

YBL/CS/2019-20/165

February 07, 2020

BSE Limited
Corporate Relations Department
1st Floor, New Trading Ring
P.J. Towers, Dalal Street
Mumbai - 400 001
BSE Scrip Code: 532648

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block,
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051.
NSE Symbol: YESBANK

Dear Sirs,

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

We wish to inform you that the Extraordinary General Meeting ("EGM") of YES BANK Limited (the "Bank") was held on February 07, 2020 at 11.00 A.M. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A.B. Road, Worli, Mumbai- 400 018.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Bank had provided the facility to its Members holding shares as on cut-off date i.e. January 31, 2020, to exercise their right to vote by electronic means on the businesses specified in the EGM Notice, through remote electronic voting (remote e-voting) which commenced on February 03, 2020 at 10:00 A.M. and ended at February 06, 2020 at 5:00 P.M. and through electronic voting, i.e. Insta-Poll at the EGM venue to those Members who have attended the EGM but could not exercise their vote through remote e-voting.

Accordingly, we hereby submit the following disclosures:


1. Voting results in the format prescribed under Regulation 44 of Listing Regulations.
2. Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the EGM through Insta-Poll, pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
3. Summary of EGM Proceedings under Regulation 30 of Listing Regulations.

Kindly take the same on record.

Thanking you

Yours faithfully

For YES BANK Limited


Shivanand R. Shettigar
Group Company Secretary



Encl.: As above

Name of the Bank : YES BANK Limited

Date of the EGM: February 07, 2020

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

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

Promoters and Promoter Group:1

Public: 391

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not Applicable

Public: Not Applicable



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1 - TO INCREASE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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



2 - TO AUTHORIZE CAPITAL RAISING THROUGH ISSUANCE OF EQUITY SHARES OR OTHER CONVERTIBLE SECURITIES

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



Mehta & Mehta

COMPANY SECRETARIES

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

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutinizer

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

To,
The Chairman
YES BANK Limited

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

Dear Sir,

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

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



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

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

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

Thanking You,

For Mehta & Mehta
Company Secretaries


Ashwini Mohit Inamdar

Scrutinizer
FCS No: 9409
CP No: 11226



Place: Mumbai

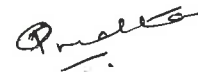
Date: February 07, 2020

Enclosed: Annexure

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



Name : Ms. Avni Shah
Address : A/4, New Anant Bhuvan,
N. N. Street, Mumbai -
400009



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

Countersigned by



Chairman
Yes Bank Limited

Item No. 1: Ordinary Resolution**To increase authorised Share Capital and consequent alteration of capital clause of the Memorandum of Association**

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

Item No. 2: Special Resolution**To authorise capital raising through issuance of equity shares or other convertible securities**

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



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

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

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

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

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

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



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

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

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

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

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

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

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



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

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

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

SPECIAL BUSINESS:

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

Thanking you,

For YES BANK Limited


Shivanand R. Shettigar

Group Company Secretary

