

June 14, 2016

Mr. Girish Joshi,
GM - Department of Corporate Services
BSE Limited
Corporate Relations Department
1st Floor, New Trading Ring
P.J. Towers, Dalal Street
Mumbai - 400 001
Tel.: 2272 8013/8015/8058/8307
BSE Scrip Code: 532648

Mr. Avinash Kharkar,
AVP - Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block,
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051.
Tel.: 2659 8235 / 8236/8458
NSE Symbol: YESBANK

Dear Sir,

Sub: Proceedings at 12th Annual General Meeting of YES Bank Limited (the Bank) -
Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015

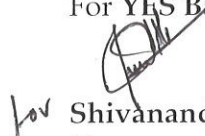
Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the 12th Annual General Meeting of YES BANK Limited held on June 07, 2016 at 11.00 a.m. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A.B. Road, Worli, Mumbai- 400 018.

This is to inform that the combined results of the remote E-voting and voting through InstaPoll at AGM was notified to the Stock Exchanges in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the details of the said results were also uploaded on the Bank's website and the website of Karvy Computershare Private Limited.

Kindly take the same on record.

Thanking you

Yours faithfully
For YES Bank Limited


Shivanand R. Shettigar
Company Secretary



Encl.: As above

**Gist of the proceedings of the Twelfth Annual General Meeting of YES BANK Limited
held on June 07, 2016**

The 12th Annual General Meeting of the Members of the Bank was held on June 7, 2016 at 11.00 a.m. at Hall of Culture, Ground Floor, Nehru Centre, Discovery of India, Dr. A.B. Road, Worli, Mumbai- 400 018.

Ms. Radha Singh, Non-Executive Chairperson of the Bank, chaired the proceedings of the meeting.

Total 499 members (including Proxies) attended the meeting as per the attendance records for the said AGM.

The AGM was attended by the following 9 out of 10 Directors on the Board of the Bank:

- | | |
|---|---|
| 1) Ms. Radha Singh | Non-Executive Chairperson of the Board and Chairperson - Corporate Social Responsibility Committee |
| 2) Mr. Vasant V. Gujarathi | Independent Director and Chairman - Audit Committee |
| 3) Mr. Brahm Dutt | Independent Director and Chairman- Nomination & Remuneration Committee |
| 4) Mr. M.R. Srinivasan | Non Executive Non Independent Director, and Chairman - Risk Monitoring Committee & Board Credit Committee |
| 5) Lt General (Dr.) Mukesh Sabharwal (Retd) | Independent Director and Chairman - Service Excellence, Branding & Marketing Committee |
| 6) Mr. Saurabh Srivastava | Independent Director and Chairman - IT Strategy Committee |
| 7) Mr. Ajai Kumar | Non Executive Non Independent Director |
| 8) Mr. Ashok Chawla | Independent Director and Chairman - Stakeholders Relationship Committee |
| 9) Mr. Rana Kapoor | Managing Director & CEO |

Mr. Diwan Arun Nanda could not attend the AGM due to his other preoccupations.



After ascertaining from the Company Secretary that the requisite quorum was present at the Meeting, the Chairperson called the Meeting to order. The Chairperson informed the members that the Proxy Register and other Registers and documents as required under various Laws were available for inspection of members. The message from the Chairperson was forming part of the Annual Report of the Bank. The shareholders attending the AGM were also provided with the folder comprising information about the Bank and Frequently Asked Queries and their responses.

The Chairperson further informed that the Auditors' Report on the Financial Statement and the Secretarial Audit Report for the financial year ended March 31, 2016 did not have any qualifications, observations, comments or other remarks.

The Chairperson 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 extended the Remote e-voting facility to the members of the Bank in respect of businesses to be transacted at the Annual General Meeting. The Remote E-voting commenced at 10.00 a.m. on June 3, 2016 and ended at 5:00 p.m. on June 6, 2016. Further, to facilitate the members who could not cast their votes through Remote E-Voting, the Bank had offered the facility for voting through Insta-Poll at the AGM on all 10 (Ten) items of the AGM Notice. It was clarified that only those members holding shares of the Bank as on the Cut-off date i.e. Tuesday, May 31, 2016 were eligible to participate in the Insta-Poll process and can cast their votes in respect of the shares held on that date. The Board had appointed Mr. B. Narasimhan of M/s B. N. & Associates, Company Secretaries, as Scrutinizer to scrutinize the Remote E-Voting process and voting through Insta-Poll at the AGM of the Bank, in a fair and transparent manner.

On the invitation of the Chairperson, several members addressed the Meeting, given their suggestions and raised queries on the Bank's accounts and businesses, which were replied by the Managing Director & CEO. The Chairperson stated that the consolidated results of the Remote E-voting and Insta-Poll would be announced on June 7, 2016 after the AGM and the results alongwith the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI Listing Regulations and would be placed on the website of the Bank and also on the website of M/s Karvy Computershare Pvt. Ltd, the Registrar and Transfer Agent of the Bank and would also be displayed at the Registered Office of the Bank.

The resolutions passed by the members, briefly, related to the following:-

ORDINARY BUSINESS:

- 1) Adoption of standalone and consolidated financial statement of the Bank for the year ended March 31, 2016 (Ordinary Resolution)
- 2) Approval of dividend on equity shares (Ordinary Resolution)
- 3) Re-appointment of Mr. M. R. Srinivasan (DIN: 00056617) as Director, liable to retire by rotation (Ordinary Resolution)



- 4) Appointment of M/s. B. S. R. & Co. LLP., Chartered Accountants as Auditors and fixation of remuneration thereof (Ordinary Resolution)

SPECIAL BUSINESS:

- 5) Appointment of Mr. Ajai Kumar (DIN- 02446976) as a Non-Executive Non Independent Director, liable to retire by rotation (Ordinary Resolution)
- 6) Appointment of Mr. Ashok Chawla (DIN- 00056133) as an Independent Director for a period of 5 years (Ordinary Resolution)
- 7) Approval for revision in the remuneration of Ms. Radha Singh (DIN - 02227854), Non-Executive Part-Time Chairperson of the Bank, in terms of the RBI approval, effective from November 1, 2015 (Ordinary Resolution)
- 8) Payment of profit-based commission to Non-Executive Directors except Non-Executive Chairperson (Ordinary Resolution)
- 9) Approval for raising of capital upto US\$ 1 billion by issue of shares or convertible securities in one or more tranches provided however that the aggregate amount raised shall not result in increase of the issued and subscribed equity share capital of the Bank by more than 15% of the then issued and subscribed equity shares of the Bank (Special Resolution)
- 10) Approval for borrowing / raising funds in Indian /foreign currency by issue of debt securities upto Rs.10,000 Crore (the "NCDs ") to eligible investors on private placement basis (Special Resolution)

All the above resolutions were passed by the members with overwhelming majority.

For YES BANK Limited



 Shivanand R. Shettigar
Company Secretary

