

CONFIDENTIAL

November 22, 2018

Ms. Mansi Chheda
Manager – Listing Compliance
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.: Reply on queries raised vide e-mail dated November 21, 2018

We refer to your e-mail received at 8:59 PM dated November 21, 2018 wherein you have referred to the news article titled 'R. Chandrasekhar raises governance questions at Yes Bank', dated November 21, 2018 regarding Mr. R. Chandrasekhar's resignation from the Board of YES Bank Limited ('the Bank') and clarification sought from the Bank.

At the outset, we cannot confirm or deny the statement attributed to Mr. R. Chandrasekhar by the said journalist/media house. Accordingly, please find our responses in seriatim as under:

Query 1: How did the Bank comply w.r.t. Regulation 4(2)(e) of SEBI (LODR), 2015 i.e. disclosure and transparency.

Response 1: We would like to clarify that on resignation of Mr. R. Chandrasekhar (R. Chandrasekhar), the Bank has informed the stock exchanges on the same day of the resignation as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with Para A(7) of the SEBI Circular dated September 9, 2015 and Bank's Policy on Reporting of Material Events under Regulation 30 of Listing Regulations, which prescribes that any change in the Board of directors along with the reason of change whether through appointment/ resignation/ removal/ death or otherwise needs to be reported to the stock exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of the said event or information. Accordingly, the Bank has ensured timely disclosure of the material event of change in directorship to the stock exchanges.

Query 2: As per Regulation 4(2)(f)(ii)(3) of SEBI (LODR), 2015 one of the key functions of the Board of Directors is "Selecting, compensating, monitoring and when necessary, replacing key managerial personnel and overseeing succession planning", we request you to clarify how did the Bank comply with the said Regulation



Response 2: The Bank has in place a Board approved policy on Board Diversity and Fit & Proper Criteria and Succession Planning ("**Policy**") for the Directors, encompassing the provisions for the succession plan of the Directors, which is aligned to RBI prescriptions on the matter and in terms of SEBI (LODR) Regulations, 2015.

Accordingly, we would like to submit that in terms of the said Policy, N&RC and the Board are entrusted with the powers to take necessary steps for selecting, compensating, monitoring, replacing and overseeing the succession plan for Directors. In this regard we would like to invite your attention to Bank's letter dated November 20, 2018, whereby the Bank had updated the Stock Exchanges about the proposed plan of actions on Board matters under the caption 'UPDATE ON THE YES BANK BOARD MATTERS', a copy of the same is attached for your reference. In light of the above, it is submitted that the Bank is in compliance with Regulation 4(2)(f)(ii)(3) of SEBI LODR Regulations.

Furthermore, we would like to submit that the Bank has been making appropriate/ time bound disclosures on the developments relating to Board matters from time to time and is in compliance with the relevant regulations/disclosure standards.

We trust that aforesaid clarifies the points raised in your email dated November 21, 2018.

Thanking you,

Yours faithfully,

For **YES BANK LIMITED**


Shivanand R Shettigar
Company Secretary



Encl.: As above

CC:

Mr. Subhash Purohit

Assistant Manager

Listing Compliance

BSE Limited, 24th Floor, P J Towers, Dalal Street, Mumbai - 400001, India

BSE Scrip Code: 532648

November 20, 2018

Listing Compliance & Legal Regulatory
BSE Limited
Corporate Relations Department
P.J. Towers, Dalal Street
Mumbai - 400 001
BSE Scrip Code: 532648

Listing Department
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 Sir(s),

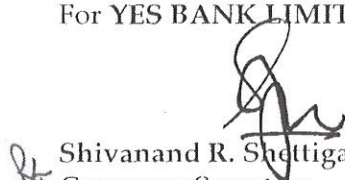
Subject: PRESS RELEASE - UPDATE ON YES BANK BOARD MATTERS

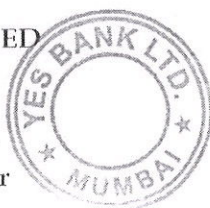
Please find enclosed the 'Press Release' on the captioned subject which is self-explanatory.

Kindly take the above on record.

The same is being hosted on the Bank's website www.yesbank.in in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
For YES BANK LIMITED


Shivanand R. Shettigar
Company Secretary



Encl: As above



PRESS RELEASEUPDATE ON YES BANK BOARD MATTERS

Mumbai, November 20, 2018: With regards to the recent developments at YES BANK, the Board of Directors have authorized Shri Brahm Dutt – Chairman, Nomination & Remuneration Committee (“N&RC”) and Rana Kapoor, MD&CEO to issue the following additional update to reiterate the strong commitment and solidarity of the Board of Directors towards YES BANK, as also to address queries raised by some media and investors.

1. Resignations from YES BANK Board:

Further, to the Exchange Releases made on back of the recent resignations, the Bank would like to state that post the Resignations of the 3 Board Members – Shri Ashok Chawla, Shri Vasant Gujarathi and Shri Rentala Chandrashekhar, the Board now consists of 7 Board Members with the addition of one Board Member Shri Uttam Prakash Agarwal concurrently.

All the 7 Board Members are fully committed to discharging their duties on the Board, as also enabling YES BANK to manage and emerge from the current transition period.

2. Current Board composition:

The Board consists of the following Board members in addition to the MD&CEO, Shri Rana Kapoor:

- a) Shri Brahm Dutt - Former Secretary, Government of India has been on YES BANK Board since July 24, 2013, is Chairman of Nomination & Remuneration Committee and also a Member of Audit Committee; Risk Monitoring Committee; Board Credit Committee; Fraud Monitoring Committee; Committee on Willful Defaulters and Non-cooperative Borrowers; and Committee of Independent Directors.
- b) Lt Gen (Dr.) Mukesh Sabharwal (Retd.) – Former Adjutant General in the Indian Army is on YES BANK Board since April 25, 2012, is Chairman of Corporate Social Responsibility Committee and Service Excellence, Branding and Marketing Committee and also a Member of Risk Monitoring Committee; Nomination & Remuneration Committee; Board Credit Committee; IT Strategy Committee; Audit Committee; and Committee of Independent Directors.
- c) Shri Ajai Kumar – Ex CMD of Corporation Bank, is on YES BANK Board since January 29, 2016, is Chairman of Board Credit Committee; and Stakeholders Relationship Committee; and



also a Member of Risk Monitoring Committee; IT Strategy Committee; Service Excellence, Branding and Marketing Committee; Fraud Monitoring Committee; and Capital Raising Committee.

- d) Shri Subhash Kalia – Former ED of Union Bank and Vijaya Bank joined YES BANK Board on April 03, 2018, is Chairman of Risk Monitoring Committee; and also a Member of Audit Committee; Nomination & Remuneration Committee; Fraud Monitoring Committee; IT Strategy Committee; Board Credit Committee; and Committee on Willful Defaulters and Non-cooperative Borrowers.
- e) Dr. Pratima Sheorey – is the Director of SCMHRD Pune and joined YES BANK Board on April 26, 2018 and Member of Service Excellence, Branding and Marketing Committee; Corporate Social Responsibility Committee; IT Strategy Committee; and Committee of Independent Directors.
- f) Shri Uttam Prakash Agarwal – Past President of ICAI, is a leading Chartered Accountant, has been inducted on the Board on November 14, 2018 as an Additional Director (Independent) and will Chair the Audit Committee; and also a Member of Fraud Monitoring Committee; Committee on Willful Defaulters and Non-cooperative Borrowers; Stakeholders Relationship Committee; Capital Raising Committee; and Committee of Independent Directors.

The Board of Directors represent seasoned leaders with proven credentials, and represent critical committees on the Board in accordance with their areas of Expertise.

3. New CEO appointment, Expansion of the Board, and Next Board Meeting:

The above resignations bear no impact on the new MD&CEO selection process. Therefore, the new MD&CEO selection process is on track, as per committed timelines.

The Search & Selection Committee ("SSC") and the N&RC is scheduled to convene on December 12, 2018 to discuss the final shortlist for new MD&CEO appointment.

Pursuant to this meeting, the Board of Directors is scheduled to convene on December 13, 2018. The Board will discuss, *inter-alia*, and take suitable actions on:

- Two replacement Independent Directors as per the provisions of the Companies Act, 2013 and Banking Regulation Act, 1949;
- Shortlisting of Director with Information Technology & Cyber Security Expertise (as a replacement of Shri Rentala Chandrashekhar);
- Evaluate new Chairman for approval by RBI;



- To seek review from the SSC on the progress of selection of candidates for the post of MD&CEO.

4. Promoter Groups:

It is being reported by the MD&CEO, Shri Rana Kapoor who is also the largest shareholder and promoter of the Bank, that efforts are underway for mutual resolution with Ms. Madhu Kapur & family, the Co-promoter of the Bank. This is intended to ensure better support and coordination by the 2 promoter groups with the Board of Directors of the Bank.

Shri Brahm Dutt
Chairman, Nomination & Remuneration Committee
YES BANK

Shri Rana Kapoor
Managing Director & CEO
YES BANK

About YES BANK

YES BANK, India's fourth largest private sector Bank with a pan India presence across all 29 states and 7 Union Territories of India, headquartered in the Lower Parel Innovation District (LPID) of Mumbai, is the outcome of the professional & entrepreneurial commitment of its Founder Rana Kapoor and its Top Management team, to establish a high quality, customer centric, service driven, private Indian Bank catering to the future businesses of India.

YES BANK has adopted international best practices, the highest standards of service quality and operational excellence, and offers comprehensive banking and financial solutions to all its valued customers.

YES BANK has a knowledge driven approach to banking, and offers a superior customer experience for its retail, corporate and emerging corporate banking clients. YES BANK is steadily evolving as the Professionals' Bank of India with the long term mission of "BUILDING THE FINEST QUALITY LARGE BANK OF THE WORLD IN INDIA".

For media queries, please contact:

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