CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE CAPITAL RAISING COMMITTEE OF THE BOARD OF DIRECTORS OF YES BANK LIMITED ON MARCH 23, 2017

QUALIFIED INSTITUTIONS PLACEMENT

"**RESOLVED THAT** pursuant to the authority delegated by the Board of Directors by way of its resolution dated April 27, 2016 and October 20, 2016, and the approval of the shareholders of the Bank by way of a special resolution dated June 7, 2016, the issue of equity shares of the Bank of face value of ₹ 10 each (the "**Equity Shares**"), for an aggregate amount not exceeding US$ 1 billion or its Indian Rupee equivalent (including premium), to the qualified institutional buyers ("**QIBs**") by the Bank in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the '**SEBI ICDR Regulations**') and Section 42 of the Companies Act, 2013 and rules made thereunder (the "**Issue**"), be and is hereby considered and noted."

For **YES BANK Limited**

Shivanand R. Shettigar
Company Secretary

YES BANK LTD.

YES BANK Limited, YES BANK Tower, IFC 2, 23rd Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai 400 013, India
Tel: +91(22) 3366 9000 Fax: +91(22) 2421 4500
Regd. & Corporate Office: Nehru Centre, 9th Floor, Discovery of India, Dr. A.B. Road, Worli, Mumbai 400 018, India.
Tel: +91(22) 6669 9000 Fax: +91(22) 6669 9060
Website: www.yesbank.in Email: communications@yesbank.in **CIN - L65190MH2003PLC143249**

YES BANK

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE CAPITAL RAISING COMMITTEE OF THE BOARD OF DIRECTORS OF YES BANK LIMITED ON MARCH 23, 2017

APPROVAL OF THE PRELIMINARY PLACEMENT DOCUMENT

"**RESOLVED THAT** the draft preliminary placement document dated March 23, 2017 (which includes disclosures prescribed in Form PAS-4 under the Companies Act, 2013 and Schedule XVIII of the SEBI ICDR Regulations), in respect of the Issue, as per the copy circulated to the Capital Raising Committee duly initialed by Mr. Niranjan Banodkar, Senior President – Financial and Investor Strategy for the purpose of identification, be and is hereby adopted and approved for filing with the BSE Limited and the National Stock Exchange of India Limited (the "**Stock Exchanges**") where the Equity Shares of the Bank to be allotted in the Issue are listed. Further the application form, in respect of the Issue, as per the copy placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT Mr. Rana Kapoor, Managing Director & CEO, Mr. Rajat Monga, Senior Group President - FM & CFO, Mr. Vivek Bansal, Senior President and Chief Financial Controller and Mr. Niranjan Banodkar, Senior President – Financial and Investor Strategy, be and are hereby severally authorised to sign the preliminary placement document on behalf of the Bank, make any changes to the preliminary placement document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the preliminary placement document as may be necessary or desirable.

RESOLVED FURTHER THAT Mr. Rana Kapoor, Managing Director & CEO, Mr. Rajat Monga, Senior Group President - FM & CFO, Mr. Vivek Bansal, Senior President and Chief Financial Controller, Mr. Niranjan Banodkar, Senior President – Financial and Investor Strategy and Mr. Shivanand R. Shettigar, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to appointment of all the intermediaries, delivering the preliminary placement document to the Stock Exchanges and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, in terms of the provisions of the SEBI ICDR Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED THAT in-principle approvals from Stock Exchanges all dated March 23, 2017 in terms of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 in respect of the proposed Issue be and are hereby taken note of."

For **YES BANK Limited**

Shivanand R. Shettigar
Company Secretary

YES BANK Limited, YES BANK Tower, IFC 2, 23rd Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai 400 013, India
Tel: +91(22) 3366 9000 Fax: +91(22) 2421 4500
Regd. & Corporate Office: Nehru Centre, 9th Floor, Discovery of India, Dr. A.B. Road, Worli, Mumbai 400 018, India.
Tel: +91(22) 6669 9000 Fax: +91(22) 6669 9060
Website: www.yesbank.in Email: communications@yesbank.in ***CIN - L65190MH2003PLC143249***

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE CAPITAL RAISING COMMITTEE OF THE BOARD OF DIRECTORS OF YES BANK LIMITED ON MARCH 23, 2017

ISSUE OPENING

"RESOLVED THAT the Issue be opened on March 23, 2017 and Mr. Rana Kapoor, Managing Director & CEO, Mr. Rajat Monga, Senior Group President - FM & CFO, Mr. Vivek Bansal, Senior President and Chief Financial Controller and Mr. Niranjan Banodkar, Senior President – Financial and Investor Strategy, be and are hereby severally authorised to decide the Issue closing date."

For **YES BANK Limited**

Shivanand R. Shettigar
Company Secretary

YES BANK Limited, YES BANK Tower, IFC 2, 23rd Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai 400 013, India
Tel: +91(22) 3366 9000 Fax: +91(22) 2421 4500
Regd. & Corporate Office: Nehru Centre, 9th Floor, Discovery of India, Dr. A.B. Road, Worli, Mumbai 400 018, India.
Tel: +91(22) 6669 9000 Fax: +91(22) 6669 9060
Website: www.yesbank.in Email: communications@yesbank.in ***CIN - L65190MH2003PLC143249***

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE CAPITAL RAISING COMMITTEE OF THE BOARD OF DIRECTORS OF YES BANK LIMITED ON MARCH 23, 2017

FLOOR PRICE AND RELEVANT DATE

"**RESOLVED THAT** in respect of the Issue, the floor price of ₹ 1,498.95 per Equity Share, as calculated based on the pricing formula prescribed under Regulation 85(1) of the SEBI ICDR Regulations, and the relevant date of March 23, 2017, in terms of Regulation 81(c)(i) of the SEBI ICDR Regulations, be and is hereby considered and noted.

RESOLVED FURTHER THAT the Bank may offer a discount of not more than five percent on the floor price calculated, in accordance with the SEBI Regulations".

For **YES BANK Limited**

Shivanand R. Shettigar
Company Secretary