIME CHAIRMAN OF THE BANK AND TO APPROVE PAYMENT OF REMUNERATION:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and Section 10B and other applicable provisions of The Banking Regulation Act, 1949 (*including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force*), and the rules, circulars, notifications and guidelines issued by the Reserve Bank of India and the provisions of the Articles of Association of the Bank and in terms of the Reserve Bank of India (‘RBI’) approval dated September 20, 2022, the appointment of **Mr. Rama Subramaniam Gandhi (DIN - 03341633)** as Non-

Executive (Part-time) Chairman of the Bank for a period of 3 years w.e.f. September 20, 2022 be and is hereby noted by the Members of the Bank.

RESOLVED FURTHER THAT pursuant to the applicable provisions of The Banking Regulation Act, 1949, the Companies Act, 2013 along with rules made thereunder, *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)*, the rules, circulars, notifications and guidelines issued by the RBI, Articles of Association of the Bank, the Board Remuneration Policy and pursuant to the recommendation made by the Nomination & Remuneration Committee, approval of the Board of Directors of the Bank and approval of RBI dated September 20, 2022, approval of the Members of the Bank, be and is hereby accorded for the payment of the following remuneration to **Mr. Rama Subramaniam Gandhi (DIN - 03341633)** as Non-Executive (Part-time) Chairman of the Bank from the date of RBI approval i.e. September 20, 2022:

Sr. No.	Particulars	Amount in INR
1.	Salary	30,00,000 p.a.
2.	Other allowances, if any	As paid to other non-executive directors for attending Board/Board Committee meetings or other bank related matters.

RESOLVED FURTHER THAT the Board (including Nomination & Remuneration Committee), be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid payment of remuneration 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.”

2. TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. PRASHANT KUMAR (DIN - 07562475) AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE BANK FOR A PERIOD OF 3 YEARS W.E.F. OCTOBER 06, 2022 TO OCTOBER 05, 2025 AND REVISED REMUNERATION FOR PERIOD FROM APRIL 01, 2022 TO JULY 15, 2022 AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER UNDER “YES BANK LIMITED RECONSTRUCTION SCHEME, 2020” AND FROM JULY 16, 2022 TO OCTOBER 05, 2022 AS INTERIM MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER:

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the “**Act**”) and rules made thereunder, The Banking Regulation Act, 1949, the rules, circulars, notifications, guidelines issued by the Reserve Bank of India (“**RBI**”) from time to time *(including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force)* and the Articles of Association of the Bank, basis the recommendation of the Nomination and Remuneration Committee (“**N&RC**”), the

approval of the Board of Directors (“**Board**”) of the Bank and the approval of RBI *vide* letter dated October 06, 2022, the approval of Members be and is hereby accorded for appointment of **Mr. Prashant Kumar (DIN - 07562475)** as Managing Director and Chief Executive Officer (“**MD & CEO**”) of the Bank for a period of three years from the date of approval of RBI i.e. from October 06, 2022 to October 05, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Act, read with the relevant rules made thereunder, Section 35B and other applicable provisions of The Banking Regulation Act, 1949, the rules, circulars, notifications, guidelines issued by the RBI, *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)* and the Articles of Association of the Bank and pursuant to the recommendation of the N&RC and approval of the Board of the Bank and in accordance with the approval granted by RBI *vide* its letter dated November 01, 2022, the approval of Members be and is hereby granted for payment of remuneration *(on proportionate basis, as applicable)* to **Mr. Prashant Kumar (DIN - 07562475)** as MD & CEO of the Bank w.e.f. October 06, 2022 as under, subject to revision in his remuneration as may be approved by RBI from time to time and in compliance of the applicable provisions:

Particulars	Remuneration per annum (in INR)
(1)	(2)
PART-A:	
Fixed Pay (including perquisites): <i>(where applicable, the relevant items to be paid on proportionate monthly basis)</i>	
1. Basic Salary	56,08,350
2. Dearness allowance	Nil
3. Retiral/Superannuation benefits:	
(a) Provident Fund	6,73,002
(b) Gratuity	2,69,762
(c) Pension	NA
(d) Superannuation	NA
4. Leave Fare Concession/ Allowance	4,67,362
5. Other fixed allowances, if any (please specify)*	1,30,86,150
*Consolidated allowance, if any, to be given with details of heads it subsumes	
6. Perquisites:	
(i) Free Furnished House and its maintenance/House Rent Allowance <i>(the figure indicates the maximum limit of Rs. 6 lakhs pm and includes monthly rent, cost of deposit and house maintenance cost)</i>	72,00,000
(ii) Conveyance Allowance/Free use of bank's car for	
a) Official purposes	14,52,000

Cost of Car 1 as per Bank Car policy	
b) Private purposes Cost of Car 2 as per Bank Car policy	6,74,000
(iii) Driver(s)' salary 2 Drivers expenses (maximum annual limit including salary, overtime, uniforms etc.)	8,00,000
(iv) Club Membership(s) 2 clubs	12,00,000
(v) Reimbursement of medical expenses	NA
(vi) Any other perquisites (please specify)	
(a) Furniture/White goods (Not exceeding Rs. 20 lakh once in service – Apportioned over 5 years. Purchase or renting may be considered)	4,00,000
(b) Gas, Electricity & Water (Actual subject to maximum annual limit)	3,64,000
(c) Life Insurance/ Personal Accident Insurance	2,60,000
(d) Residence Telephone (Actual subject to maximum annual limit)	96,000
Total Fixed pay (including perquisites)	3,25,50,626

RESOLVED FURTHER THAT pursuant to provisions of Section 197 of the Act and other applicable provisions of the Act, read with the relevant rules made thereunder, Section 35B and other applicable provisions of The Banking Regulation Act, 1949, the rules, circulars, notifications, guidelines issued by the RBI, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Bank and pursuant to the recommendation of the N&RC and approval of the Board of the Bank and in accordance with the approval granted by RBI vide its letter dated November 01, 2022, approval of the Members of the Bank, be and is hereby accorded for payment of revised remuneration as given in table of para 2 above (on proportionate basis) to **Mr. Prashant Kumar (DIN 07562475)** as MD & CEO of the Bank under Yes Bank Limited Reconstruction Scheme, 2020 ("the Scheme") for the period from April 01, 2022 up to July 15, 2022.

RESOLVED FURTHER THAT pursuant to provisions of Section 197 of the Act and other the applicable provisions of the Act, read with the relevant rules made thereunder, Section 35B and other applicable provisions of The Banking Regulation Act, 1949, the rules, circulars, notifications, guidelines issued by the RBI, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Bank and pursuant to the recommendation of the N&RC and approval of the Board of the Bank and in accordance with the approval granted by RBI vide its letter dated November 01, 2022, approval of the Members of the Bank, be and is hereby accorded for payment of revised remuneration as given in table of para 2 above (on proportionate basis) to **Mr. Prashant Kumar (DIN 07562475)** during his tenure as interim MD & CEO for the period from July 16, 2022 up to October 05, 2022.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for payment of proportionate variable pay to **Mr. Prashant Kumar (DIN 07562475)** as MD & CEO of the Bank under the Scheme for the period from April 01, 2022 to July 15, 2022, as Interim MD & CEO of the Bank for the period from July 16, 2022 to October 05, 2022 and as MD & CEO of the Bank for a period of three years from the date of approval of RBI i.e. from October 06, 2022 to October 05, 2025, comprising of Performance Bonus (Cash) and Performance Employee Stock Options (PESOP) at the end of the financial year, as determined by N&RC and Board of Directors and as may be approved by RBI from time to time, which is linked to Organizational Performance, Business Unit Performance and Individual Performance and governed by the RBI Circular No. RBI/2019- 20/89 DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019, RBI guidelines and the Total Rewards Policy of the Bank, with necessary claw-back and malus clauses.

RESOLVED FURTHER THAT Mr. Prashant Kumar shall not be subject to retirement by rotation during his tenure as MD & CEO of the Bank.

RESOLVED FURTHER THAT the Board (which term shall include any Committee which the Board of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose) be and is hereby authorized to fix the actual amount of remuneration and perquisites, payable or to be provided to Mr. Prashant Kumar and alter, modify, vary or increase the same from time to time, to the extent the Board may consider appropriate and as may be permitted or authorized by the RBI on an application made by the Bank and subject to compliance of the applicable provisions.

RESOLVED FURTHER THAT in his capacity as MD & CEO, Mr. Prashant Kumar is entitled to exercise all powers as are exercisable by the MD & CEO of the Bank as permissible under the provisions of the Act, the Banking Regulation Act, 1949 and any other statutes in order to manage the affairs of the Bank.

RESOLVED FURTHER THAT the Board (including N&RC) be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said resolution 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."

3. TO APPROVE APPOINTMENT OF MR. SUNIL KAUL (DIN: 05102910) AS A NON-EXECUTIVE DIRECTOR:

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

"RESOLVED THAT pursuant to provisions of Section 152 and 160 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended, Section 10A(2)(a) and other applicable provisions of The Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment thereof for the time being in force*), the rules, circulars and guidelines issued by the Reserve Bank of India, the Articles of Association of the Bank and basis the recommendation of the Nomination & Remuneration Committee and approval by the Board of Directors of the Bank, **Mr. Sunil Kaul (DIN: 05102910)**, in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Non-Executive Director, who has submitted his consent, being so eligible, be and is hereby appointed as a Non-Executive Director of the Bank not liable to retire by rotation.

RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said 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.”

4. TO APPROVE APPOINTMENT OF MS. SHWETA JALAN (DIN: 00291675) AS A NON-EXECUTIVE DIRECTOR:

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and 160 of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Section 10A(2)(a) and other applicable provisions of The Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment thereof for the time being in force*), the rules, circulars and guidelines issued by the Reserve Bank of India, the provisions of the Articles of Association of the Bank and basis the recommendation of Nomination & Remuneration Committee and approval by the Board of Directors of the Bank, **Ms. Shweta Jalan (DIN: 00291675)**, in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Non-Executive Director, who has submitted her consent, being so eligible, be and is hereby appointed as a Non-Executive Director of the Bank, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said 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.”

5. TO APPROVE APPOINTMENT OF MR. RAJAN PENTAL (DIN – 08432870) AS A DIRECTOR:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and 160 of the Companies Act, 2013 (the “**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (*including any statutory modification(s) or re-enactment thereof for the time being in force*), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Section 10A(2)(a) and other applicable provisions of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment thereof for the time being in force*), the rules, circulars, notifications and guidelines issued by the Reserve Bank of India (“**RBI**”), the provisions of the Articles of Association of the Bank and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Bank, **Mr. Rajan Pental (DIN – 08432870)**, in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, who has submitted his consent, being so eligible, be and is hereby appointed as a Director of the Bank.

RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said 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.”

6. TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. RAJAN PENTAL (DIN – 08432870) AS AN EXECUTIVE DIRECTOR OF THE BANK:

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the “**Act**”) and rules made thereunder, The Banking Regulation Act, 1949, the rules, circulars, notifications, guidelines issued by the Reserve Bank of India (“**RBI**”) from time to time (*including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force*) and the Articles of Association of the Bank, basis the recommendation of the Nomination and Remuneration Committee (“**N&RC**”), the approval of the Board of Directors (“**Board**”) of the Bank and the approval of RBI *vide* letter dated February 02, 2023, the approval of Members be and is hereby accorded for appointment of **Mr. Rajan Pental (DIN – 08432870)** as an Executive Director (“**ED**”) and Key Managerial Personnel of the Bank for a period of three years from the date of approval of RBI i.e. from February 02, 2023 to February 01, 2026.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Act, read with the relevant rules made thereunder, Section 35B and other applicable provisions of The Banking Regulation Act, 1949, the rules, circulars, notifications, guidelines issued by the RBI, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Bank and pursuant to the recommendation of the N&RC and approval of the Board of the Bank and in accordance with the approval granted by RBI *vide* its letter dated February 02, 2023, the approval of Members be and is hereby granted for payment of remuneration (on proportionate basis, as applicable) to **Mr. Rajan Pental (DIN - 08432870)** as ED of the Bank w.e.f. February 02, 2023 as under, subject to revision in his remuneration as may be approved by RBI from time to time and in compliance of the applicable provisions:

Particulars	Remuneration per annum (in INR)
(1)	(2)
PART-A:	
Fixed Pay (including perquisites): (where applicable, the relevant items to be paid on proportionate monthly basis)	
1. Basic Salary	1,05,00,000
2. Dearness allowance	-
3. Retiral/Superannuation benefits:	
(a) Provident Fund	12,60,000
(b) Gratuity	5,05,050
(c) Pension	-
(d) Superannuation	-
4. Leave Fare Concession/ Allowance	8,75,000
5. Other fixed allowances, if any (please specify)*	1,28,29,950
*Consolidated allowance, if any, to be given with details of heads it subsumes	
6. Perquisites:	
(i) Free Furnished House and its maintenance/House Rent Allowance	-
(ii) Rent Allowance	52,50,000
(iii) Conveyance Allowance/Free use of bank's car for	-
(a) Official purposes	-
(b) Private purposes	-
(iv) Driver(s)' salary	-
(v) Club Membership(s)	80,000
(vi) Reimbursement of medical expenses	-

(vii) Any other perquisites (please specify)	-
(a) Furniture/ White goods	-
(b) Gas, Electricity & Water	-
(c) Life Insurance /Personal Accident Insurance	75,000
(d) Residence Telephone	-
Total Fixed pay (including perquisites)	3,13,75,000

RESOLVED FURTHER THAT Mr. Rajan Pental shall not be subject to retirement by rotation during his tenure as ED of the Bank.

RESOLVED FURTHER THAT that the approval of the Members be and is hereby accorded for payment of variable pay to Mr. Rajan Pental as ED of the Bank, comprising of Performance Bonus (Cash) and Performance Employee Stock Options (PESOP) at the end of the each financial year, determined by N&RC and Board of Directors and as may be approved by RBI, which is linked to Organizational Performance, Business Unit Performance and Individual Performance and governed by the RBI Circular No. RBI/2019- 20/89 DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019, RBI guidelines and the Total Rewards Policy of the Bank, with necessary claw-back and malus clauses.

RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorized to alter, modify, vary or increase the amount of remuneration including the annual performance bonus and perquisites, payable or to be paid to Mr. Rajan Pental, from time to time during his tenure as ED of the Bank, to the extent the N&RC and Board may consider appropriate and as may be permitted or authorized by the RBI on an application made by the Bank and subject to compliance of the provisions of the Act.

RESOLVED FURTHER THAT the Board (which term shall include any Committee, which the Board of Directors of the Bank may have constituted or may hereafter constitute and delegated with the powers necessary for the purpose), be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said resolution, 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.”

**By Order of the Board
For YES BANK Limited**



**Shivanand R. Shettigar
Company Secretary**

**Place: Mumbai
Date: February 03, 2023**

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (SS-2) on General Meetings setting out material facts in respect of the aforesaid Resolutions is annexed herewith and the same should be taken as part of this Notice.
2. Brief Profile and other required information about the appointment of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is annexed to this Notice.
3. Pursuant to the provisions of SS-2, the requisite information about the Directors to whom the remuneration is paid/payable, is also annexed to this Notice.
4. The Board of Directors have appointed Ms. Ashwini Inamdar, Partner of M/s Mehta & Mehta, Company Secretaries, and failing her, Mr. Atul Mehta, Partner, M/s Mehta & Mehta, Company Secretaries, as Scrutinizer to ensure that the Postal Ballot process is conducted in a fair and transparent manner.
5. The Postal Ballot Notice is being sent to / published/ displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, January 27, 2023** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020, in relation to extension of framework “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19” and General Circular No. 11/2022 dated December 28, 2022, in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023, issued by the Ministry of Corporate Affairs, Government of India .
6. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**Listing Regulations**”) as amended from time to time, the Bank is pleased to offer remote e-voting facility to all the Members of the Bank. The Bank has appointed **National Securities Depository Limited** (hereinafter referred to as “**NSDL**” or “**Service Provider**”) for facilitating e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the “**Remote e-voting**”) instead of dispatching Postal Ballot Form. The items of special business set out in this Postal Ballot Notice are sought to be passed by Postal Ballot – remote e-voting only.
7. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period commences on Wednesday, February 08, 2023 at 10:00 A.M. and ends on Thursday, March 09, 2023 at 05:00 P.M. The remote e-voting module shall be disabled

by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, January 27, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Bank as on the cut-off date, being, Friday, January 27, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

	account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on 022 - 4886 7000 or 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and Postal Ballot is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@mehta-mehta.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of

Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or 022 - 2499 7000 or send a request to Mr. Anubhav Saxena (Assistant Manager)/Ms. Pallavi Mhatre (Manager) on evoting@nsdl.co.in or for escalation to Mr. Amit Vishal (Assistant Vice President) on amitv@nsdl.co.in or call on (022) 2499 4360 or may write to the Company Secretary at the email ID shareholders@yesbank.in in with subject as "Postal Ballot Notice".

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shareholders@yesbank.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareholders@yesbank.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

8. The e-voting period commences on **Wednesday, February 08, 2023 at 10:00 A.M. and ends on Thursday, March 09, 2023 at 5:00 P.M.** The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Bank holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, January 27, 2023**, may cast their votes by electronic means in the manner and process set out hereinabove. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
9. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Bank as on **Friday, January 27, 2023**, subject to the provisions of the Banking Regulation Act, 1949, as amended from time to time.
10. All material documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to shareholders@yesbank.in with subject line "Inspection of Documents" during the e-voting period.
11. The Scrutinizer will submit the results to the Chairman of the Bank or any other person authorized by him after completion of the scrutiny of e-voting, and the results of the voting by Postal Ballot will be announced on or before **Monday, March 13, 2023 on or before 5.00 P.M.** at the Registered Office of the Bank at YES BANK House, Off Western Express Highway, Santacruz East, Mumbai - 400055.
12. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Bank's website www.yesbank.in and also on the website of National Securities Depository Limited i.e. <https://evoting.nsdl.com> and shall be communicated to the Stock Exchanges where the Bank's shares are listed, for placing the same on their websites i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). The result of the Postal Ballot will also be displayed at the Registered and Corporate Office of the Bank.
13. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members. The Resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. **Thursday, March 09, 2023.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

Item No. 1

To take note of appointment of Mr. Rama Subramaniam Gandhi (DIN - 03341633) as Non -Executive (Part-time) Chairman of the Bank and to approve payment of remuneration:

Pursuant to the provisions of Section 161 of the Companies Act, 2013, **Mr. Rama Subramaniam Gandhi (DIN - 03341633)** was appointed as an Additional (Independent) Director on the Board of the Bank w.e.f. July 23, 2022 subject to approval of the shareholders as an Independent Director. Further at the Extra-ordinary General Meeting of the Bank held on August 24, 2022, the shareholders of the Bank approved the appointment of Mr. Rama Subramaniam Gandhi as an Independent Director for a period of five (5) years from July 23, 2022 to July 22, 2027, not liable to retire by rotation.

In the opinion of the Board, Mr. Rama Subramaniam Gandhi meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise.

The Board of Directors at its meeting held on July 23, 2022 had recommended the appointment of Mr. Rama Subramaniam Gandhi as Non-Executive (Part-time) Chairman of the Bank. The Reserve Bank of India vide its communication dated September 20, 2022 has approved the appointment and payment of remuneration to Mr. Gandhi as proposed in the resolution. The Board of Directors of the Bank at its meeting held on October 22, 2022 took note of the communication of RBI dated September 20, 2022 approving the appointment and remuneration of Mr. Rama Subramaniam Gandhi as the Non-Executive (Part-time) Chairman of the Bank for a period of 3 years effective from September 20, 2022.

Since the remuneration of Non-Executive (Part-time) Chairman requires approval of shareholders accordingly, it is proposed to approve the remuneration payable to Mr. Rama Subramaniam Gandhi as the Non-Executive (Part-time) Chairman of the Bank.

Your Directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 1 of this Notice, to take note of the appointment of Mr. Rama Subramaniam Gandhi (DIN - 03341633) as Non-Executive (Part-time) Chairman of the Bank and approve payment of remuneration to him as proposed in the resolution.

The brief profile of Mr. Rama Subramaniam Gandhi is annexed to this Notice.

Save and except Mr. Rama Subramaniam Gandhi and his relatives, none of the other Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Item No. 2

To approve the appointment and remuneration of Mr. Prashant Kumar (DIN - 07562475) as Managing Director & Chief Executive Officer of the Bank for a period of 3 Years w.e.f. October 06, 2022 to October 05, 2025 and revised remuneration for period from April 01, 2022 to July 15, 2022 as Managing Director & Chief Executive Officer under “Yes Bank Limited Reconstruction Scheme, 2020” and from July 16, 2022 to October 05, 2022 as Interim Managing Director & Chief Executive Officer:

Pursuant to ‘Yes Bank Limited Reconstruction Scheme, 2020’ approved by the Central Government and notified by Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020 (“the Scheme”), **Mr. Prashant Kumar (DIN - 07562475)** was the Managing Director and Chief Executive Officer of the Bank (“MD & CEO”) w.e.f. March 26, 2020 till July 15, 2022. Prior to that he was the administrator of YES Bank from March 06, 2020 to March 25, 2020. The shareholders at the Annual General Meeting of the Bank held on July 15, 2022 approved the appointment of Mr. Prashant Kumar as the Director of the Bank. Basis the recommendation of Nomination & Remuneration Committee (“N&RC”) and Board of Directors of the Bank (the “Board”), the Reserve Bank of India (“RBI”) vide letter DOR.GOV.No. S2407/29.47.001/2022-23 dated July 15, 2022 had approved the appointment of Mr. Prashant Kumar as the interim MD & CEO of the Bank for a period of 3 months or till the regular MD & CEO is appointed, whichever is earlier and the shareholders had approved the same at the Extraordinary General Meeting held on August 24, 2022.

The N&RC and Board of the Bank at their meeting held on July 15, 2022, had recommended to the Reserve Bank of India (RBI) for its approval, candidature of Mr. Prashant Kumar for the position of MD & CEO (DIN - 07562475) of the Bank for a period of 3 years. The recommendation took into account the Bank having turned profitable within the reconstruction phase of the Bank, his able leadership and the need for management continuity and stability and the State Bank of India’s (“SBI”) recommendation, vide letter dated October 30, 2021 on the candidature of Mr. Prashant Kumar as the Bank’s MD & CEO for a period of 3 years. RBI vide its letter dated October 06, 2022 had approved the appointment of Mr. Prashant Kumar as the MD&CEO of the Bank for a period of 3 years w.e.f. October 06, 2022.

The Shareholders at the Eighteenth Annual General Meeting of the Bank held on July 15, 2022 had approved the fixed revised remuneration (including perquisites) for Mr. Prashant Kumar as MD & CEO of the Bank for Financial Year 2021-22, which was earlier approved by RBI vide their letter dated April 12, 2022. Mr. Prashant Kumar is eligible for revised remuneration from April 01, 2022 till July 15, 2022 during which he was the MD&CEO of the Bank under the Scheme. In this regard the Bank had made an application to the RBI on July 15, 2022 for revision of remuneration for Mr. Prashant Kumar for FY 2022-23 effective April 01, 2022. RBI vide its letter dated November 01, 2022 had approved his fixed remuneration (including perquisites) for FY 2022-23. He is also eligible for proportionate variable pay for the above period as may be approved by RBI for FY 2022-23 post assessment of performance of the Bank, Business Unit and Individual performance for the said financial year.

The Shareholders at the Extra-ordinary General Meeting of the Bank held on August 24, 2022 had approved the fixed remuneration (including perquisites) for Mr. Prashant Kumar during his term as interim MD & CEO with effect from July 15, 2022. Mr. Prashant Kumar is eligible for revised remuneration during his tenure as interim MD & CEO for the period from July 16, 2022 up to October 05, 2022. In this regard the Bank had made an application to the RBI on July 15, 2022 for revision of remuneration for Mr. Prashant Kumar for FY 2022-23 effective April 01, 2022. RBI vide its letter dated November 01, 2022 has approved his fixed remuneration (including perquisites) for FY 2022-23. He is also eligible for proportionate variable pay for the above period as may be approved by RBI for FY 2022-23 post assessment of performance of the Bank, Business Unit and Individual performance for the said financial year.

During his term as the MD & CEO, Mr. Prashant Kumar is eligible for fixed remuneration (including perquisites) as provided in the resolution for Item No. 2 of the Notice. He is also eligible for proportionate variable pay for the period from October 06, 2022 to October 05, 2025 as may be approved by RBI post assessment of performance of the Bank, Business Unit and Individual for each financial year.

Further, the Members are requested to authorise the N&RC and the Board to alter, modify, vary or increase the amount of remuneration, and perquisites, payable or to be paid to Mr. Prashant Kumar, during his tenure as MD & CEO of the Bank, to the extent the N&RC and Board may consider appropriate and as may be permitted or authorized by the RBI on an application made by the Bank and subject to compliance of the provisions of the Act.

Mr. Prashant Kumar has vast expertise and knowledge in the field of Banking, Finance, Law, Human Resources, Agriculture and Rural Economy and Strategy. A brief profile of Mr. Prashant Kumar is annexed with this Notice.

The remuneration payable to Mr. Prashant Kumar as MD & CEO of the Bank is proposed in terms of the applicable provisions of The Banking Regulation Act, 1949 and the guidelines issued by the RBI in this regard, from time to time, the Companies Act, 2013 and relevant rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compensation of the MD & CEO, which comprises fixed pay and variable pay, is in alignment with the RBI guidelines on Compensation of Whole Time Directors/ Chief Executive Officers/ Material Risk Takers and Control Function staff, applicable to all Private Sector Banks (*including Local Area Banks, Small Finance Banks, Payments Banks*) and Foreign Banks operating in India as per RBI circular Reference No. RBI/2019-20/89 DOR.Appt. BC.No.23/29.67.001/2019-20 November 4, 2019.

Your Directors, therefore, recommend the passing of the Ordinary Resolutions as set forth in Item No. 2 of this Notice.

Save and except Mr. Prashant Kumar and his relatives, none of the Directors or Key Managerial

Personnel or their relatives are, in any way, financially or otherwise, concerned or interested in the above Resolution.

Item Nos. 3 & 4

To approve appointment of Mr. Sunil Kaul (DIN: 05102910) and Ms. Shweta Jalan (DIN: 00291675) as Non-Executive Directors:

The Bank had raised equity share capital by way of preferential issue of 3,69,61,55,702 equity shares of face value of Rupees 2/- (Rupees Two only) each and 2,55,97,61,818 share warrants carrying a right to the warrant holder to exercise, get issued and allotted 1 (one) equity share of face value of Rupees 2/- (Rupees Two only) each of the Bank for each such share warrant, from CA Basque Investments ("Investor I") and Verventa Holdings Limited ("Investor II" and together with Investor I, the "Investors" and such issuance, the "Proposed Investment"), vide Investment Agreements dated July 29, 2022 with each of the Investors (the "IAs"). In this regard, the Bank had obtained the approval of its shareholders at the Extraordinary General Meeting of the Bank held on August 24, 2022 for the aforesaid investment.

In terms of clause 9.1(a) of the IAs entered into with each Investor respectively, the Bank had received

- a) Letter dated December 8, 2022 from CA Basque Investments nominating Mr. Sunil Kaul as Non-Executive Director on the Board of the Bank, not liable to retire by rotation.
- b) Letter dated December 9, 2022 from Verventa Holdings Limited nominating Ms. Shweta Jalan, as Non-Executive Director on the Board of the Bank, not liable to retire by rotation.

The Nomination and Remuneration Committee (N&RC) at its meeting held on December 9, 2022 had assessed the candidature of **Mr. Sunil Kaul (DIN: 05102910)** and **Ms. Shweta Jalan (DIN: 00291675)** and having found them to be 'fit and proper' in terms of the extant RBI Circulars on 'Fit and proper' criteria for directors of banks, recommended their appointment to the Board of Directors. In terms of Sections 152, 160, 161(1) of the Companies Act, 2013, the Board of Directors of the Bank, basis the recommendation of the N&RC, had reviewed the candidature of Mr. Sunil Kaul and Ms. Shweta Jalan and appointed each of them as an Additional Director (Non-Executive not liable to retire by rotation) on December 13, 2022. In the opinion of the Board, Mr. Sunil Kaul and Ms. Shweta Jalan meet the fit and proper criteria and are persons of integrity, and have the necessary knowledge, experience and expertise for being appointed as Non-Executive Directors, not liable to retire by rotation.

Mr. Sunil Kaul has more than 30 years of experience across finance, private equity, corporate and consumer banking. He is presently a Managing Director and Financial Services sector lead for Carlyle in Asia. He also leads the Southeast Asia region for Carlyle and is based in Singapore. The brief profile of Mr. Sunil Kaul is annexed to this notice.

Ms. Shweta Jalan has over 21 years of experience in private equity and investment management. Currently, she is the Managing Partner and India Head for Advent International. The brief profile of Ms. Shweta Jalan is annexed to this notice.

Mr. Sunil Kaul's and Ms. Shweta Jalan's appointment is in compliance with the provisions of Section 10A of The Banking Regulation Act, 1949, in particular, on account of Mr. Sunil Kaul and Ms. Shweta Jalan having the requisite experience/ expertise required under Section 10A(2)(a) of The Banking Regulation Act, 1949.

Neither Mr. Sunil Kaul nor Ms. Shweta Jalan have any interest in the share capital of the Bank.

Mr. Sunil Kaul and Ms. Shweta Jalan have furnished the necessary consent/ declarations/ disclosures for their appointment as required under the Companies Act, 2013, the Listing Regulations, The Banking Regulation Act, 1949 and other applicable statutory provisions.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from Investor I proposing the candidature of Mr. Sunil Kaul for the office of Director on the Board of the Bank. In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from Investor II proposing the candidature of Ms. Shweta Jalan for the office of Director on the Board of the Bank.

Your Directors, therefore, recommend the appointment of each of Mr. Sunil Kaul (DIN-05102910) and Ms. Shweta Jalan (DIN – 00291675) as a Non-Executive Director of the Bank, not liable to retire by rotation, on the Board of Directors of the Bank, upon receipt of approval of shareholders by requisite majority as set forth in Item Nos. 3 & 4 of this Notice as an Ordinary Resolution.

Save and except Mr. Sunil Kaul and Ms. Shweta Jalan and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolutions.

Item Nos. 5 & 6

To approve appointment of Mr. Rajan Pental (DIN – 08432870) as a Director and to approve the appointment and remuneration of Mr. Rajan Pental (DIN – 08432870) as an Executive Director of the Bank:

The Nomination & Remuneration Committee ("N&RC") on August 30, 2022 and the Board of Directors ("Board") of the Bank at its meeting held on September 20, 2022, had recommended to the Reserve Bank of India (RBI) for its approval, candidature of **Mr. Rajan Pental (DIN – 08432870)** for the position of **Executive Director ("ED")** of the Bank for a period of 3 years. Based on the application dated October 07, 2022 of the Bank, RBI vide its letter No. DOR.GOV.No.S7059/29.47.001/2022-23 dated February 02, 2023 had approved the appointment and remuneration (including perquisites) of Mr. Rajan Pental as ED of the Bank (*and he shall not be liable to retire by rotation during his tenure*).

Further, pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and rules made

thereunder, Mr. Rajan Pental (DIN – 08432870) was appointed as Additional Director by the Board of Directors at its Board Meeting held on September 20, 2022 effective from the date of the approval of the RBI as Executive Director, to hold office as such till the approval of shareholders at the next General Meeting or within a period of three months from the date of appointment as Additional Director, whichever is earlier.

In terms of Section 160 of the Companies Act, 2013, the Bank has received a notice in writing from a Member proposing the candidature of Mr. Rajan Pental for the office of Director of the Bank. The N&RC had assessed the candidature of Mr. Rajan Pental and having found him to be 'fit and proper' in terms of the extant RBI Circulars on 'Fit and proper' criteria for directors of banks, recommended his appointment to the Board of Directors. In terms of Sections 152, 160, 161(1) and 203 of the Companies Act, 2013, the Board of Directors of the Bank on September 20, 2022, basis the recommendation of the N&RC on August 30, 2022, had reviewed the candidature of Mr. Rajan Pental and approved his appointment as Additional Director with effect from the date of approval of RBI as Executive Director. In the opinion of the Board, Mr. Rajan Pental meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as a Director of the Bank.

During his term as the ED, Mr. Rajan Pental is eligible for fixed remuneration (including perquisites) as provided in the resolution for Item No. 6 of the Notice. He is also eligible for variable pay at the end of the each financial year determined by N&RC and Board of Directors and as may be approved by RBI post assessment of performance of the Bank for the said financial year.

Further, the Members are requested to authorise the N&RC and the Board to alter, modify, vary or increase the amount of remuneration, and perquisites, payable or to be paid to Mr. Rajan Pental, during his tenure as ED of the Bank, to the extent the N&RC and Board may consider appropriate and as may be permitted or authorized by the RBI on an application made by the Bank and subject to compliance of the provisions of the Act.

The remuneration payable to Mr. Rajan Pental as ED of the Bank is proposed in terms of the applicable provisions of The Banking Regulation Act, 1949 and the guidelines issued by the RBI in this regard, from time to time, the Companies Act, 2013 and relevant rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rajan Pental has over 3 decades of experience in Financial Services Industry. His portfolio includes Branch Banking – Retail, Affluent Banking, NRI Banking, Retail Assets, SME Banking, Rural & Agriculture Banking, Third Party Distribution, Marketing & Corporate Communication, Retail Collections, Retail Legal, Retail Service Excellence & Customer Experience, Liabilities Product Management, Credit Cards & Merchant Acquisition. The brief profile of Mr. Rajan Pental is annexed to this notice.

Mr. Rajan Pental's appointment is in compliance with the provisions of Section 10A of The Banking

Regulation Act, 1949, in particular, on account of Mr. Rajan Pental having the requisite experience/expertise required under Section 10A(2)(a) of The Banking Regulation Act, 1949.

Mr. Rajan Pental is holding 2,33,000 equity shares of Rs. 2 each of the Bank as on December 31, 2022.

Mr. Rajan Pental has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013, the Listing Regulations, The Banking Regulation Act, 1949 and other applicable statutory provisions.

Your Directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item Nos. 5 & 6 of this Notice.

Save and except Mr. Rajan Pental and his relatives, none of the Directors or Key Managerial Personnel or their relatives are, in any way, financially or otherwise, concerned or interested in the above Resolution.

**By Order of the Board
For YES BANK Limited**

A handwritten signature in black ink, appearing to read "Shivanand R. Shettigar", written over a horizontal line.

**Shivanand R. Shettigar
Company Secretary**

**Place: Mumbai
Date: February 03, 2023**

ANNEXURE I TO ITEM NOS. 1 TO 6 OF THE NOTICE

[PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]

Brief Profile of Mr. Rama Subramaniam Gandhi:

Age (in years)	66
DIN	03341633
Nationality	Indian
Date of first appointment on Board	May 14, 2019
Qualification	Master's Degree in Economics, Post graduate level certificates in Management Information System and in Capital Market, Certificate course in System Programming, Certificate Course in Gandhian Thoughts.
Brief Resume including experience	Mr. Gandhi is currently a financial sector policy expert and adviser. He advises fintech entities, investors and funds on subjects ranging from financial regulations and Indian economy. Besides Yes Bank, he is an independent director on the boards of several entities like financial market, market infrastructure, account aggregator, information utility and fintech. He is a prolific speaker and covers, including these areas, wide range of subjects. He was a Deputy Governor of the Reserve Bank of India for three years from 2014 to 2017. He had been a seasoned and accomplished central banker for 37 years. He had a three year secondment to the Securities and Exchange Board of India (SEBI), the capital market regulator. He also held the charge of Director of the Institute for Development and Research in Banking Technology (IDRBT), Hyderabad. He has been associated with various committees, working groups and task forces, both domestic

	and international. He was one of the initial members of the Monetary Policy Committee (MPC). He was a member of the Basle Committee on Banking Supervision (BCBS) and the Committee on Global Financial Systems (CGFS), Basle. He has been educated in India and abroad. He has a master's degree in Economics from the Annamalai University, in Tamil Nadu, India. He also has post graduate level certificates in Management Information System from The American University, Washington DC, USA and in Capital Market from the City University of New York, New York, USA. His technical education includes a certificate course in System Programming from the IBM Education, Sydney, Australia. He also has a certificate in Gandhian Thoughts from the Madurai University, Tamil Nadu, India.
Nature of his expertise in specific functional areas	Banking, Economics, Finance, Information Technology, Payments & Settlement Systems, Risk Management and Financial Markets.
Other Directorships	1. Clearcorp Dealing Systems (India) Limited 2. National E-Governance Services Limited 3. NESL Asset Data Limited 4. The Clearing Corporation of India Limited 5. Electronic Payment and Services Private Limited 6. Perfios Software Solutions Private Limited 7. Perfect Day India Private Limited 8. Sterling Biotech Private Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	<u>Chairmanship:</u> 1. National E-Governance Services Limited- Corporate Social Responsibility Committee 2. NESL Asset Data Limited- Nomination and Remuneration Committee 3. NESL Asset Data Limited- Risk Management Committee 4. The Clearing Corporation of India Limited- Regulatory Compliance Committee 5. The Clearing Corporation of India Limited-

	Corporate Social Responsibility Committee 6. The Clearing Corporation of India Limited- Human Resources Committee 7. Electronic Payment and Services Private Limited- Audit & Risk Committee <u>Membership:</u> 1. National E-Governance Services Limited- Nomination & Remuneration Committee 2. National E-Governance Services Limited- Audit Committee 3. NESL Asset Data Limited- Audit Committee 4. The Clearing Corporation of India Limited- Nomination and Remuneration Committee 5. The Clearing Corporation of India Limited- Audit Committee 6. The Clearing Corporation of India Limited- Risk Management Committee 7. The Clearing Corporation of India Limited- Technical Approval Committee 8. The Clearing Corporation of India Limited- Committee for Bye-Laws, Rules and Regulations 9. Electronic Payment and Services Private Limited- Business & Operations Committee 10. Electronic Payment and Services Private Limited- Finance Committee
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on December 31, 2022)	1,00,000 Equity Shares
No. of board meetings attended during the year 2022-23 (from April 01, 2022 to December 31, 2022)	11 (12)
Terms and conditions of appointment or reappointment alongwith details of	Appointed as Non-Executive Part-Time Chairman of the Bank.

remuneration sought to be paid	Salary Rs. 30,00,000/- p.a. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings.
Remuneration last drawn (FY 2021-22)	Sitting Fees: Rs. 18,50,000/- Further, Mr. Gandhi (as an Additional Director Appointed by RBI) was paid Fixed Remuneration of Rs. 20,00,000/- for FY2021-22 in line with RBI Notification dated April 26, 2021.

Brief Profile of Mr. Prashant Kumar:

Age (in years)	62
DIN	07562475
Nationality	Indian
Date of first appointment on Board	March 26, 2020
Qualification	Science Graduate and Law Graduate
Brief Resume including experience	Mr. Prashant Kumar was appointed as Managing Director & Chief Executive Officer of YES Bank post the Reconstruction in March 2020. Under his leadership, the Bank embarked on transformation journey to emerge as a re-energized, re-capitalized and recalibrated organization, while continuing to fulfill its unwavering commitment towards its customers and stakeholders. This has been one of the rare instances, where an Indian banking institution has been a real turnaround from the brink of collapse within an extremely short time frame of just one year. Prior to joining YES Bank, Mr. Kumar was Deputy Managing Director & CFO of SBI, India's largest Bank. He served the Bank in various capacities and has a rich experience in diverse fields ranging from credit to human resources. He joined the Bank as Probationary Officer in 1983 and during his 34 years of service with the Bank, he has held various key assignments including Dy. Managing Director (HR) & Corporate Development Officer, Dy.

	Managing Director & Chief Operating Officer, Chief General Manager, Kolkata Circle, General Manager, Local Head Office Mumbai, DGM (Industrial relations) and faculty in Bank's Apex Training Institute - State Bank Academy, Gurugram. He holds degree in Science and a law from Delhi University.
Nature of his expertise in specific functional areas	Banking, Finance, Law, Human Resources, Agriculture & Rural Economy and Strategy
Other Directorships	YES Securities (India) Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on December 31, 2022)	35,040 Equity Shares
No. of board meetings attended during the year 2022-23 (from April 01, 2022 to December 31, 2022)	13 (13)
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointment as Managing Director & Chief Executive Officer of the Bank for a period of three (3) years. The details of the remuneration sought to be paid to Mr. Prashant Kumar is provided in Resolution to Item No. 2 of this Notice.
Remuneration last drawn (FY 2021-22)	Rs. 2,52,16,512/- (Remuneration includes the following: - Fixed pay (including company contribution towards Provident Fund) - Value of perquisites (such as House & Maintenance, Bank car, Club membership etc.) u/s 17(2) Income-tax Act, 1961

	50% of approved cash component of variable pay for FY 2020-21. The remainder of the cash component is deferred over subsequent three years. This remuneration was as approved by the RBI for the period FY 2020-21, and remained same until the remuneration approval for FY 2021-22 was given in the month of April, 2022)
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Brief Profile of Mr. Sunil Kaul:

Age (in years)	62 years
DIN	05102910
Nationality	United States of America
Date of first appointment on Board	December 13, 2022
Qualification	B. Tech (Electrical Engineering) Post Graduate Program in Management
Brief Resume including experience	Mr. Sunil Kaul has more than 30 years of experience across private equity, corporate and consumer banking. He is presently the Managing Director and Financial Services sector lead for Carlyle in Asia. He also leads the Southeast Asia region for Carlyle and is based in Singapore. In his association with Carlyle, Mr. Kaul is serving as a director on the board of PNB Housing Finance Limited and as a member of various board committees including the Risk Committee of PNB Housing Finance Limited. Further, he has served as a Board Member on SBI Cards and Payment Services Limited and India Infoline Finance Limited; he has also served as a director on the board and member of the Risk and Executive Committee of Ta Chong Bank in Taiwan; and as a board director and member of the Risk and Credit Committee of Diamond Bank, Carlyle's banking portfolio company in Nigeria. Prior to joining Carlyle, Mr. Kaul served as President of Citibank Japan, covering the bank's corporate and retail banking operations. He concurrently served as Chairman of Citi's credit card and consumer finance companies in Japan. He was also a member of Citi's Global Management Committee and Global Consumer

	Planning Group. In his earlier roles, he served as Head of Retail Banking for Citi in Asia Pacific. Mr. Kaul earned his post-graduate degree in management from Indian Institute of Management in Bangalore and a bachelor's degree in technology from Indian Institute of Technology in Bombay.
Nature of his expertise in specific functional areas	Banking, Finance
Other Directorships	1. PNB Housing Finance Limited 2. Carlyle Singapore Investment Advisors Pte Ltd 3. Viyash Life Sciences Private Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	<u>Chairmanship of Committees:</u> None <u>Membership of Committees:</u> PNB Housing Finance Limited: 1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee 3. Risk Management Committee
Resignation during last three years from listed companies	Resigned from SBI Cards and Payment Services Limited Resignation Date: June 18, 2021
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on December 31, 2022)	Nil
No. of board meetings attended during the year 2022-23 (from the date of appointment i.e. December 13, 2022 till December 31, 2022)	0 (1)
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	Appointment as Non-Executive Director, not liable to retire by rotation (Nominated by CA Basque Investments). Mr. Sunil Kaul <i>vide</i> letter dated December 21, 2022 to the Bank had informed the Bank on waiver of the sitting fees payable to him for attending meetings of the Board/Board level Committees and remuneration.
Remuneration last drawn (FY 2021-22)	N.A.

Brief Profile of Ms. Shweta Jalan:

Age (in years)	46 years
DIN	00291675
Nationality	Indian
Date of first appointment on Board	December 13, 2022
Qualification	MBA and B.Sc. (Hons) Economics
Brief Resume including experience	Ms. Shweta Jalan is Managing Partner and India Head for Advent International. Under her leadership, Advent International as on date manages over \$4 Billion assets under management in India with investments across sectors including financial services, technology, healthcare, pharmaceuticals, industrials and consumer goods. She has over 22 years of experience in private equity and buy outs. Prior to joining Advent, she was a Director at ICICI Venture where she worked for 9 years. Prior to joining ICICI Venture, she was working for a year at Ernst & Young in their corporate finance division. She has expertise in the financial services sector and under her leadership Advent International has invested in ASK Investment Managers Limited (ASKIM) (India's largest portfolio management services company); and Aditya Birla Capital Limited (a diversified asset management and lending company) and Kreditbee (A digital lending platform). Over and above the financial services investments mentioned above she has led investments in Eureka Forbes Limited, Bharat Serums and Vaccines Limited, DFM Foods Limited, Modenik Lifestyle Private Limited, Cohance, Encora Technologies Private Limited, Manjushree Technopack Limited, QuEST Global, Suven Pharma and Crompton Greaves Consumer Electricals Limited. She also serves as a board member on many of these companies. She holds an MBA in Finance and Marketing from the National Institute of Management, Calcutta (NIMC) and a B.Sc. in Economics from St Xavier's College, Calcutta.

Nature of her expertise in specific functional areas	Economics, Private Equity, Investment Management, Corporate Finance
Other Directorships	1. Cohance Lifesciences Limited (Esrtwhile known as AI Pharmed Consultancy India Limited) 2. Manjushree Technopack Limited 3. Bharat Serums and Vaccines Limited 4. ZCL Chemicals Limited 5. Modenik Lifestyle Private Limited 6. Advent India PE Advisors Private Limited 7. Quest Global Services Pte Limited 8. AI Altius & Cy S.C.Sp. (Encora)
Chairmanship/Membership of Committees in companies in which position of Director is held	<u>Chairmanship of Committees:</u> None <u>Membership of Committees:</u> 1. Manjushree Technopack Limited- Management Committee 2. Advent India PE Advisors Private Limited- CSR Committee 3. Quest Global Pte Limited- Audit Committee
Resignation during last three years from listed companies	Crompton Greaves Consumer Electrical Limited Resignation date: July 23, 2021
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on December 31, 2022)	Nil
No. of board meetings attended during the year 2022-23 (from the date of appointment i.e. December 13, 2022 till December 31, 2022)	0 (1)
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	Appointment as Non-Executive Director, not liable to retire by rotation (Nominated by Verventa Holdings Limited). Ms. Shweta Jalan <i>vide</i> letter dated December 21, 2022 to the Bank had informed the Bank on waiver of the sitting fees payable to her for attending meetings of the Board/Board level Committees and remuneration.
Remuneration last drawn (FY 2021-22)	N.A.

Brief Profile of Mr. Rajan Pental:

Age (in years)	56 years
DIN	08432870
Nationality	Indian
Date of first appointment on Board	February 02, 2023
Qualification	B.Sc., MBA, Executive Programme for Development of Strategic Skills
Brief Resume including experience	Mr. Rajan Pental has been in YES Bank since November, 2015 and was responsible for galvanizing the Retail Banking franchise for YES Bank. He carries a rich experience of 3 decades, in the financial services industry. Prior to approval of the Reserve Bank of India for his appointment as an Executive Director, Mr. Rajan Pental was designated as the Senior Group President & Global Head. He will continue to head the Retail Banking at YES Bank. His portfolio includes Branch Banking – Retail, Affluent Banking, NRI Banking, Retail Assets, SME Banking, Rural & Agriculture Banking, Third Party Distribution, Marketing & Corporate Communication, Retail Collections, Retail Legal, Retail Service Excellence & Customer Experience, Liabilities Product Management, Credit Cards & Merchant Acquisition. He is also designated as Non-Executive Director of YES Securities. Mr. Rajan brings with him rich experience in Retail Banking and building new businesses. He has held positions of increasing responsibilities in HDFC Bank from Jun 2001 to Oct 2015 (14 years). In his last role he was designated as Business Head – Secured Loans & Rural Sales (Vehicle Loans – Retail & Wholesale). Earlier at HDFC Bank, Mr. Rajan was instrumental in initiating, setting up and institutionalizing the Retail Assets Business for the HDFC Bank in the Northern region. He has worked extensively in creating and executing the Sales and Distribution strategy of these businesses since inception at HDFC Bank.

	Mr. Rajan has been associated with Tata Finance, Esanda Finance & Leasing Ltd (ANZ Grindlays Bank Ltd), Escorts Limited and Industrial Chemicals Ltd. He is a B.Sc. from Magadh University, Patna (1986) and has done his MBA from Indian Institute of Business Management (1988). He has also completed an Executive Programme for Development of Strategic Skills from IIM Calcutta in 2004-05.
Nature of his expertise in specific functional areas	Banking, Agriculture and Rural Economy, Human Resources, Risk Management and Business Management
Other Directorships	Yes Securities (India) Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Yes Securities (India) Limited - Nomination & Remuneration Committee
Resignation during last three years from listed companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Bank	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on December 31, 2022)	2,33,000
No. of board meetings attended during the year 2022-23	N.A.
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointment as a Director. Appointment as an Executive Director for a period of three (3) years. The details of the remuneration sought to be paid to Mr. Rajan Pental is provided in Resolution to Item No. 6 of this Notice.
Remuneration last drawn (FY 2021-22)	N.A.
