

## TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF YES BANK LIMITED (THE 'BANK')

### 1. **Appointment:**

The Bank has adopted the requirements under the provisions of Companies Act, 2013 (the 'Act') including Rules and Regulations made there under, the Banking Regulation Act, 1949 ('BR Act'), Guidelines/Circulars issued by Reserve Bank of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), amended or substituted from time to time and as may be applicable with respect to appointment and tenure of Independent Directors.

An Independent Director shall not be liable to retire by rotation in terms of the provisions of Companies Act, 2013.

An Independent Directors will serve for not more than two terms of five years each on the Board of the Bank subject to the maximum tenure of eight years as prescribed under the BR Act.

Appointment for the **second term** as an Independent Director shall be based on the recommendation of the Nomination & Remuneration Committee of the Board and subject to approval of the Board of Directors (the '**Board**') and of the Shareholders by way of special resolution. The re-appointment would be considered by the Board based on evaluation of the performance and further subject to satisfying the requisite criteria of Independence as specified in the Act and the Listing Regulations.

The appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Act and the Listing Regulations.

The term Independent Director should be construed as defined under the Act and the Listing Regulations.

### 2. **Committees:**

The Board may invite any of the Independent Directors for being appointed on one or more existing Board Committees or any such Committee that will be set up in the future. The appointment on such Committee(s) will be subject to the applicable provisions of the laws / regulations. The Board may reconstitute the composition of any/all the Committees, from time to time, and any such change shall be promptly communicated to the concerned Independent Director.

### 3. Role and Duties:

The role and duties of the Independent Directors will be those as prescribed under the Act including Rules and Regulations made there under, the BR Act, Guidelines/Circulars issued by Reserve Bank of India and Listing Regulations, as modified, amended or substituted from time to time and as may be applicable. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are broadly as under:

- Director shall act in good faith in order to promote the objects of the Bank for the benefit of its members as a whole and in the best interest of the Bank and all its stakeholders.
- Director shall discharge their duties with due and reasonable care, skill and diligence.
- Director shall not involve in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Bank.
- Director shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates.
- Director shall not unfairly obstruct the functioning of the Board or any Committee of the Board;
- Director shall act within their authority and assist in protecting the legitimate interest of the Bank, its shareholders, its employees and all other stakeholders;
- Director shall abide by the '**Code for Independent Directors**' as outlined in Schedule IV to the Companies Act, 2013
- Director shall not disclose any confidential/privileged information of the Bank, unless such disclosure is expressly approved by the Board or required by law;

### 4. Remuneration:

#### a. Sitting Fees

The Independent Directors will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time in accordance with the limits prescribed under the Act and rules made thereunder. Further, the Independent Directors will not be granted any options under the various Employee Stock Options Schemes of the Bank.

The sitting fees payable to the Independent Directors for attending the meetings of the Board or any Committee thereof shall be as approved by the Board of Directors of the Bank from time to time within the permissible limits as prescribed under the Act and rules made thereunder.

**b. Profit related commission**

Pursuant to the provisions of the Act and the RBI Circular No.DBR.No.BC.97/29.67.001/2014-15 dated June 1, 2015 - Guidelines on Compensation of Non-executive Directors of Private Sector Banks (the 'Guidelines'), the Shareholders of the Bank at 12th Annual General Meeting held on June 07, 2016, have approved the payment of compensation in the form of profit related commission to the Non-Executive Directors (other than the Part-time Chairman) in such manner and in all respects as may be decided by the Board of Directors, subject to the Bank making profits, provided that such compensation, however, shall not exceed in aggregate one per cent of the net profits of the Bank as computed in the manner laid down under the Act or a maximum of Rs.10 lakh per annum to each of such Directors, whichever is lower. Accordingly, the Non- Executive Directors excluding Non-Executive Chairperson shall be paid such sum not exceeding in aggregate one per cent of the net profits of the Bank or Rs.10 lakh per annum to each of such Directors, whichever is lower, as profit related commission subject to the Board Remuneration Policy of the Bank.

**5. Reimbursement of Expenses:**

In addition to the remuneration described above, the Bank shall reimburse actual cost incurred for travel, hotel and other incidental expenses incurred by the directors for participation in the meeting of the Board and Committees thereof in the performance of their role and duties.

**6. Insurance:**

The Independent Directors are covered under Directors' and Officers' Liability Insurance Policy procured by the Bank.

**7. Code of Business Conduct and Ethics:**

The Board has put in place a Code of Business Conduct and Ethics. All the Independent Directors shall comply with the said Code. An annual affirmation of compliance is required to be provided by the Independent Directors on the same.

The Independent Directors are also required to comply with Bank's Code for Prevention of Insider Trading, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the relevant provision under the Act.

Director's obligation to maintain confidentiality shall survive even after termination or cessation of directorship with the Bank.

## **8. Induction and Development:**

The Bank shall, if required, conduct formal induction program for its Independent Directors which may include the following:

- Board roles and responsibilities;
- Bank's vision, corporate governance practices, core values and ethics;
- Familiarization with Bank's management team and business operations;
- Their roles, rights and responsibilities in the Bank.

The Bank shall, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the Bank and its business. The Bank will also arrange for their training as and when required.

## **9. Performance Evaluation:**

The performance of all the Directors and the entire Board shall be evaluated annually. Evaluation of Independent Directors shall be done by the Board and criteria for evaluation shall be determined by the Nomination & Remuneration Committee of the Board. The appointment/re-appointment/continuation of Independent Directors on the Board shall be subject to the outcome of the yearly evaluation process.

## **10. Disclosures, Conflict of Interest:**

The Independent Directors, during their tenure of appointment are expected to promptly notify the Bank of any change in the other Directorships and also provide such other disclosures and information as may be required under the applicable laws. Upon becoming aware of any potential conflict of interest with the position of Independent Directors of the Bank, they should promptly disclose the same to the Chairman/Chairperson and/or the Company Secretary.

The Independent Directors, during the tenure of their appointment, should promptly provide a declaration to the Bank under Section 149(7) of the Act, upon any change in circumstances, which may affect the status as an Independent Director in addition to the annual disclosure.

#### **11. Termination:**

An Independent Director may resign from his/her position at any time by serving reasonable written notice to the Board of directors.

Continuation of his/her appointment is contingent on his/her getting re-elected by the shareholders' in accordance with provisions of Act and the Articles of Association of the Company, from time to time in force. He/she will not be entitled to compensation if the shareholders do not re-elect him/her at any time.

The appointment of Independent Directors may also be terminated or ceased in accordance with the provisions of the laws applicable to the Bank and Articles of Association of the Bank from time to time in force.

#### **12. Changes in Personal details:**

During the tenure of appointment, the director shall promptly inform the Company Secretary or the Registrar of Companies in the prescribed manner of any change in address or contact details or personal details provided to the Bank at the time of appointment.

#### **13. General:**

The appointment of Independent Directors is governed by and will be interpreted in accordance with Indian law and is subject to the provisions of the Act, Listing Regulations, BR Act and any Regulations / Circulars issued, amended, modified or replaced by the statutory bodies including Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, etc.

*Note: These are the general terms and conditions of appointment of Independent Directors which are subject to modification / amendment.*