YBL/CS/2026-27/67

July 24, 2026

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

BSE Limited
Corporate Relations Department
P.J. Towers, Dalal Street
Mumbai – 400 001
BSE Scrip Code: 532648

Dear Sirs/Madam,

Sub.: Notice of the 22nd Annual General Meeting ("AGM") of the YES Bank Limited ("the Bank") for FY 2025-26

Ref.: Regulations 30, 34, 53 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Please refer to our Letter(s) No. YBL/CS/2026-27/49 dated June 29, 2026, and YBL/CS/2026-27/61 dated July 18, 2026 *inter alia,* intimating about the 22nd Annual General Meeting ("AGM") of the Bank scheduled to be held on Wednesday, August 19, 2026.

In continuation of the aforesaid letters and pursuant to Regulations 30, 34, 53 and other applicable provisions of the Listing Regulations, please find attached Notice of the 22nd AGM of the Bank scheduled to be held on Wednesday, August 19, 2026 at 10:30 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OVAM), in accordance, with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The PDF version of the Notice of the 22nd AGM dated July 18, 2026 and Integrated Annual Report for Financial Year 2025-26 can be accessed/downloaded from the weblink given below:

- https://www.yes.bank.in/annual-reports/agm-notice-year26
- https://www.yes.bank.in/yesbank/annual-reports/annual-report-year25-26

The Bank has commenced dispatch (by electronic means) of the Notice of the 22nd AGM of the Bank along with the Integrated Annual Report for FY 2025-26 to its shareholders and bondholders, from today i.e. Friday, July 24, 2026.

The brief details of the business(es) proposed to be transacted at the AGM by way of voting through electronic means including remote e-voting, are enclosed as ***Annexure A***.

Members holding shares in physical mode may register/update their email address with the Registrar & Share Transfer Agent of the Bank i.e. KFin Technologies Limited as per the instructions mentioned in the Notice of the AGM. Members holding shares in demat mode may register /update their email address by contacting their respective Depository Participant.

We request you to take above on your record and disseminate to all concerned.

Thanking you,

Yours faithfully,

For **YES BANK LIMITED**

SANJAY MADHAV ABHYANKAR

Digitally signed by SANJAY MADHAV ABHYANKAR
Date: 2026.07.24 22:34:37 +05'30'

Sanjay Abhyankar
Company Secretary

Encl: As above

Annexure A

Brief details of the business(es) proposed to be transacted at the 22nd Annual General Meeting

Sr. No.	Description	Type of Resolution (Ordinary / Special)
Ordinary Business		
1.	To receive, consider and adopt: a. the audited standalone financial statements of the Bank for the financial year ended March 31, 2026 and the Reports of the Board of Directors and the Auditors thereon; and b. the audited consolidated financial statements of the Bank for the financial year ended March 31, 2026 and the Report of the Auditors thereon.	Ordinary
2.	To appoint a director in place of Mr. Shivakumar Dega (DIN: 00364444), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
3.	To appoint M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/W101187) as one of the Joint Statutory Auditors and to fix the overall remuneration of the Joint Statutory Auditors.	Ordinary
Special Business		
4.	To approve material related party transactions with State Bank of India and modification(s) thereto.	Ordinary
5.	To approve material related party transactions with Sumitomo Mitsui Banking Corporation and modification(s) thereto.	Ordinary
6.	To approve raising of funds by way of issuance of eligible equity securities.	Special
7.	To approve borrowings / raising of funds by way of issuance of eligible debt securities.	Special

YES BANK

YES BANK LIMITED

CIN – L65190MH2003PLC143249

Registered Office: YES BANK House, Off Western Express Highway, Santacruz East, Mumbai 400055, Maharashtra, India

Telephone No. +91 (22) 5091 9800**,** +91 (22) 6507 9800

Website: www.yes.bank.in **Email Id:** shareholders@yes.bank.in

NOTICE

NOTICE is hereby given that the **Twenty Second Annual General Meeting ('AGM')** of the Members of **YES BANK LIMITED** (the 'Bank') will be held on **Wednesday, August 19, 2026**, at 10.30 AM, through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India, to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

   a. the audited standalone financial statements of the Bank for the financial year ended March 31, 2026 and the Reports of the Board of Directors and the Auditors thereon; and

   b. the audited consolidated financial statements of the Bank for the financial year ended March 31, 2026 and the Report of the Auditors thereon.

2. **To appoint a director in place of Mr. Shivakumar Dega (DIN: 00364444), who retires by rotation and, being eligible, offers himself for re-appointment:**

   To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013 (the 'Act'), and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, approval of the Members of the Bank be and is hereby accorded, to re-appoint Mr. Shivakumar Dega (DIN: 00364444), as Non-Executive and Non-Independent Director, (Nominee of Verventa Holdings Limited) who is liable to retire by rotation and who offered himself for re-appointment."

3. **To appoint M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/ W101187) as one of the Joint Statutory Auditors and to fix the overall remuneration of the Joint Statutory Auditors:**

   To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949 including Section 30(1A), and the relevant RBI guidelines, notifications and circulars, including the RBI Guidelines on Appointment of Statutory Auditors dated April 27, 2021, and based on the approval accorded by the RBI for the appointment of statutory auditors for FY 2026-27, the consent of the Members of the Bank be and is hereby accorded for the appointment of M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/ W101187), as one of the Joint Statutory Auditors of the Bank, for a term of three (3) years, to hold office from the conclusion of the 22nd Annual General Meeting until the conclusion of the 25th Annual General Meeting to be held in the year 2029, subject to receipt of RBI approval for each year during the tenure.

   RESOLVED FURTHER THAT the audit fee and fees for other permissible assignments shall be an aggregate amount of ₹ 4 Crore (Rupees Four Crore only) per annum, together with applicable taxes, out of pocket expenses and outlays and the said amount shall be allocated between the Joint Statutory Auditors depending upon their respective scope of work, with the approval of the Audit Committee and/or the Board of Directors, as mutually agreed among M/s. MSKA & Associates LLP (ICAI Firm Registration No. 105047W/W101187), M/s. CNK & Associates LLP (ICAI Firm Registration No. 101961W/W100036), and the Bank and such allocation shall be in accordance with the framework set out in the Explanatory Statement and as recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT M/s. G. M. Kapadia & Co., Chartered Accountants (ICAI Firm Registration No. 104767W), shall complete their term and cease to hold office as Joint Statutory Auditors at the conclusion of the 22nd Annual General Meeting in accordance with the RBI guidelines on auditor rotation.

RESOLVED FURTHER THAT in accordance with the applicable statutory provisions and RBI guidelines, M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961W/W100036), appointed at the 20th Annual General Meeting held on August 23, 2024, shall continue to act as Joint Statutory Auditors of the Bank until the conclusion of the 23rd Annual General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee of the Board in this regard), be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles & responsibilities / scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering and executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

4. To approve material related party transactions with State Bank of India and modification(s) thereto:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ('the Act) read with rules made thereunder, and subject to other applicable laws (including any amendment(s), statutory modification(s) or re-enactment(s), circular(s) thereof for the time being in force), YES Bank Limited's Policy on dealing with Related Party Transactions and as per the approval/ recommendation of the Audit Committee of the Board and the Board of Directors of YES Bank Limited ("YBL" / "the Bank"), approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/ empowered / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), for entering into/ carrying out and/ or continuing with contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with State Bank of India ("SBI"), being a related party of the Bank, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice notwithstanding the fact that all such transactions, subject to adherence to the regulatory requirements as may be applicable, whether individually and/ or in the aggregate with other transactions, may exceed the thresholds prescribed under Regulation 23 (1) read with Schedule XII of the SEBI Listing Regulations as applicable from time to time:

- Bank Guarantee / Standby Bank Letter of Credit & other non-funded trade business (including fees/commissions) (all such facilities shall be fully secured by cash collateral of equivalent or higher value and the Bank shall not obtain any exposure on SBI at any point of time)
- Branch Operations for Cash Offload (fees/ charges)
- Treasury transactions including Forex/Forward/ Options, Overnight Indexed Swap (OIS), Mumbai Interbank Forward Offer Rate (MIFOR) / Swap (indicates ab initio credit equivalent) *(Bilateral Transactions shall exclude transactions which are entered via CCIL Platforms/ Negotiated Dealing System – Order Matching (NDS OM), where at the point of dealing, the Bank does not have the knowledge of the counter party on the other side.)*
- Bond Sale (Face Value)

- Borrowing–Call/Notice Money, FCY Borrowing in IBU Location, FCY Borrowing in YBL, Interest paid on FCY Borrowing
- Nostro Charges
- Other Funded/ Non-funded facilities:

  - Certificate of Deposit ('CD') Issuance (Face Value);

  - Loans purchased or sold (including syndications)

  - Other permissible product categories

RESOLVED FURTHER THAT the aforesaid contracts/ arrangements/ transactions shall be entered/ carried out on an arm's length basis and in the ordinary course of business of the Bank and the contracts/ arrangements/ transactions by way of continuation(s) or renewal(s) or extension(s), fresh and independent transaction(s) or otherwise with SBI for an aggregate limit not exceeding ₹ 25,000 crores (Rupees Twenty Five Thousand Crores), along with any modification(s) thereto up to 10% of the proposed limit of each transaction type, and shall remain valid from the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive, from the date of passing this Resolution, as approved by the Members of the Bank.

RESOLVED FURTHER THAT all the transactions of the above nature between the Bank and SBI, to the extent undertaken before the date hereof, during present or prior period and outstanding, or proposed to be undertaken, on arms' length and ordinary course of business nature thereof, be and are hereby approved.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Bank for execution of contracts / arrangements / transactions and to give effect to this Resolution."

5. **To approve material related party transactions with Sumitomo Mitsui Banking Corporation and modification(s) thereto:**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder, and subject to other applicable laws (including any amendment(s), statutory modification(s) or re-enactment(s), circular(s) thereof for the time being in force), YES Bank Limited's Policy on dealing with Related Party Transactions and as per the approval/ recommendation of the Audit Committee of the Board and the Board of Directors of YES Bank Limited ("YBL" / "the Bank"), approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/ empowered / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), for entering into/ carrying out and/ or continuing with contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with Sumitomo Mitsui Banking Corporation ("SMBC"), being a related party of the Bank, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice notwithstanding the fact that all such transactions, subject to adherence to the regulatory requirements as may be applicable, whether individually and/ or in the aggregate with other transactions, may exceed the thresholds prescribed under Regulation 23 (1) read with Schedule XII of the SEBI Listing Regulations as applicable from time to time:

- Treasury transactions including Forex/ Spot/ Forward/ Options/ Other derivatives/ off–balance sheet arrangements; purchase and sale of bonds & securities; *(Bilateral Transactions shall exclude transactions which are entered via CCIL Platforms/ Negotiated Dealing System – Order Matching (NDS OM), where at the point of dealing, the Bank does not have the knowledge of the counter party on the other side.)*
- Correspondent Banking including JPY Nostros and ₹ Vostros;
- Custodial and depository services by YBL to SMBC including Demat services and IBU Foreign Portfolio Investor (FPI) registrations.
- Funded and non-funded arrangements such as Joint lending opportunities, Assignments and Novation, Pass through certificates, Interbank participation, Loan Syndications, CDs/ Fee paid or received, other permissible product categories;

- Trade transactions including Standby Letter of Credit ('SBLC')/ Bank Guarantee ('BG')/ other non-funded trade business etc. (all such facilities shall be fully secured by cash collateral of equivalent or higher value) and Cash management;
- Borrowing – Call / Notice Money / Foreign Currency Borrowing;
- Referral arrangements.
- Transaction Banking including cash management services

RESOLVED FURTHER THAT the aforesaid contracts, arrangements, and transactions shall be entered into and carried out on an arm's length basis and in the ordinary course of business of the Bank. The contracts, arrangements, and transactions, whether by way of continuation, renewal, extension, fresh or independent transactions, or otherwise, with SMBC shall be within an aggregate limit not exceeding ₹ 25,200 crores (Rupees Twenty-Five Thousand Two Hundred Crores) along with any modification(s) thereto up to 10% of the proposed limit of each transaction type, and shall remain valid from the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive), from the date of passing this Resolution, as approved by the Members of the Bank.

RESOLVED FURTHER THAT all the transactions of the above nature between the Bank and SMBC, to the extent undertaken before the date hereof, during present or prior period and outstanding, or proposed to be undertaken, on arms' length and ordinary course of business nature thereof, be and are hereby approved.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents and writings as may be required, in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Bank for execution of contracts / arrangements / transactions and to give effect to this Resolution."

6. **To approve raising of funds by way of issuance of eligible equity securities:**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force (the "**Act**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Banking Regulation Act, 1949, the Reserve Bank of India (Commercial Banks–Acquisition and Holding of Shares or Voting Rights) Directions, 2025 issued by the Reserve Bank of India, the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the rules, regulations, guidelines, notifications, master directions and circulars, if any, prescribed by the Government of India, Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable and any other provisions of applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Bank, and subject to necessary approvals, consents, permissions and/or sanctions (as applicable) including but not limited to SEBI, the stock exchanges where the equity shares of the Bank are listed (the "**Stock Exchanges**"), the RBI, the Government of India and any other concerned statutory authorities, if and to the extent necessary or required, and subject to such terms, conditions or modifications as might be prescribed or imposed while granting such approvals, consents, permissions and sanctions by any of the aforesaid authorities and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Bank be and is hereby accorded, to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons, including employees, as may be permitted) such number of equity shares and/or any other equity linked securities (including, in the form of shares, warrants, convertible securities (including preference shares convertible into equity shares, fully/ partly convertible debentures and foreign currency convertible / exchangeable bonds), American Depository Receipts ("**ADRs**"), Global Depository Receipts ("**GDRs**")), subject to a size of up to ₹ 7,500 Crores (Rupees Seven Thousand and Five Hundred Crores only) and subject to an aggregate dilution cap of 10% (including dilution on account of issuance of equity securities in terms of this resolution and potential dilution on account of any convertible debt securities approved in terms of Item no. 7) to ensure the Bank remains in a state of readiness for further improving the capital levels of the Bank viz., for a) future growth opportunities, b) mitigation of unforeseen external risks /stress scenarios and c) tapping into any available inorganic opportunities, in one or more tranches, by way of placement of shares by way of further public offering, qualified institutions placement (**"QIP"**) or private placement in international markets through ADRs/GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with equity shares, preference shares convertible into equity shares, and/or any other financial instruments or securities convertible into or exchangeable or fungible with equity shares, whether rupee denominated or denominated in foreign currency or a public issue or any other methods, with or without a green shoe option, through issue of prospectus and/or preliminary placement document, placement document and/ or other permissible/ requisite offer documents, to any eligible person, including qualified institutional buyers as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the securities or not (collectively referred to as the "**Investors**"), at such price or at a discount or premium to market price, as permitted under applicable laws, and in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of securities and/or categories of Investors to whom to offer, issue and allot such securities as may be permitted under applicable laws and regulations.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VI of the SEBI ICDR Regulations:

(a) the equity shares shall be in dematerialized form and fully paid-up only;

(b) the securities to be issued shall be listed with the stock exchanges, where the existing securities of the Bank are listed;

(c) the allotment of securities (or any combination of the securities as decided by the Board) shall only be made to qualified institutional buyers within the meaning of the SEBI ICDR Regulations;

(d) such securities shall be allotted as fully paid-up and the allotment of such securities shall, subject to the provisions of the SEBI ICDR Regulations, be completed within 365 days from the date of passing of the special resolution ;

(e) the securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;

(f) the relevant date for the purpose of pricing of the securities shall be the date of the meeting in which the Board decides to open the QIP and the issuance and allotment of the equity shares by way of the QIP shall be made at such price being not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations and the Bank may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

(g) the minimum number of allottees shall not be less than two, where the issue size is less than or equal

YES BANK

to ₹ 250 crores and five, where the issue size is greater than ₹ 250 crores;

(h) in the event that convertible securities and/or warrants which are convertible into equity shares of the Bank are issued along with non-convertible debentures to Qualified Institutional Buyers (QIBs) under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which the holders of convertible securities become entitled to apply for the equity shares or any other date in accordance with applicable law and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

(i) no single allottee shall be allotted more than 50% (Fifty per cent) of the proposed issue size and a minimum of 10% of the securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

(j) application for allotment of securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Bank. QIBs under the same group/control shall be considered a single allottee;

(k) the SEBI registered credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized; and

(l) the Bank shall not undertake any subsequent QIP until the expiry of 2 weeks (or such other period as prescribed under SEBI Regulations) from the date of the prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT in the event that equity shares are issued by way of a qualified institutions placement under the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the equity shares shall be the date of the meeting in which the Board decides to open the proposed qualified institutions placement of equity shares.

RESOLVED FURTHER THAT in case of a further public offer, the securities shall be issued by the Bank in compliance with the requirements of the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in the event the securities are proposed to be issued as ADRs or GDRs, the pricing of the securities and the relevant date, if any, for the purpose of pricing of the securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014, as amended (the "**2014 Scheme**"), the Foreign Exchange Management (Non-debt Instrument) Rules, 2019 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactment thereof).

RESOLVED FURTHER THAT in the event the securities are proposed to be issued as foreign currency convertible bonds, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the securities to be issued pursuant to such issue shall be the date of the meeting in which the Board decides to open such issue or such other date, as may be prescribed by the applicable laws from time to time.

RESOLVED FURTHER THAT, subject to applicable laws, the issue to the holders of the securities, which are convertible into or exchangeable with equity shares at a later date shall be, *inter-alia*, subject to the following terms and conditions: (a) in the event the Bank is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of equity shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto; (b) in the event of the Bank making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares will stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the securities at the same price at which they are offered to the existing members; (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares, the price and the time period as aforesaid shall be suitably adjusted; and (d) in the event of consolidation and/or division of outstanding equity shares into smaller number of equity shares (including by way of stock split) or reclassification of the securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional equity shares, variation of the conversion price of the securities or period of conversion of securities into equity shares during the duration of the securities and the approval of the members of the Bank be and is hereby accorded, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the securities that are not subscribed.

RESOLVED FURTHER THAT the approval of the members of the Bank be and is hereby accorded to authorize the Board to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted, including issue and allotment of equity shares upon conversion of any depository receipts or other securities referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association of the Bank and shall rank pari-passu inter-se and with the then existing equity shares of the Bank in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares or securities or instruments representing the same, as described above, the approval of the members of the Bank be and is hereby accorded to authorize the Board to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of securities including the number of securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the securities will be offered and allotted in accordance with applicable law, timing for issuance of such securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by approving the authority of this resolution by way of general meeting.

RESOLVED FURTHER THAT the approval of the members of the Bank be and is hereby accorded to authorize the Board to do the following:

(a) do all acts and things and to give, make, sign execute and deliver all such agreements, documents, amendments, letters, notices, certificates, acknowledgements, as may be necessary or incidental (in the opinion and absolute discretion of the Authorized Signatory), seek necessary approvals and generally to exercise all such powers as may deem necessary or expedient for the foregoing.

(b) engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, as may be required.

(c) to further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

7. To approve borrowings / raising of funds by way of issuance of eligible debt securities:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force (the "**Act**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("**SEBI NCS Regulations**") read with the Securities and Exchange Board of India Master Circular for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated October 15, 2025, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Banking Regulation Act, 1949, the Reserve Bank of India (Commercial Banks–Acquisition and Holding of Shares or Voting Rights) Directions, 2025, the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Reserve Bank of India (Commercial Banks–Prudential Norms on Capital Adequacy) Directions, 2025, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the International Financial Services Centres Authority Act, 2019, the rules, regulations, guidelines, notifications, master directions, circulars and guidelines, if any, prescribed by the Government of India, the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the International Financial Services Centres Authority ("**IFSCA**"), the relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable and any other provisions of applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Bank, and subject to necessary approvals, consents, permissions and/or sanctions (as applicable) including but not limited to SEBI, the stock exchanges where the equity shares of the Bank are listed (the "**Stock Exchanges**"), the RBI, the Government of India and any other concerned statutory authorities, if and to the extent necessary or required, and subject to such terms, conditions or modifications as might be prescribed or imposed while granting such approvals, consents, permissions and sanctions by any of the aforesaid authorities and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the approval of the members of the Bank be and is hereby accorded to the Board of the Bank for borrowing/raising funds in Indian/foreign currency by issue of eligible debt securities including but not limited to non-convertible debentures, MTN (medium term notes), bonds (including Additional Tier 1 (AT1) bonds, Perpetual Debt Instruments (PDI), Tier 2 bonds, or any other instruments qualifying as Tier I/ Tier II capital in accordance with and subject to the terms and conditions specified in the applicable directions of the RBI), long-term infrastructure bonds or such other securities as may be permitted under the directions/ regulations/ guidelines issued by the RBI from time to time, convertible debentures, convertible preference shares or foreign currency convertible / exchangeable bonds, and including securities to be issued from the Bank's offshore branches and/or the IFSC Banking Unit situated at the GIFT City IFSC in accordance with the applicable regulations issued by the RBI and IFSCA from time to time up to ₹ 8,500 Crores (Rupees Eight Thousand and Five Hundred Crores only) and subject to an aggregate dilution cap of 10% (including potential dilution on account of conversion of such convertible debt securities in terms of this resolution and any other issuance of equity securities as approved in terms of Item No. 6) by the Bank, in one or more tranches and/or series, in domestic and/ or overseas market, as per the agreed structure and within the limits permitted by the RBI and other regulatory authorities, and on such terms and conditions for each issue/ tranche/ series including the price, coupon, premium, discount, tenor and listing as may be deemed fit by the Board, from time to time, to eligible investors on private placement basis during a period of one year from the date of passing of the resolution by the members of the Bank.

RESOLVED FURTHER THAT the Board be and is hereby authorized to:

(a) do all acts and things and to give, make, sign, execute and deliver all such agreements, documents, amendments, letters, notices, certificates, acknowledgements, as may be necessary or incidental (in the opinion and absolute discretion of the Authorized Signatory), seek necessary approvals including but not limited to any approval required from the RBI, members of the Bank and generally to exercise all such powers as may deem necessary or expedient for the foregoing;

(b) engage/ appoint merchant bankers, underwriters, credit rating agencies, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be necessary, involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, as may be required; and

(c) further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to negotiate, modify and finalise the terms and conditions of the debt securities and sign the relevant documents/ agreements in connection with the issuance of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, placement memorandum, disclosure documents, offer documents, debenture subscription agreement, debenture trust deed and any other document(s) as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) of debt securities by the Bank and to further delegate the above powers to any Committee of Directors or any personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

Place: Mumbai
Date: July 18, 2026

By Order of the Board
For YES BANK Limited

Sd/-
Sanjay Abhyankar
Company Secretary
(Membership No: ACS 13727)

Registered office:
YES BANK House,
Off Western Express Highway,
Santacruz East, Mumbai 400055,
Maharashtra, India

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the relevant rules made thereunder ("the Act") and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, setting out material facts relating to the relevant resolutions to this Notice is annexed herewith and the same should be taken as part of this Notice.

2. **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 22nd AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING.**

   i. Pursuant to the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, in relation to extension of the framework provided in the aforementioned circulars, issued by the Ministry of Corporate Affairs ('MCA Circulars') in compliance with the provisions of the Act, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Securities and Exchange Board of India ("SEBI") Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated January 30, 2026 and relevant circulars thereof, the 22nd Annual General Meeting of the Bank ("AGM") is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. Hence, Members can attend and participate in the AGM through VC / OAVM. The Bank has availed the services of KFin Technologies Limited ("KFIN") for providing VC facility.

   In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024, issued by the Securities and Exchange Board of India ('SEBI Circulars') and in compliance with the provisions of the Act and Listing Regulations, the Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Bank / Depositories.

   The physical copy of the Integrated Annual Report for FY 2025-26 and this Notice will be sent to those Members who request for the same by writing to the Bank at email ID shareholders@yes.bank.in. A letter providing the web-link, including the exact path, for accessing this Notice and the Integrated Annual Report for FY 2025 – 26 will be sent by the Bank to those members at the latest available postal address, who have not registered their e-mail addresses with the Depository Participant / RTA of the Bank. Members may note that the Notice and Integrated Annual Report for FY 2025-26 is also available on the Bank's website www.yes.bank.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFIN at https://evoting.kfintech.com

   ii. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. However, as per the provisions of Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution / Authorization etc., to Scrutinizer by e-mail on e-mail id manisha.maheshwari@bnaglobal.in with a copy marked to evoting@kfintech.com, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

iii. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

iv. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

v. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

vi. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, the Bank is providing facility of remote e-voting to its Members holding shares in physical or dematerialized form, as on the cut-off date, being August 12, 2026 to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "remote e-voting"). For this purpose, the Bank has entered into an agreement with KFIN for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as venue voting on the date of the AGM will be provided by KFIN.

vii. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and General circular No. 03/2025 dated September 22, 2025, the Notice calling the AGM has been uploaded on the website of the Bank at www.yes.bank.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of KFIN (agency for providing the remote e-voting facility) i.e. evoting@kfintech.com.

viii. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory statement along with the necessary certificates, as may be applicable, will be made available by the Bank for inspection electronically, on the request of the Members of the Bank. The Members who wish to inspect the documents or the above mentioned registers are requested to send an e-mail from their e-mail ID registered with the RTA/ Depositories / Bank on AGM@yes.bank.in mentioning their name, Folio no./ Client ID and DP ID, and the documents or registers they wish to inspect with subject line 'Inspection of AGM Documents.

3. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period commences on Sunday, August 16, 2026 at 10:00 A.M. and ends on Tuesday, August 18, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, August 12, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Bank as on the cut-off date, being Wednesday, August 12, 2026.

3.1 How do I vote electronically using KFIN e-Voting system?

i. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. **User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. **User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. **Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. **Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. **User not registered for Easi/Easiest** I. Option to register is available at II. https://web.cdslindia.com/myeasitoken/home/login Proceed with completing the required fields. III. Follow the steps given in point 1 3. **Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 102 0990
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9946, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., "9946 - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id manisha.maheshwari@bnaglobal.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based ion SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	**KFIN Technologies Limited**
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India–500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through **VC / OAVM** platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Bank till August 14, 2026 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

4. PROCEDURE FOR SPEAKER REGISTRATION AND TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

i. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered Email ID to AGM@yes.bank.in till Friday, August 14, 2026. Only those Members who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

SPEAKER REGISTRATION FORM*

Name of Shareholder (including joint holder)

DPID-CLID /Folio Number

Permanent Account Number (PAN)

Mobile Number

Query in brief

*All fields are mandatory

ii. The Bank reserves the right to restrict the number of questions and number of Speakers, as appropriate for smooth conduct of the AGM.

iii. Members, who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at AGM@yes.bank.in The same will be replied by the Bank suitably.

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5. **GENERAL INSTRUCTIONS:-**

i. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

ii. Kindly refer Corporate Governance Report–Shareholder Information to know the process for claiming unclaimed dividends.

The Bank has uploaded the details of unpaid and unclaimed dividend amounts lying with the Bank as on March 31, 2026 as well as dividend/ shares transferred to IEPF on the website of the Bank (www.yes.bank.in), as also on the website of the Ministry of Corporate Affairs.

iii. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to KFIN Technologies Limited ('KFintech'), Registrar and Transfer Agent ('RTA') of the Bank. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

iv. The certificate from the Secretarial Auditors of the Bank certifying that the Bank's Employees Stock Option Schemes is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the Members of the Bank, will be available for inspection.

v. The Members, desiring any information relating to the accounts, are requested to write to the Bank at an early date, so as to enable the management to keep the information ready.

vi. In support of the Green Initiative, the Bank hereby requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or with KFintech, RTA of the Bank for receiving communications from Bank electronically. Further, Members holding shares in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Bank quoting their folio number(s).

vii. The Members who have exercised their right to vote through remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date being August 12, 2026, subject to the provisions of the Banking Regulation Act, 1949, as amended and Reserve Bank of India Master Directions on Acquisition and Holding of Shares or Voting Rights in Banking Companies dated November 28, 2025.

viii. Your Bank is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of KFIN at https://emeetings.kfintech.com/ using their secure login credentials. Members are encouraged to use this facility of webcast.

ix. The Board of Directors has appointed Ms. Manisha Maheshwari (Membership No. FCS No. 13272 and Certificate of Practice No. 11031) Partner of M/s. Bhandari & Associates, Company Secretaries, and failing her Mr. Saurabh Somani (Membership No. 69826 and Certificate of Practice No. 26495) Partner of M/s. Bhandari & Associates, Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.

x. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

xi. The results on above resolutions shall be declared within two working days of the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions.

xii. The results of voting declared along with Scrutinizer's Report will be displayed on the website of the Bank (www.yes.bank.in) and on Service Provider's website (https://evoting.kfintech.com) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited. The result of the e-voting will also be displayed at the Registered Office of the Bank.

xiii. Special Window for Transfer and Dematerialisation of physical shares of YES BANK Limited

Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, all shareholders are hereby informed that a Special Window is open for a period of one year, from February 05, 2026 to February 04, 2027 to facilitate Transfer and Dematerialisation (demat) of Physical Securities which were sold/purchased prior to April 01, 2019.

The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. Further, the securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien- marked/pledged during the said lock-in period.

Investors are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Bank's Registrar and Transfer Agent KFIN Technologies Limited, Selenium Building, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana – 500032, Phone No: 040- 6716 2222.

xiv. We at YES BANK Limited have always strived to provide the best in-class services to our Members while maintaining the highest level of Corporate Governance in the Bank. As a part of our constant endeavor to enhance the service standards, we seek your feedback through this survey. Members are requested to fill in and submit the Feedback Form provided at https://forms.office.com/r/LSxvmnKsCp

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FORMING PART OF THE NOTICE

ITEM NO. 3:

The Reserve Bank of India issued a Notification RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 with respect to Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) [RBI Guidelines]. The provisions of Clause 8 of the said RBI Guidelines states that the Statutory Auditors shall be appointed for a continuous period of three years, subject to the Audit firms satisfying the eligibility norms as stipulated therein, each year. Further, Clause 4 of the said RBI Guidelines states that the Statutory Audit of Banks should be conducted under joint audit with a minimum of two eligible audit firms.

M/s. G.M. Kapadia & Co., Chartered Accountants (ICAI Firm Registration No. 104767W) one of the Joint Statutory Auditors of the Bank would be completing their term at the ensuing i.e. 22nd Annual General Meeting.

Accordingly, the Board at its meeting held on April 18, 2026 basis the recommendation of the Audit Committee and subject to approval of Members of the Bank and the Reserve Bank of India (RBI), approved the appointment of M/s. MSKA & Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 105047W /W101187), as one of the Joint Statutory Auditors of the Bank, to hold office as such for a period of 3 years from the conclusion of the twenty-second Annual General Meeting until the conclusion of the twenty-fifth Annual General Meeting of the Bank to be held in the year 2029, subject to the approval of the RBI every year and on such terms and conditions, including remuneration, as may be recommended by the Audit Committee and approved by the Board. M/s. CNK & Associates LLP ("CNK"), Chartered Accountants (ICAI Firm Registration No. 101961W/ W100036) who was appointed by the Members of the Bank at the 20th Annual General Meeting as the other Joint Statutory Auditor will hold office till the conclusion of 23rd Annual General Meeting, subject to the approval of the Reserve Bank of India every year.

The Reserve Bank of India has approved the appointment of M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/W101187) for their first year as the Joint Statutory Auditors of the Bank for the financial year 2026-27 and the re-appointment of M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961W/W100036) as the Joint Statutory Auditors of the Bank for their third year (i.e., FY 2026-27).

The appointment of M/s. MSKA & Associates LLP, Chartered Accountants as Joint Statutory Auditors of the Bank is subject to approval of the shareholders at the ensuing Annual General Meeting of the Bank, in place of M/s. G. M. Kapadia & Co., Chartered Accountants (ICAI Firm Registration No. 104767W), who shall rotate out in accordance with the RBI guidelines, upon conclusion of the ensuing Annual General Meeting of the Bank.

M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/W101187) and M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961W/W100036) have confirmed their eligibility under Section 141 of Companies Act, 2013 read with the relevant rules made thereunder and the subject RBI Guidelines, to be appointed as the Joint Statutory Auditors of the Bank. Further, as required under the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended, both the Joint Statutory Auditors have also confirmed that they had subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the Peer Review Board of ICAI. Further, they have confirmed that they fulfill the eligibility norms for appointment of Statutory Auditor of Private Sector Banks as prescribed by the Reserve Bank of India ("RBI"). In accordance with the requirement of the aforesaid RBI Guidelines, the Bank has also framed a Board approved Policy on appointment of Statutory Auditors.

Audit fees shall be aggregate of ₹ 4 Crore (Four Crores only) per annum (audit fees of previous year was 4 Crores per annum) to be allocated between the Joint Statutory Auditors, with the approval of Audit Committee/ Board of Directors, depending upon their scope of work, plus out of pocket expenses, outlays and taxes as applicable. This audit fees is inclusive of fees for year-end audit of standalone and consolidated financial statements, quarterly limited reviews, long form audit report, audit trail and other certifications included as part of the RBI appointment letter; and fees for any other assignment not covered in the scope of audit like various other certification work, etc. will be charged separately and independently, as may be mutually agreed between the Bank and the Joint Statutory Auditors and as may be further approved by the Board (which shall include Audit Committee), from time to time.

The brief profile of M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W/W101187) is as given below:

- There are more than 300 staff members engaged in financial services and audit practice with 10 partners & Directors. The firm's financial service audit practice has ~300 plus staff. Firm was established in 1978.
- Past experience of the firm includes HDFC Bank, ICICI Bank, Federal Bank, AU Small Finance, IDFC First Bank, SMBC Bank, Deutsche Bank, BNP Paribas, Citi Bank, HSBC Bank, Standard Chartered Bank.
- The firm follows a risk-based audit approach and their global methodology which includes focusing on solution-based audit approach with use of technology. Use of technology tools in control and substantive testing, journals testing, data analytics ('D&A') tools help testing the entire population. The firm quoted areas such as restructuring, RBI compliances, etc. where D&A has been used.
- There is significant partner involvement through-out the audit, proactive engagement with Management and Those Charged with Governance.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 3 of this Notice, for the approval of the Members of the Bank.

None of the Directors or the Key Managerial Personnel of the Bank and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 3 of this Notice, except to the extent of their shareholding interest, if any, in the Bank.

ITEM NO. 4:

In accordance with the provisions of Section 188 of the Companies Act, 2013 ("the Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per the requirement under Regulation 23(4) of SEBI Listing Regulations, related party transactions with SBI, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business. As per clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations and as per the Bank's Policy on dealing with Related Party Transactions ("the Policy"), transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) the thresholds specified under Regulation 23 (1) read with Schedule XII of the SEBI Listing Regulations.

The Bank in its ordinary course of business engages in contracts/ arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with State Bank of India ("SBI"), being a related party of the Bank, on an arm's basis, to meet its business requirements. For FY 2026-27 the following types of contracts/ arrangements/transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI are expected to exceed the applicable materiality thresholds of ₹ 2,864.64 crores.

As per the Bank's audited financial statements for the previous financial year ended i.e. March 31, 2026, the annual consolidated turnover of the Bank was ₹ 37,293 crores. Accordingly, for the purpose of assessing a material related party transaction, the threshold for the Bank in terms of Regulation 23 (1) read with Schedule XII of the SEBI Listing Regulations amounts to ₹ 2,864.64 crores, for an individual transaction or the aggregate of all transactions with a single RP taken together.

- Bank Guarantee / Standby Bank Letter of Credit & other non-funded trade business (including fees/ commissions) (all such facilities shall be fully secured by cash collateral of equivalent or higher value and the Bank shall not obtain any exposure on SBI at any point of time)
- Branch Operations for Cash Offload (fees/ charges)
- Treasury transactions including Forex/Forward/ Options, Overnight Indexed Swap (OIS), Mumbai Interbank Forward Offer Rate (MIFOR) / Swap (indicates ab initio credit equivalent)
- Bond Sale (Face Value)
- Borrowing–Call/Notice Money, FCY Borrowing in IBU Location, FCY Borrowing in YBL, Interest paid on FCY Borrowing
- Nostro Charges
- Other Funded/ Non-funded facilities:
  - Certificate of Deposit ('CD') Issuance (Face Value);
  - Loans purchased or sold (including syndications)
  - Other permissible product categories

The Audit Committee of the Board ("ACB") and the Board of Directors, at their respective Meetings held in March 2026 and July 2026, had granted Omnibus Approval, including approval of the ISN and any modifications thereto, for the Material Related Party Transactions ("MRPTs") undertaken with SBI during the Financial Year 2026–2027.

Further, in order to align the approval cycle on an AGM-to-AGM basis as per the practice of the Bank, the matter was presented before the Audit Committee of the Board Meeting held on June 18, 2026, and thereafter before the Board Meeting held on June 29, 2026. The Audit Committee of the Board and the Board of Directors had at their aforesaid meetings recommended the said transactions for approval of the Members.

In accordance with the requirement of Regulation 23 (4) of the SEBI LODR, the Bank seeks Members approval for MRPTs from the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive), from the date of passing this Resolution.

Pursuant to the SEBI Listing Regulations, the approval of Members of the Bank is sought for the aforementioned contracts/arrangements/transactions with SBI for a total limit of ₹ 25,000 crores (Rupees Twenty Five Thousand Crores) and in accordance with the provisions of SEBI Listing Regulations, the approval of Members sought for the material related party transaction as given in Item No. 4, shall be valid the date of 22nd Annual General Meeting upto the date of 23rd Annual General Meeting (both days inclusive).

The disclosure which is required to be provided to the Shareholders in accordance with the RPT Industry Standards is as under:

(a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards:

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
A1	**Basic details of the related party**	
	1. Name	**State Bank of India**
	2. Country of incorporation	India
	3. Business	State Bank of India (SBI) a Fortune 500 company, is an Indian Multinational, Public Sector Banking and Financial services statutory body. SBI has successfully diversified businesses through its various subsidiaries i.e. SBI General Insurance, SBI Life Insurance, SBI Mutual Fund, SBI Card, etc. It has spread its presence globally and operates across time zones through 241 offices in 29 foreign countries. Source: Google/SBI
A2	**Relationship (direct and indirect)**	
	1. Relationship between the Bank and the related party	SBI is an Investor in YES Bank
	2. Shareholding/ capital contribution of the Bank in RP (%) direct or indirect	Nil
	3. Shareholding of RP in Bank (%)	SBI holds ~10.78% of Paid-up share capital of the Bank as on March 31, 2026
	4. Nature of concern (financial or otherwise)	Financial

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
A3	**Details of previous transactions with the related party**	
	1. Nature and Value of transaction during FY 24-25	
	- by the Bank	**Transactions with SBI in FY 2024-25** **₹ 5,692.27 crores** **(A) Trade transactions and Cash Offload charges ₹ 176.40** (i) Bank Guarantee ('BG')/ Stand by Letter of Credit ('SBLC')/ Letter of Credit Bill Discounting ('LCBD') (ii) Branch Operations for Cash Offload (charges) **(B) Treasury transactions- ₹ 5,515.87** (i) Forex/Forward/ Options/ Overnight Indexed Swap (OIS), Mumbai Interbank Forward Offer Rate (MIFOR) / Swap (ii) FCY Borrowing in YBL (iv) Nostro Charges (v) Interest paid on FCY Borrowing
	- by the subsidiary (name of subsidiary)	Nil
	2. Nature and Value of transaction during FY 25-26	
	- by the Bank	**Transactions with SBI in FY2025-26** **Total ₹ 1020.34 crores** (A) Trade transactions and Cash Offload charges- ₹ 325.77 crores (i) Bank Guarantee ('BG')/ Stand by Letter of Credit ('SBLC')/ Letter of Credit Bill Discounting ('LCBD') (ii) Branch Operations for Cash Offload (charges) 2. Treasury transactions- ₹ 2,596.42 crores (i) Forex/Forward/ Options / Overnight Indexed Swap (OIS), Mumbai Interbank Forward Offer Rate (MIFOR) / Swap (ii) Nostro Charges (iii) Interest paid on FCY Borrowing (iv) FCY Borrowings
	- by the subsidiary (name of subsidiary)	Nil
	3. Any default made by the RP under any transaction/ arrangement with the Bank/ its subsidiary during FY 25-26	No

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
A4	**Amount of the proposed transaction(s)**	
	1. Amount of proposed transactions being placed for approval	**Proposed Transactions with SBI for FY 2026-27** **Total ₹ 25,000 crores** **(A) Trade transactions and Cash Offload charges–₹ 3,000 crores** (i) Bank Guarantee ('BG')/ Stand by Letter of Credit ('SBLC')/any other non-funded trade business transactions (ii) Branch Operations for Cash Offload (charges) **(B) Treasury transactions- ₹ 7,000 crores** (i) Forex/Forward/ Options/ Overnight Indexed Swap (OIS), Mumbai Interbank Forward Offer Rate (MIFOR) / Swap (ii) Bond Sale (Face Value) (iii) Call/Notice Money Borrowing (iv) FCY Borrowing in IBU Location (v) FCY Borrowing in YBL (vi) Nostro Charges (vii) Interest paid on FCY Borrowing **(C) Funded Facilities availed from SBI- ₹ 15,000 crores** (i) Certificate of Deposit ('CD') Issuance (Face Value); (ii) Loans purchased or sold (including syndications) (ii) other permissible product categories Each of the proposed transactions shall be strictly done in such a manner to ensure the Bank does not take any exposure on SBI at any point of time.

RPT Policy Threshold			
RPT Policy Omnibus Criteria	**Threshold**	**Proposed OA limit**	**Remarks**
Up to 30% of annual consolidated turnover of the Bank, if transaction is in the nature of revenue or expenses	30% of ₹ 37,293 crores (i.e. consolidated turnover of the Bank for FY 25-26), is ₹ 11,188 crores	Cash offload charges and nostro-related fees are embedded within the consolidated Trade and Treasury amount and cannot be separated, covering any other transaction expressed in terms of P&L (below mentioned ₹ 25,000 includes the same)	Within limit as per threshold set in RPT policy
Up to 20% of the total assets, **if transaction is in the nature of capital / assets**	20% of ₹ 470,204 (i.e. the total assets of the Bank for FY 25-26) crores is ₹ 94,041 crores	₹ 25,000 crores (this includes Trade transactions like BG, SBLC, etc, treasury transactions such as FCY borrowing, Call money, bond sale/ forex Swap/options, etc, funded facilities like CDs, loans purchased/ sold, etc and others as stated above.)	Within limit as per threshold set in RPT policy

RP-specific Information	Particulars of the Information		Details of Related Party Transactions
	2.	Whether the proposed transaction taken together with the transactions undertaken with the RP during the current FY would render the proposed transaction a material RPT?	Yes
	3.	Value as a % of Bank's consolidated turnover	67.04%
	4.	Value as a % of subsidiary's standalone turnover	NA
	5.	Value as a % of RP's consolidated turnover	3.51 %
	6.	Financial performance of related party (consolidated basis)	
	a.	Turnover for FY 25-26	₹ 712,644 Crores
	b.	Profit after tax for FY 25-26	₹ 85,168 Crores
	c.	Net worth for FY 25-26	₹ 596,131 Crores
Transaction-specific information	**Particulars**		
Type of transaction: B1	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**		
A5	1.	Specific type of the proposed transaction	**Treasury transactions** (i) Forex/Forward/ Options / Overnight Indexed Swap (OIS), Mumbai Interbank Forward Offer Rate (MIFOR) / Swap (ii) Bond sale (Face Value) (iii) Call/Notice Money Borrowing (iv) FCY Borrowing in IBU Location (v) FCY Borrowing in YBL (vi) Nostro Charges (vii) Interest paid on FCY Borrowing **Funded/non-funded Facilities availed with SBI** (i) Certificate of Deposit ('CD') Issuance (Face Value); (ii) Loans purchased or sold (including syndications) (ii) other permissible product categories

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RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	2. Details of each type of the proposed transaction	**Derivative transactions:** The deals will be for Forex, rates, options and other derivatives including FRA (Forward Rate Agreements) and Forwards, purchase and sale of bonds & securities. These are transactions that are bilaterally* entered into between YBL and SBI and are in the ordinary course of the business of YBL. *Bilateral Transactions shall exclude which are entered via CCIL Platforms/ NDS OM (Negotiated Dealing System–Order Matching), where at the point of dealing, the Bank does not have the knowledge of the counter party on the other side. Accordingly, for such transactions the Bank is not proposing an omnibus limit, although the same shall be reported to the Audit Committee. **Correspondent Banking:** YBL currently maintains SBI Dhaka Nostro accounts. The transaction shall be in the ordinary course of business of YBL. Terms and conditions shall depend on mutual negotiation and market practices.
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes
	5. Value of the proposed transaction during a financial year	**Treasury transactions- ₹ 7,000 crores** (i) Forex/Forward/ Options / Overnight Indexed Swap (OIS), Mumbai Interbank Forward Offer Rate (MIFOR) / Swap (ii) Bond Sale (Face Value) (iii) Call/Notice Money Borrowing (iv) FCY Borrowing in IBU Location (v) FCY Borrowing in YBL (vi) Nostro Charges (vii) Interest paid on FCY Borrowing
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	These transactions are in the interest of the Bank and are undertaken by the Bank as part of its ordinary course of business: 1. These transactions are a part of the usual treasury function of the Bank. The Bank routinely undertakes derivative transactions and purchase and sale of securities with other banks / financial institutions. 2. The proposed Call/Notice Money transactions and FCY borrowings across IBU and YBL are essential for efficient liquidity management, meeting short-term funding requirements, and optimizing foreign currency positions. 3. Nostro accounts would enable YBL to facilitate foreign-exchange transactions, cross-border payments to its customers.
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No, Mr. Thekepat Keshav Kumar, an ex-employee of SBI, is currently a Nominee Director of SBI on the Board of the Bank. However, none of the directors of the Bank, including the nominee director as mentioned above, are concerned or interested in the proposal in terms of Section 184 (2) of the CA, 2013.
	a. Name of director/ KMP	Mr. Thekepat Keshav Kumar
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	8. Copy of valuation report or other external party report, if any	Valuations in case of the different types of Treasury products will differ basis the underlying features of the product and the same shall be done in accordance with provisions of the approved applicable policies / framework (including directions given by Asset Liability Committee (ALCO) of the Bank from time to time at the relevant time of undertaking such transaction.
	9. Other information relevant for decision making.	None
B1	1. Bidding or any other process, if any, for choosing the counterparty	1. Forex desk assign limits to interbank counterparts' basis the necessary counterparty/ settlement limit approval. Once the bank limits are assigned, the Bank set the limits for the counterparty banks on various order matching platforms and for OTC trades. Based on the best market bid/offer available deals get executed on electronic trading platforms or via OTC. 2. For GSec trading, the Bank does not require any counterparty limits as the settlement is guaranteed by CCIL. Based on the two-way quote at the time of trade, if a deal is struck, it is settled on CCIL NDSOM reporting platform. 3. For corporate bonds, secondary market trades are mostly concluded OTC and then settled on the corporate bond settlement platforms offered by NSE/BSE. OTC trades are either facilitated by brokers or directly concluded. Counterparties may or may not be known before conclusion of a trade. 4. SBI Dhaka Nostro accounts, Financial Institutions (FI) team compares the commercials shared by them against other banks.
	2. Basis of determination of price	Treasury transactions shall be at terms uniformly applicable to all counterparties (related/ unrelated) and the Bank will not incur any specific financial indebtedness in order to undertake such transactions with the related parties. Further such transactions shall be done in accordance with provisions of the approved applicable policies / framework (including directions given by Asset- Liability Committee (ALCO) of the Bank from time to time.
	3. In case of Trade advance proposed to be extended to the RP in relation to the transaction, specify the following	Customarily, there is no norm of extending trade advances for undertaking Treasury transactions, Correspondent banking.
	a. Amount of advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating	NA
	Justification for arm's length	**1. Treasury:** For ascertaining arm's length rate scan is performed for all transactions i.e., those executed through NDS OM as well as those undertaken bilaterally. Operations team publishes a rate-scan report 3 times a day and concurrent auditors also report all deals that fail the rate-scan in their monthly report. For any outliers noted in the rate scan report, the Bank reports the same to Asset Liability Committee (ALCO) on periodic basis. **2. The proposed Call/Notice Money and FCY borrowing transactions** are conducted at arm's-length, using prevailing interbank market rates and unbiased benchmark references to ensure fair and transparent pricing. **3. Correspondent banking:** The Bank in its normal course opens Nostro accounts overseas and terms and conditions of the proposed Nostro with SBI shall be in accordance with terms and conditions as prevalent in the market.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
Type of transaction: B1	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
A5	1. Specific type of the proposed transaction	**Trade transactions**
	2. Details of each type of the proposed transaction	**Bank Guarantee ('BG')/ Stand by Letter of Credit ('SBLC'), any other non-funded trade business transactions etc.** (indicates notional value). YBL and SBI may enter into various arrangements to facilitate trade requirements of respective clients, for example, guarantee issuances, standby LC funding. **Cash Offload charges:** Cash offload charges refer to fees payable for the secure removal of excess cash from ATMs by the cash management service provider as part of routine cash handling operations.
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes
	5. Value of the proposed transaction during a financial year	**Trade transactions–₹ 3,000 crores** (i) BG, SBLC, any other non-funded trade business transactions (ii) Cash Offload charges
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	These transactions shall be in the interest of YBL **1. SBLC, BG, etc.–**YBL and SBI issue Letter of Credit/ Bank Guarantees/ other forms of non-fund based trade credit in their ordinary course of business. The transactions will facilitate trade requirements of respective clients. **2. Cash offload charges** are at arm's length as they are determined based on standard market-linked cash management tariffs applied uniformly by service providers to all clients without any preferential terms.
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No, Mr. Thekepat Keshav Kumar, an ex-employee of SBI, is currently a Nominee Director of SBI on the Board of the Bank. However, none of the directors of the Bank, including the nominee director as mentioned above, are concerned or interested in the proposal in terms of Section 184 (2) of the CA, 2013.
	a. Name of director/ KMP	Mr. Thekepat Keshav Kumar
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
	8. Copy of valuation report or other external party report, if any	NA
	9. Other information relevant for decision making.	NA

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
B1	1. Bidding or any other process, if any, for choosing the counterparty	
	2. Basis of determination of price	Covenants, tenure, repayment schedule, secured/ unsecured and nature of security, etc. will be as per the agreed terms of the facilities with related parties subject to regulatory guidelines and Bank's internal policies which are uniformly applicable to all the customers. As per the regulatory guidelines and Bank's internal policies, the Bank ensures that the funds are used for the stated purpose in the terms of facilities in a similar line with that of other unrelated customers.
	3. In case of Trade advance proposed to be extended to the RP in relation to the transaction, specify the following	
	a. Amount of advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating	NA
	Justification for arm's length	**SBLC, BG, etc & Cash Offload charges–**The rates will be in alignment with that charged by other banks. The charges for each transaction will be determined through internal discussions, market rate and industry benchmarking. The Bank has a pricing matrix or standard rate card for such transactions.
Type of transaction: B1	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
A5	1. Specific type of the proposed transaction	**Funded/non-funded Facilities availed from SBI** (i) Certificate of Deposit ('CD') Issuance (Face Value); (ii) Loans purchased or sold (including syndications)
	2. Details of each type of the proposed transaction	CD issuance helps raise short-term funds at competitive market rates, strengthening liquidity and meeting immediate funding requirements. Loan purchase/sale supports efficient balance-sheet management by optimizing yield, improving risk diversification, and aligning exposures with the Bank's strategic objectives.
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes
	5. Value of the proposed transaction during a financial year	**Funded/non-Funded Facilities availed from SBI** **₹ 15,000 crores** (i) Certificate of Deposit ('CD') Issuance (Face Value); (ii) Loans purchased or sold (including syndications); (ii) other permissible product categories;

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	The issuance of Certificates of Deposit at face value provides efficient, market-aligned short-term funding that strengthens the Bank's liquidity and ALM position. Likewise, the purchase or sale of loans, including syndication exposures, supports prudent balance-sheet management by optimizing yield, diversifying risk, and ensuring capital is deployed in the Bank's best interest.
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No, Mr. Thekepat Keshav Kumar, an ex-employee of SBI, is currently a Nominee Director of SBI on the Board of the Bank. However, none of the directors of the Bank, including the nominee director as mentioned above, are concerned or interested in the proposal in terms of Section 184 (2) of the CA, 2013.
	a. Name of director/ KMP	Mr. Thekepat Keshav Kumar
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
	8. Copy of valuation report or other external party report, if any	NA
	9. Other information relevant for decision making.	None
B1	1. Bidding or any other process, if any, for choosing the counterparty	NA, the same is purchased/ sold in the relevant market platforms provided by RBI
	2. Basis of determination of price	This will vary in the basis of the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	3. In case of Trade advance proposed to be extended to the RP in relation to the transaction, specify the following	NA
	a. Amount of advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating	NA
	Justification for arm's length	The purchase/ sale of Certificate of Deposits/ Loans is undertaken at prevailing market prices or rates uniformly offered to other unrelated parties. Hence, the transaction is at an arm's length.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
Type of transaction: B5	**Borrowings by the Bank/ its subsidiaries**	
A5	1. Specific type of the proposed transaction	Borrowing in Call/Notice money market
	2. Details of each type of the proposed transaction	Borrowing in Call/Notice money market
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes
	5. Value of the proposed transaction during a financial year	Borrowing transactions in the Call/Notice money market are covered within the overall Treasury transaction limit of ₹ 7,000 crores.
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	Borrowing in Call/Notice money markets are done in ordinary course of banking business.
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No, Mr. Thekepat Keshav Kumar, an ex-employee of SBI, is currently a Nominee Director of SBI on the Board of the Bank. However, none of the directors of the Bank, including the nominee director as mentioned above, are concerned or interested in the proposal in terms of Section 184 (2) of the CA, 2013.
	a. Name of director/ KMP	Mr. Thekepat Keshav Kumar
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
	8. Copy of valuation report or other external party report, if any	NA
	9. Other information relevant for decision making.	Comparison with our Cost of funds published by Balance Sheet Management Group (BSMG)
B5	**Transaction Details:**	
	1. Material covenants of transaction	This will vary basis the transaction and the business requirements, in prevailing market conditions.
	2. Interest rate (numerical value/ base rate and applicable spread)	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks as that point in time.
	3. Cost of borrowing	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks as that point in time.
	4. Maturity / due date	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks as that point in time.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	5. Repayment schedule & terms	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks as that point in time.
	6. Security Details: Whether secured or unsecured?	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks as that point in time.
	7. If secured then: a. Nature of security	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks as that point in time.
	b. Security coverage ratio	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks as that point in time.
	8 . Purpose of utilization of funds	Business purpose
	Justification for arm's length	Borrowing in Call/Notice money markets are done in ordinary course of banking business.
	If transaction is material, that is, exceeds ₹1000 crores, details as per C4, as follows	
C4	1. Debt to Equity Ratio based on last audited financial statements a. Before transaction b. After transaction	Exempt for listed Banks/ NBFCs/ Insurance companies/ HFCs
	2. Debt Service Coverage Ratio based on last audited financial statements a. Before transaction b. After transaction	Exempt for listed Banks/ NBFCs/ Insurance companies/ HFCs

Note: A 1, A2, A3…A5, B1, B2……..B7, C1, C2… C4 etc. mentioned in 1st Column of the above table is reference of the sub para as specified in the RPT Industry Standards.

(b) Justification that the proposed transaction is in the interest of the Bank, basis for determination of price and other material terms and conditions of RPT:

The proposed material Related Party Transactions form an integral part of the business of the Bank given the nature of the industry in which the Bank operates. All the aforesaid transactions are undertaken / will be undertaken pursuant to specific approvals / registrations/ licenses held by the Bank and in accordance with and subject to the compliance with the applicable laws including the Banking Regulation Act, 1949 and the directions/ master circulars issued by RBI thereunder and in furtherance of the business activities of the Bank. The details regarding basis for determination of price and other material terms and conditions of RPT are as mentioned in the table above.

(c) Disclosure that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director/ Whole Time Director / Manager and CFO of the Bank as required under the RPT Industry Standards:

The Audit Committee of the Bank at its Meeting held on March 11, 2026 had reviewed and noted the certificate provided by the Managing Director & CEO and the Chief Financial Officer of the Bank that the proposed Related party transactions are in the ordinary course of business and is / are in the interest of the Bank.

(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval:

The Audit Committee of the Bank at its Meeting held on March 11, 2026 reviewed the relevant details / documents provided by the Management and also the mandatory disclosure which is required to be made to the Audit Committee of the Bank in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025, and approved the Material Related Party Transactions, and recommended the same to the Board of Directors ("the Board"), subject to approval of the Members of the Bank.

Further, basis the approval / recommendation of the Audit Committee of the Bank, the Board had on June 29, 2026, approved the Material Related Party Transactions as stated above and recommended for approval of the Members of the Bank.

(e) Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

The details in respect of valuation considered by the Audit Committee of the Bank are as detailed in the table above under clause (a) "Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards". The valuation in reference to each nature of transaction shall be done in accordance with provisions of the approved applicable policies / framework of the Bank from time to time.

However, the Bank may obtain valuation(s)/other external party report, if required, at the time of undertaking the transaction.

(f) Any other information that may be relevant:

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, including the disclosure required under the RPT Industry Standards.

Based on the rationale provided above, your directors recommend the passing of the Ordinary Resolution as set forth in Item No. 4 of accompanying Notice, for the approval of the Members.

Mr. Thekepat Keshav Kumar, Nominee Director of State Bank of India, (Non-Executive and Non-Independent Director) and their relatives are interested in the above Resolution. None of the other Directors, Key Managerial Personnel and their relatives are concerned/interested in the above resolution except to the extent of their shareholding, if any, in the Bank and SBI.

The Members may please note that in terms of the applicable provisions of the SEBI Listing Regulations, the related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution provided at Item No. 4 of the accompanying Notice.

ITEM NO. 5:

In accordance with the provisions of Section 188 of the Companies Act, 2013 ("the Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per the requirement under Regulation 23(4) of SEBI Listing Regulations, related party transactions with Sumitomo Mitsui Banking Corporation (SMBC), if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business. As per clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations and as per the Bank's Policy on dealing with Related Party Transactions ("the Policy"), transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) the thresholds specified under Regulation 23 (1) read with Schedule XII of the SEBI Listing Regulations.

The Bank in its ordinary course of business engages in contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with SMBC, being a related party of the Bank, on an arm's basis, to meet its business requirements. For FY 2026-27 the following types of contracts/arrangements/transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SMBC are expected to exceed the applicable materiality thresholds of ₹ 2,864.64 crores.

As per the Bank's audited financial statements for the previous financial year ended i.e. March 31, 2026, the annual consolidated turnover of the Bank was ₹ 37,293 crores. Accordingly, for the purpose of assessing a material related party transaction, the threshold for the Bank in terms of Regulation 23 (1) read with Schedule XII of the SEBI Listing Regulations amounts to ₹ 2,864.64 crores, for an individual transaction or the aggregate of all transactions with a single RP taken together.

- Treasury transactions including Forex / Spot/ Forwards / Options / Other derivatives / off -balance sheet arrangements; purchase and sale of bonds & securities;
- Correspondent Banking including JPY Nostros and ₹ Vostros;
- Custodial and depository services by YBL to SMBC including Demat services and IBU Foreign Portfolio Investor (FPI) registrations;
- Funded and non-funded arrangements such as Joint lending opportunities, Assignments and Novation, Pass through certificates, Interbank participation, Loan Syndications, CDs/ Fee paid or received, other permissible product categories;
- Trade transactions including Stand by Letter of Credit ('SBLC') / Bank Guarantee ('BG') / other non-funded trade business etc. (all such facilities shall be fully secured by cash collateral of equivalent or higher value) and and Cash management.
- Borrowing – Call / Notice Money / Foreign Currency Borrowing;
- Referral arrangements
- Transaction Banking including cash management services

The Audit Committee of the Board ("ACB") and the Board of Directors, at their respective Meetings held in March 2026 and July 2026, had granted Omnibus Approval, including approval of the ISN and any modifications (the amendments were limited to expanding the description of other Fund Based / Non Fund Based Facilities to explicitly include additional permissible product categories) thereto, for the Material Related Party Transactions ("MRPTs") undertaken with SMBC during the Financial Year 2026–2027.

Further, in order to align the approval cycle on an AGM-to-AGM basis as per the practice of the Bank, the matter was presented before the ACB Meeting held on June 18, 2026, and thereafter before the Board Meeting held on June 29, 2026. The Audit Committee of the Board and the Board of Directors had at their aforesaid meetings recommended the said transactions for approval of the Members.

To ensure uninterrupted continuity of transactions undertaken in the ordinary course of business, the ACB and the Board recommend that the MRPT limits, as proposed to be placed before the shareholders, be approved for the period from the 22nd Annual General Meeting up to the 23rd Annual General Meeting.

In accordance with the requirement of Regulation 23 (4) of the SEBI LODR, the Bank seeks Members approval for MRPTs is proposed to be sought at the 22nd Annual General Meeting ("AGM") scheduled to be held on August 19, 2026, by way of Ordinary Resolution(s).

Further, in line with the Regulation 23 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("SEBI LODR") which provides that omnibus approval granted by the shareholders for MRPTs shall remain valid from the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive), from the date of passing this Resolution.

Pursuant to the SEBI Listing Regulations, the approval of Members of the Bank is sought for the aforementioned contracts/arrangements/transactions with SMBC for a total limit of ₹ 25,200 crores (Rupees Twenty Five Thousand Two Hundred Crores) and in accordance with the provisions of SEBI Listing Regulations, the approval of Members sought for the material related party transaction as given in Item No. 5 shall be valid the date of 22nd Annual General Meeting upto the date of 23rd Annual General Meeting (both days inclusive) for period not exceeding fifteen months.

The disclosure which is required to be provided to the Shareholders in accordance with the RPT Industry Standards is as under:

(g) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards:

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
A1	**Basic details of the related party**	
	1. Name	Sumitomo Mitsui Banking Corporation
	2. Country of incorporation	Japan
	3. Business	SMBC is a Japanese multinational banking and financial services group, a core part of the larger Sumitomo Mitsui Financial Group (SMFG). It is one of Japan's largest banks, with operations in over 40 countries and regions, offering a wide range of services centered on banking. They are also engaged in the leasing, securities, credit card, investment, mortgage securitization, venture capital and other credit related businesses. SMBC and its subsidiaries and affiliates have presence in various business segments. (Source: Google/SMBC)
A2	**Relationship (direct and indirect)**	
	1. Relationship between the Bank and the related party	The Bank is an associate of SMBC in terms of section 2 (6) of the Companies Act, 2013 and hence an RP in terms of section 2 (76) (viii) (A) of the Companies Act, 2013
	2. Shareholding/ capital contribution of the Bank in RP (%) direct or indirect	Nil
	3. Shareholding of RP in Bank (%)	SMBC holds ~24.9% of Paid-up share capital of the Bank as of March 31, 2026
	4. Nature of concern (financial or otherwise)	Financial
A3	**Details of previous transactions with the related party**	
	1. Nature and Value of transaction during FY 24-25	
	- by the Bank	SMBC was not a related party of the Bank during FY 24-25. The following transactions took place before SMBC becoming an RP on September 17, 2025. Transactions with SMBC outstanding as on September 16, 2025 (the day before SMBC becoming a related party): 1. 9 BGs @0.25%p.a. amounting to ₹ 205 crores 2. Extended unfunded (Bank Guarantee Limits) facilities to MNE client–AES (India) Engineering Limited, backed by 1 Standby LC from SMBC: ₹ 8 Crores
	- by the subsidiary (name of subsidiary)	Nil

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	2. Nature and Value of transaction during FY 25-26	
	- by the Bank	**<u>Transactions with SMBC after September 17, 2025, till March 31, 2026 (that is, after becoming a related party) ₹ 63.56 crores</u>** **(A) Treasury transactions that are bilaterally entered into between YBL and SMBC– ₹ 44.10 crores** - Forex / Forwards / Options / Other derivatives / off -balance sheet arrangements/ Nostro charges **(B) Custodial and depository services – ₹ 0.07 crores** - Demat services **(C) Trade transactions – ₹ 17.18 crores** - SBLC / BG / LCBD etc. **(D) Other Funded and Non-Funded arrangements – ₹ 2.21 crores** Loan syndication fees
	- by the subsidiary (name of subsidiary)	Nil
	3. Any default made by the RP under any transaction/ arrangement with the Bank/ its subsidiary during FY 2025-26	No
A4	**Amount of the proposed transaction(s)**	
	1. Amount of proposed transactions being placed for approval	**<u>Proposed Transactions with SMBC for FY2026-27</u>** **<u>₹ 25,200* crores</u>** *The Management has judiciously sought an enhanced limit for FY 2026-27 (₹ 25,200 crores), as compared to FY 2025-26 (₹ 11,000 crores), given the higher borrowings and trade transactions projected for the entire FY 2026-27. **(A) Treasury transactions that are bilaterally entered into between YBL and SMBC - ₹ 6,000 crores** (i) Non-Fund Based (Forex/SPOT/Forward/ Options (Onshore and Offshore) /OIS/ IRS/MIFOR)/Other Derivatives / etc **- ₹ 1,000 crores (credit equivalent)** (ii) Purchase and sale of bonds & securities- ₹ 5,000 Crores - Including PD/DCM Perspective–purchase/sale of Government Securities/ SDLs (State Development Loans)/Corporate Bonds/CPs (Commercial Papers) etc. on an OTC (Over the Counter) basis. **(B) Correspondent Banking- ₹ 5 crores (expressed in terms of P&L)** (i) JPY Nostro (ii) ₹ Vostro

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
		(C) Custodial and depository services- ₹ 15 crores (expressed in terms of P&L) (i) Demat services (ii) IBU Foreign Portfolio Investor (FPI) registration **(D) Call / Notice Money Borrowing, FCY borrowing in IBU or YBL- ₹ 5,000 crores** **(E) Other Funded and non-funded arrangements- ₹ 7,000 crores** Joint lending opportunities / Assignments and Pass-through certificates / Novation / Interbank participation / Loan Syndications / Fee Paid or received / other permissible product categories **(F) Trade transactions- ₹ 7,000 crores** BG, SBLC, other non-funded trade business transactions (including commission & fees on the above) **(G) Transaction Banking (Cash Management) ₹ 100 crores (expressed in terms of P&L)** Cash Management Services (CMS) / Cheque Truncation System (CTS) / Centralized Processing System (CPS)/IMPS Sub Membership / Cash & DD Printing / Tax Payments **(H) Referral Arrangements ₹ 80 crores (expressed in terms of P&L)** **Note:** With regard to SMBC, section 20 of the Banking Regulation Act will be applicable, along with para 14 and other related provisions of the Reserve Bank of India (Commercial Banks – Credit Risk Management) Directions, 2025. The management is assessing implications of the same, which might involve views of internal/external stakeholders. Any transaction shall be undertaken subject to the aforesaid RBI Directions. Each of the proposed transactions shall be strictly done in such a manner to ensure the Bank does not take any exposure on SMBC at any point of time.
	2. Whether the proposed transaction taken together with the transactions undertaken with the RP during the current FY would render the proposed transaction a material RPT?	Yes

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	3. Value as a % of Bank's consolidated turnover	67.57% (the consolidated turnover of the Bank for FY2025-26 was ₹ 37,293 crores and the said % has been determined by dividing the omnibus limit with consolidated turnover)

RPT Policy Threshold

RPT Policy Omnibus Criteria	Threshold	Proposed OA limit	Remark
Up to 30% of annual consolidated turnover of the Bank, **if transaction is in the nature of revenue or expenses**	30% of ₹ 37,293 crores (i.e. consolidated turnover of the Bank for FY 25-26) is ₹ 11,188 crores	₹ 200 crores (includes correspondent banking – Nostro charges, Custodial and depository services, Transaction Banking (Cash Management), referral arrangements and any other transaction expressed in terms of P&L)	Within limit as per threshold set in RPT policy
Up to 20% of the total assets, **if transaction is in the nature of capital/assets**	20% of ₹ 470,204 (i.e. the total assets of the Bank for FY 25-26) crores is ₹ 94,041 crores	₹ 25,000 crores (this includes Trade transactions such as BG, SBLC, etc; (non-funded business transactions), treasury transactions forex, swap, etc/bond sale-purchase/ call money, notice money, etc, and other funded/non-funded arrangements such as joint lending/novation/syndication / other permissible product categories, etc.)	Within limit as per threshold set in RPT policy

	4. Value as a % of subsidiary's standalone turnover	NA
	5. Value as a % of RP's consolidated turnover	3.93%
	6. Financial performance of related party (consolidated basis)	
	a. Turnover for FY 25-26	₹ 641,139 crores
	b. Profit after tax for FY 25-26	₹ 94,162 crores
	c. Net worth for FY 25-26	₹ 946,668 crores
Transaction-specific information	**Particulars**	
Type of transaction: B1	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
A5	1. Specific type of the proposed transaction	**(A) Treasury:** (i) Non-Fund Based/ (Forex/SPOT/Forward/Options/ Onshore and Offshore / OIS / IRS /MIFOR /Other Derivatives/etc (ii) Purchase and sale of bonds & securities*(* Including Purchase/Sale of Government Securities/SDLs (State Development Loans)/Corporate Bonds/CPs (Commercial Papers) etc. on an OTC (Over the Counter basis). **(B) Correspondent Banking:** (i) JPY Nostro (ii) ₹ Vostro **(C) Custodial and depository services:** (i) Demat services (ii) IBU Foreign Portfolio Investor (FPI) registration **(D) Referral Arrangements**
	2. Details of each type of the proposed transaction	**(A) Treasury:** The deals will be for Forex, rates, options and other derivatives including FRA (Forward Rate Agreements) and Forwards, purchase and sale of bonds & securities. These are transactions that are bilaterally* entered into between YBL and SMBC and are in the ordinary course of the business of YBL. *Bilateral Transactions shall exclude which are entered via CCIL Platforms/ NDS OM (Negotiated Dealing System–Order Matching), where at the point of dealing, the Bank does not have the knowledge of the counter party on the other side. Accordingly, for such transactions the Bank is not proposing an omnibus limit. **(B) Correspondent Banking:** YBL currently maintains 2 JPY Nostro accounts. YBL is proposing to open an ₹ Vostro Account with SMBC. The transaction shall be in the ordinary course of business of YBL. Terms and conditions shall depend on mutual negotiation and market practices. **(C) Custodial and depository services shall include:** (i) SMBC IBU FPI Registration- YBL may provide custodial services as permitted under the said Regulations, such as issuance of FPI license to SMBC (if required), and other services such as Demat and Professional Clearing Member (PCM) services. (ii) SMBC Demat account- As a part of its ordinary course of business as a DP, SMBC maintains a demat account with YBL for the purpose of holding shares of the YBL. **(D) Referral Arrangements –** with respect to various permissible products or services of either party, to be entered into, as a part of ordinary course of business on a non-risk participation basis.
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	5. Value of the proposed transaction during a financial year	<u>**Total proposed transactions- ₹ 6,100 crores**</u> **(A) Treasury transactions that are bilaterally entered into between YBL and SMBC** (i) Non-Fund Based (Forex/SPOT/Forward/ Options (Onshore and Offshore) /OIS/ IRS/MIFOR)/Other Derivatives/etc **– ₹ 1,000 crores (credit equivalent amount)** (ii) Purchase and sale of bonds & securities–₹ 5,000 Crores - Including PD/DCM Perspective–purchase/sale of Government Securities/ SDLs (State Development Loans)/Corporate Bonds/CPs (Commercial Papers) etc. on an OTC (Over the Counter) basis. **(B) Correspondent Banking- ₹ 5 crores (expressed in terms of P&L)** (i) JPY Nostro (ii) ₹ Vostro **(C) Custodial and depository services- ₹ 15 crores** (i) Demat services (ii) IBU Foreign Portfolio Investor (FPI) registration **(D) Referral Arrangements – ₹ 80 crores**
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	These transactions are in the interest of the Bank and are undertaken by the Bank as part of its ordinary course of business: 1. These transactions are a part of the usual treasury function of the Bank. The Bank routinely undertakes derivative transactions and purchase and sale of securities with other banks / financial institutions. 2. Nostro accounts would enable YBL to facilitate foreign-exchange transactions, cross-border payments to its customers. Similarly, Vostro account would enable YBL to facilitate INR transactions, domestic payments, and local collections on behalf of SMBC. 3. Custodial and depository services are in furtherance of the business of YBL as a SEBI-registered custodian. Demat Account services are in furtherance of the business of YBL as a SEBI-registered depository participant. The Bank routinely renders such services to other financial institutions. 4. Referral arrangements – contribute to the overall revenues of the Bank on a non-risk participation basis.
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No, Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino are employees of SMBC and nominated as directors on the Board of the Bank, as nominees of SMBC. However, none of the directors of the Bank, including the nominee directors as above, are concerned or interested in the proposal in terms of section 184 (2) of the Companies Act, 2013
	a. Name of director/ KMP	Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	8. Copy of valuation report or other external party report, if any	Valuations in case the different type of Treasury products will differ basis the underlying features of the product and the same shall be done in accordance with provisions of the approved applicable policies / framework (including directions given by Asset Liability Committee (ALCO) of the Bank from time to time, at the time of undertaking such transaction.
	9. Other information relevant for decision making.	None
B1	1. Bidding or any other process, if any, for choosing the counterparty	1. Forex desk assign limits to interbank counterparts' basis the necessary counterparty/ settlement limit approval. Once the bank limits are assigned, the Bank sets the limits for the counterparty banks on various order matching platforms and for OTC trades. Based on the best market bid/offer available deals get executed on electronic trading platforms or via OTC. 2. For GSec trading, the Bank does not require any counterparty limits as the settlement is guaranteed by CCIL. Based on the two-way quote at the time of trade, if a deal is struck, it is settled on CCIL NDSOM reporting platform. 3. For corporate bonds, secondary market trades are mostly concluded OTC and then settled on the corporate bond settlement platforms offered by NSE/BSE. OTC trades are either facilitated by brokers or directly concluded. Counterparties may or may not be known before conclusion of a trade. 4. For JPY nostro, Financial Institutions (FI) team compares the commercials shared by them against other banks. 5. Referral arrangements shall be entered by the Bank as a part of its ordinary course of business on a non-risk participation basis, and commercials shall be determined on the basis of prevalent market practice and/or commercial considerations.
	2. Basis of determination of price	Treasury transactions shall be at terms uniformly applicable to all counterparties (related/ unrelated) and the Bank will not incur any specific financial indebtedness in order to undertake such transactions with the related parties. Further such transactions shall be done in accordance with provisions of the approved applicable policies / framework (including directions given by Asset- Liability Committee (ALCO) of the Bank from time to time. Custodian services, IBU FPI registration services will be as per the agreed terms of the facilities with related parties subject to the regulatory guidelines and Bank's internal policies which are uniformly applicable to all the customers. Referral arrangements shall be entered by the Bank as a part of its ordinary course of business on a non-risk participation basis and commercials shall be determined on the basis of prevalent market practice and/or commercial considerations.
	3. In case of Trade advance proposed to be extended to the RP in relation to the transaction, specify the following	Customarily, there is no norm of extending trade advances for undertaking Treasury transactions, Correspondent banking or Custodial & depository services.
	a. Amount of advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating	NA

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	Justification for arm's length	**1. Treasury:** For ascertaining arm's length rate scan is performed for all transactions i.e., those executed through NDS OM as well as those undertaken bilaterally. Operations team publishes a rate-scan report 3 times a day and concurrent auditors also report all deals that fail the rate-scan in their monthly report. For any outliers noted in the rate scan report, the Bank reports the same to Asset Liability Committee (ALCO) on a periodic basis. **2. Correspondent banking:** The Bank in its normal course opens Nostro accounts overseas and terms and conditions of the proposed Nostro with SMBC shall be in accordance with terms and conditions as prevalent in the market. **3. Custodial & depository services:** YBL has standard rates and charges for the provision of custodial services for similar customers, which shall be followed in such transactions. Demat Account–YBL has standard rates and charges for the opening and maintaining a Demat account for similar customers, which shall also be followed in such transactions. The bank has provided Demat account to SMBC under custodial services. The Bank will ensure arms' length by following the standard rates and charges. The standard rates for such services ranges ~₹ 52,000 (USD 600) to ~₹ 4,50,000 (USD 5,000) per annum. **4. Referral arrangements –** Such transactions shall be entered by the Bank as a part of its ordinary course of business on a non-risk participation basis, and commercials shall be determined on the basis of prevalent market practice and/or commercial considerations.
Transaction-specific information	**Particulars**	
Type of transaction: B1	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
A5	1. Specific type of the proposed transaction	**Trade transactions**
	2. Details of each type of the proposed transaction	**(A) Trade Transactions:** Bank Guarantee ('BG')/ Stand by Letter of Credit ('SBLC'), etc. YBL and SMBC may enter into various arrangements to facilitate trade requirements of respective clients, for example, LC, guarantee issuances, standby LC funding. **(B) Transaction Banking (Cash Management):** Cash Management Services (CMS) (expressed in terms of P&L)/ Cheque Truncation System (CTS) / Centralized Processing System (CPS), IMPS Sub-Membership / Cash & DD Printing / Tax Payments. YBL, in course of its ordinary business activities, provides CMS to its customers, which includes cash deposits, cheque collections and tax payments, etc.
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	5. Value of the proposed transaction during a financial year	**Total proposed transactions–₹ 7,100 crores** **(A) Trade transactions- ₹ 7,000 crores** BG, SBLC and any other non-funded business transactions (including commission & fees on the above) **(B) Transaction Banking (Cash Management)- ₹ 100 crores (expressed in terms of P&L)** Cash Management Services (CMS) / Cheque Truncation System (CTS) / Centralized Processing System (CPS)/IMPS Sub-Membership / Cash & DD Printing / Tax Payments
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	These transactions shall be in the interest of YBL: 1. **Trade Transactions –** YBL and SMBC issue Letter of Credit/ Bank Guarantees/ and other forms of non-funded trade transactions in their ordinary course of business. The transactions will facilitate trade requirements of respective clients. 2. **Transaction Banking Services:** Cash Management Services (CMS) / Cheque Truncation System (CTS) / Centralized Processing System (CPS) / IMPS Sub-Membership / Cash & DD Printing / Tax Payments
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No, Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino are employees of SMBC and nominated as directors on the Board of the Bank, as nominees of SMBC. However, none of the directors of the Bank, including the nominee directors as above, are concerned or interested in the proposal in terms of section 184 (2) of the Companies Act, 2013
	a. Name of director/ KMP	Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
	8. Copy of valuation report or other external party report, if any	Nil
	9. Other information relevant for decision making.	None
B1	1. Bidding or any other process, if any, for choosing the counterparty	This is trade finance / CMS business for YBL and hence this process will be defined at SMBC's end.
	2. Basis of determination of price	1. **Trade Transactions –** SBLC, BG, etc.–The rates will be in alignment with that charged by other banks. The charges for each transaction will be determined through internal discussions, market rate and industry benchmarking. The Bank has a pricing matrix or standard rate card for such transactions. 2. **Transaction Banking Services** such as Cash Management Services (CMS) / Cheque Truncation System (CTS) / Centralized Processing System (CPS) /IMPS Sub-Membership / Cash & DD Printing / Tax Payments, are done by the Bank in its ordinary course of business as per standard rate/pricing and thus will be at arm's length. YBL has standard rates and charges for the provision of cash management services for similar customers, which shall be followed in such transactions. The Bank will ensure arms' length by following the standard rates and charges.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	3. In case of Trade advance proposed to be extended to the RP in relation to the transaction, specify the following	Customarily, there is no norm of extending trade advances for undertaking such transactions.
	a. Amount of advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating	NA
	Justification for arm's length	1. **Trade Transactions –** SBLC, BG, etc.–The rates will be in alignment with that charged by other banks. The charges for each transaction will be determined through internal discussions, market rate and industry benchmarking. The Bank has a pricing matrix or standard rate card for such transactions. 2. **Transaction Banking Services** such as Cash Management Services (CMS) / Cheque Truncation System (CTS) / Centralized Processing System (CPS) /IMPS Sub-Membership / Cash & DD Printing / Tax Payments, are done by the Bank in its ordinary course of business as per standard rate/pricing and thus will be at arm's length. YBL has standard rates and charges for the provision of cash management services for similar customers, which shall be followed in such transactions. The Bank will ensure arms' length by following the standard rates and charges.
Type of transaction: B1	**Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	Other Funded and non-funded arrangements
A5	1. Specific type of the proposed transaction	Joint lending opportunities / Assignments and Pass-through certificates / Novation / Interbank participation / Loan Syndications / Fee Paid or received / other permissible product categories
	2. Details of each type of the proposed transaction	1. Joint lending opportunities: YBL and SMBC may undertake co-lending transactions, particularly in NBFC segment where offshore funding through External Commercial Borrowings (ECB) route is arranged by SMBC, and rupee funding is arranged by YBL, or in any other manner. Any arrangement shall be in accordance with relevant directions issued by RBI from time to time. 2. Assignments and Pass-Through Certificates (PTCs): YBL and SMBC may undertake loan assignment or securitization transactions with each other, or together with third parties, in accordance with RBI Directions on Transfer and Distribution of Credit Risk, and RBI Directions on Securitization, and respective policies framed thereunder, and such other laws as may be applicable. Loan assignments/securitization transactions are ordinarily undertaken by banking entities. SMBC and YBL may also co-invest in the PTCs issued by third parties. Such activities are undertaken in the ordinary course of business of YBL. 3. Interbank Participation Certification (IBPC): YBL and SMBC may buy IBPCs issued by each other. Such activities are undertaken in the ordinary course of business of YBL. 4. Loan Syndication: YBL may transfer loan exposures to SMBC pursuant to an assignment or under a securitization arrangement. The transaction shall be in accordance with RBI Directions on Transfer and Distribution of Credit Risk, and RBI Directions on Securitization of Standard Assets, and respective policies framed thereunder. 5. Novation: By entering into Novation agreements, the Bank will be able to manage risk more efficiently and releases them from future obligations and potential liabilities under that contract.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes
	5. Value of the proposed transaction during a financial year	Other Funded and non-funded arrangements- ₹ 7,000 crores Joint lending opportunities / Assignments and Pass-through certificates / Novation / Interbank participation / Loan Syndications / Fee Paid or received / other permissible product categories
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	These transactions shall be in the interest of YBL since: 1. Joint lending opportunities -YBL enters into co-lending arrangements in the ordinary course of business. The transaction would enable YBL to cater to customer needs and thus enhance customer base. 2. Loan assignment / securitization transactions are undertaken by YBL in the ordinary course of business. These transactions would enable YBL to free-up capital to the purpose of further business. Such transactions will also assist YBL in better management of its asset exposure. 3. IBPC transactions will assist the bank in better management of its asset exposure. 4. Loan Syndication–Such loans will assist the bank in shoring up its liability books across various tenors and assist in diversification of borrowings.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No. Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino are employees of SMBC and nominated as directors on the Board of the Bank, as nominees of SMBC. However, none of the directors of the Bank, including the nominee directors as above, are concerned or interested in the proposal in terms of section 184 (2) of the Companies Act, 2013.
	a. Name of director/ KMP	Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
	8. Copy of valuation report or other external party report, if any	Valuation with respect to buying and selling of loans (including syndications / Direct Assignment / Inter Bank Participation Contract) will be done, if so required, in accordance with provisions of the Board approved Credit Policy/Investment policy of the Bank.
	9. Other information relevant for decision making.	NA
B1	1. Bidding or any other process, if any, for choosing the counterparty	NA
	2. Basis of determination of price	This will vary basis the nature of the transaction and the business requirements, market dynamics and liquidity position of the Banks at that point in time and the Bank's relevant internal policies.
	3. In case of Trade advance proposed to be extended to the RP in relation to the transaction, specify the following	NA
	a. Amount of advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating	NA
	Justification for arm's length	1. Joint lending opportunities–The arrangements shall be done on similar terms and conditions as done with unrelated parties. Also, any arrangement shall be done in accordance with the RBI directions in this regard. Hence, the transactions shall be at arms' length. 2. Loan assignments & PTCs–Transactions shall be undertaken on similar terms and conditions as undertaken with unrelated parties, as per prevalent market scenario. Also, YBL shall adhere to relevant RBI directions and board-approved policies in this regard. Further, IBPC and PTC transactions would be in ordinary course of business, and the rates and pricing will be market linked. Hence, ensuring that the transaction is on arms' length basis. 3. IBPC/Loan syndication/Novation- This will be in ordinary course of business, and the rates and pricing will be market linked.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
Type of transaction: B5	**Borrowings by the Bank/ its subsidiaries**	
A5	1. Specific type of the proposed transaction	**Borrowing in Call / Notice Money, FCY borrowing in IBU or YBL**
	2. Details of each type of the proposed transaction	YBL might be entering into borrowing transactions with SMBC e.g., Call / Money borrowings, FCY Borrowing. Borrowings may include bilateral agreements. YBL undertakes such borrowings in the ordinary course of its business for supporting its business needs and diversification of sources of borrowing.
	3. Tenure	From the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive) for a period not exceeding fifteen months
	4. Whether omnibus approval is being sought?	Yes
	5. Value of the proposed transaction during a financial year	Borrowing in Call / Notice Money, FCY borrowing in IBU or YBL – ₹ 5000 crores
	a. If proposed transaction is multi year basis then financial year-wise estimated break-up	No
	6. Justification of transaction being in the interest of the Bank	YBL undertakes such borrowings in the ordinary course of its business for supporting its business needs and diversification of sources of borrowing.
	7. Interest of Director/ KMP/ promoter of the Bank in the transaction	No, Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino are employees of SMBC and nominated as directors on the Board of the Bank, as nominees of SMBC. However, none of the directors of the Bank, including the nominee directors as above, are concerned or interested in the proposal in terms of section 184 (2) of the Companies Act, 2013
	a. Name of director/ KMP	Mr. Rajeev Veeravalli Kannan and Mr. Shinichiro Nishino
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
	8. Copy of valuation report or other external party report, if any	Nil
	9. Other information relevant for decision making.	Comparison with our cost of funds published by Balance Sheet Management Group (BSMG) Note: With regard to SMBC, section 20 of the Banking Regulation Act will be applicable, along with para 14 and other related provisions of the Reserve Bank of India (Commercial Banks – Credit Risk Management) Directions, 2025. The management is assessing implications of the same, which might involve views of internal/external stakeholders. Any transaction shall be undertaken subject to the aforesaid RBI Directions.

RP-specific Information	Particulars of the Information	Details of Related Party Transactions
B5	**Transaction Details:**	
	1. Material covenants of transaction	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.'
	2. Interest rate (numerical value/ base rate and applicable spread)	This will vary basis the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	3. Cost of borrowing	This will vary in the basis of the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	4. Maturity / due date	This will vary in the basis of the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	5. Repayment schedule & terms	This will vary in the basis of the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	6. Security Details: Whether secured or unsecured?	This will vary in the basis of the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	7. If secured then: a. Nature of security	This will vary in the basis of the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	b. Security coverage ratio	This will vary in the basis of the transaction and the business requirements, market dynamics and liquidity position of either of the banks at that point in time.
	9. Purpose of utilization of funds	Banking function in ordinary course of business
	Justification for arm's length	The terms of borrowing, including the interest, etc. would be aligned with similar transactions entered into by YBL or as per prevalent market standards.
	Details of comparable transactions	NA
C4	1. Debt to Equity Ratio based on last audited financial statements a. Before transaction b. After transaction	Exempt for listed Banks/ NBFCs/ Insurance companies/ HFCs
	2. Debt Service Coverage Ratio based on last audited financial statements a. Before transaction b. After transaction	Exempt for listed Banks/ NBFCs/ Insurance companies/ HFCs

Note: A 1, A2, A3…A5, B1, B2……..B7, C1, C2… C4 etc. mentioned in 1st Column of the above table is reference of the sub para as specified in the RPT Industry Standards.

(h) Justification that the proposed transaction is in the interest of the Bank, basis for determination of price and other material terms and conditions of RPT:

The proposed material Related Party Transactions form an integral part of the business of the Bank given the nature of the industry in which the Bank operates. All the aforesaid transactions are undertaken / will be undertaken pursuant to specific approvals / registrations/ licenses held by the Bank and in accordance with and subject to the compliance with the applicable laws including the Banking Regulation Act, 1949 and the directions/master circulars issued by RBI thereunder and in furtherance of the business activities of the Bank. The details regarding basis for determination of price and other material terms and conditions of RPT are as mentioned in the table above.

(i) Disclosure that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director/ Whole Time Director / Manager and CFO of the Bank as required under the RPT Industry Standards:

The Audit Committee of the Bank at its Meeting held on March 11, 2026 had reviewed and noted the certificate provided by the Managing Director & CEO and the Chief Financial Officer of the Bank that the proposed Related party transactions are in the ordinary course of business and is / are in the interest of the Bank.

(j) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval:

The Audit Committee of the Board ("ACB"), at its meetings held on March 11, 2026, and the Board at its meeting held on March 20, 2026, granted omnibus approval for the Material Related Party Transactions ("MRPTs") proposed to be undertaken with SMBC during the Financial Year 2026–27, which were subsequently approved through Postal Ballot on April 24, 2026.

In order to align the approval cycle on an AGM-to-AGM basis, the matter was presented before the adjourned ACB Meeting held on June 18, 2026, and thereafter before the Board Meeting held on June 29, 2026.

To ensure uninterrupted continuity of transactions undertaken in the ordinary course of business, the ACB and the Board recommend that the MRPT limits, as proposed to be placed before the shareholders, be approved for the period from the 22nd Annual General Meeting up to the 23rd Annual General Meeting.

In accordance with the requirement of SEBI LODR, the Bank seeks Members approval for MRPTs is proposed to be sought at the 22nd Annual General Meeting ("AGM") scheduled to be held on August 19, 2026, by way of Ordinary Resolution(s).

Further, in line with the Regulation 23 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("SEBI LODR") which provides that omnibus approval granted by the shareholders for MRPTs shall remain valid from the date of the 22nd Annual General Meeting up to the date of the 23rd Annual General Meeting (both days inclusive), from the date of passing this Resolution.

(k) Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

The details in respect of valuation considered by the Audit Committee of the Bank are as detailed in the table above under clause (a) "Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards". The valuation in reference to each nature of transaction shall be done in accordance with provisions of the approved applicable policies / framework of the Bank from time to time.

However, the Bank may obtain valuation(s)/other external party report, if required, at the time of undertaking the transaction.

(l) Any other information that may be relevant:

All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, including the disclosure required under the RPT Industry Standards.

Based on the rationale provided above, your directors recommend the passing of the Ordinary Resolution as set forth in Item No. 5 of accompanying Notice, for the approval of the Members.

Mr. Shinichiro Nishino and Mr. Rajeev Veeravalli Kannan, Non-Executive and Non-Independent Directors (Nominee(s) of SMBC) and their relatives are interested in the above Resolution. None of the other Directors, Key Managerial Personnel and their relatives are concerned/ interested in the above resolution except to the extent of their shareholding, if any, in the Bank and SMBC.

The Members may please note that in terms of the applicable provisions of the SEBI Listing Regulations, the related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution provided at Item No. 5 of the accompanying Notice.

ITEM NO. 6:

A strong capital base would enhance YES Bank's ability to grow and also positively influence its external credit ratings, and strengthen stakeholder confidence—including regulators and investors. A higher CET 1 and CRAR ratio would reflect the Bank's prudence and readiness to tap into available growth opportunities, absorb unforeseen shocks, providing resilience and ensuring financial stability during periods of unforeseen economic stress. In line with this, the Bank assesses corresponding capital requirement assessed to support such growth in a calibrated manner over the medium - long term.

In this context, the Bank intends to be in a state of readiness to raise equity capital as and when suitable opportunity is presented, with an objective to 1) further strengthen its CET 1 ratio, 2) fund the business growth envisaged under its long-term strategy, and 3) support its long-term strategic objectives and to mitigate / address the impact of any unforeseen risks / stress scenarios and 4) provide the Bank with the flexibility to evaluate and pursue any available inorganic opportunities that are consistent with its Board-approved strategy, subject to receipt of applicable regulatory approvals.

Further, given the strong growth rebound in the industry coupled with Bank's improving financial performance and rating upgrade trajectory ((most recently reflected in Moody's upgrade of the Bank's long-term a Stable outlook, and the upgrades of the Bank's long-term ratings on its Infrastructure Bonds and Basel III Tier 2 Bonds by ICRA to 'ICRA AA (Stable)' from 'AA- (Stable)' and by CareEdge Ratings to 'CARE AA+ (Stable)' from 'CARE AA- (Stable)), the Bank is well-positioned to consider equity fund raise.

The Members of the Bank, at the last Annual General Meeting ("AGM") held on August 21, 2025, had granted an enabling authorization for raising equity capital of up to ₹ 7,500 crores. This approval remains valid for a period of one (1) year from the date of the AGM and is, therefore, due for renewal. This approval is sought only as a matter of prudent capital-planning readiness and provides flexibility to act should a suitable opportunity arise.

The quantum of ₹ 7,500 crores now proposed for shareholder's approval has been re-assessed by the Board considering capital trajectory envisaged under a) Bank's growth plan, b) the Bank's current CET 1 and CRAR position relative to peers, and c) the projected growth in risk-weighted assets and its capital accretion roadmap, and is considered appropriate to support the Bank's long-term growth plans while maintaining adequate capital buffers.

In view of the above, the Bank through this special resolution seeks an enabling approval from the Members of the Bank, to create, offer, issue and allot such number of equity shares and/or any other equity linked securities (including, in the form of shares, warrants, convertible securities (including preference shares convertible into equity shares, fully/ partly convertible debentures and foreign currency convertible / exchangeable bonds), American Depository Receipts ("ADRs"), Global Depository Receipts ("GDRs") not exceeding ₹ 7,500 crores and subject to an aggregate dilution cap of 10% (including dilution on account of issuance of equity securities in terms of this resolution and potential dilution on account of such convertible debt securities approved in terms of Item No. 7) by way of placement of shares by way of further public offering, qualified institutions placement ("QIP") or private placement in international markets through ADRs/GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures/ non-convertible debentures with warrants, with a right exercisable by the warrant holder to exchange the said warrants with equity shares, preference shares convertible into equity shares, and/ or any other financial instruments or securities convertible into or exchangeable or fungible with equity shares, whether rupee denominated or denominated in foreign currency or a public issue or any other methods, with or without a green shoe option to any eligible person, including qualified institutional buyers, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the securities or not (collectively referred to as the "Investors"), at such price or at a discount or premium to market price, as permitted under applicable laws, and in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of securities and/or categories of Investors to whom to offer, issue and allot such securities as may be permitted under applicable laws and regulations.

It is expected that any issuance of equity shares by way of QIP would be made primarily to qualified institutional buyers, including mutual funds, insurance companies, foreign portfolio investors and such other qualified institutional buyers as defined under the SEBI ICDR Regulations, in accordance with the SEBI ICDR Regulations. The pricing of any such issue of equity shares through a QIP shall be determined in accordance with the floor price mechanism prescribed under Chapter VI of the SEBI ICDR Regulations, and any discount, if offered, shall not exceed the limit permitted thereunder.

Any equity proposed to be issued under Item No. 6, along with equity issuance resulting from any conversion of convertible debt securities which are proposed to be issued under Item No. 7, will together be limited to a maximum dilution of 10%. Specifically, equity proposed to be issued within the ₹ 7,500 crores limit under Item No. 6 and any kind of convertible debt proposed to be issued within the ₹ 8,500 crores limit under Item No. 7 would not cause total dilution to exceed 10%.

The issuance of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject to the applicable laws, guidelines, notifications, rules and regulations (including but not limited to, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, and the Depository Receipts Scheme, 2014), subject to necessary approvals, consents and permissions from the relevant parties and statutory/regulatory authorities, as may be applicable.

The securities may be issued to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its Committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Section 62(1)(a) of the Companies Act, 2013 provides, inter alia, shares may be issued to persons who are not the existing shareholders of a company, if the company is authorized by a Special Resolution passed by its Members. Since the Special Resolution proposed in the Notice appended herewith may result in the issue of equity securities of the Bank to persons other than existing Members of the Bank, consent of the Members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and other applicable laws.

Any issuance of securities will also be subject to the pre-emptive rights of Sumitomo Mitsui Banking Corporation set out under the Articles of Association of the Bank and as approved by the shareholders of the Bank at their annual general meeting held on August 21, 2025.

The said proposal was approved by the Board of Directors of the Bank at its meeting held on June 29, 2026.

The agreement(s), Memorandum of Association or Articles of Association as mentioned in the resolution are available for inspection by the Members of the Bank electronically during official hours on all working days from the date of circulation of this notice up to the date of the Annual General Meeting.

Based on the facts stated above, the Board is of the opinion that the authorization for raising of capital through the issuance of equity securities of an amount up to ₹ 7500 crores, as aligned with the Bank's Board-approved long-term strategy and ICAAP, would be in the interest of the Bank to have the ability to raise capital in case any such opportunities arises, meet the Bank's long term strategy, ensure capital sufficiency and therefore, the Board recommends the passing of the Special Resolution as set forth in Item No 6. of this Notice.

The Directors and Key Managerial Personnel of the Bank and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are directors or members.

Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

ITEM NO. 7:

In terms of Section 42 of the Companies Act, 2013 ("Act"), read with Rule 14 and other applicable Rules of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the company, by a special resolution, for each of the offer or invitations/ subscriptions. In case of offer or invitation for subscription of non-convertible debentures, in case of the offer or invitation where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in Section 180(1)(c) of the Act, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitations for subscription of such debentures during the year. In this regard, it may be noted that the Members of the Bank at the 14th Annual General Meeting of the Bank held on June 12, 2018 had approved an overall borrowing limit of ₹ 1,10,000 Crores, which is currently valid.

The Members of the Bank, at the last Annual General Meeting ("AGM") held on August 21, 2025, had granted an enabling authorization for raising debt capital of up to ₹ 8,500 Crores. This approval remains valid for a period of one (1) year from the date of the AGM, and is, therefore, due for renewal.

As part of the periodic review of sufficiency of its capital adequacy, the Bank has freshly assessed the requirement of debt capital, including in light of the projected growth in risk-weighted assets, the residual maturity profile of the Bank's existing Tier 2 Bonds (which continue to get grandfathered as they approach maturity), and the headroom available within the overall borrowing limit approved by the Members of the Bank at the 14th Annual General Meeting held on June 12, 2018.

For enabling the Bank to evaluate a potential fund raising at an appropriate time, the Board of Directors seek approval from Members of the Bank for borrowing/ raising funds in Indian/ foreign currency by issue of eligible debt securities up to ₹ 8,500 crores (Rupees Eight Thousand Five Hundred

Crores only), a quantum re-assessed in alignment with the trajectory envisaged under the Bank's mid to long term growth strategy and subject to an aggregate dilution cap of 10% (including potential dilution on account of such convertible debt securities in terms of this resolution and any other issuance of equity securities as approved in terms of Item No. 6). It may include (but not limited to) non-convertible debentures, bonds, MTN (Medium Term Notes), Additional Tier 1 (AT1) bonds, Perpetual Debt Instruments (PDI), Tier 2 bonds, or any other instruments qualifying as Tier I/ Tier II capital in accordance with and subject to the terms and conditions specified in the applicable directions of the RBI, long-term infrastructure bonds, foreign currency convertible/ exchangeable bonds or such other securities as may be permitted by the RBI, pursuant to the relevant provisions of the applicable circulars or guidelines issued by the RBI (including but not limited to the RBI directions titled Reserve Bank of India (Commercial Banks–Prudential Norms on Capital Adequacy) Directions, 2025 and, in the case of issuances from the Bank's IFSC Banking Unit at GIFT City, the applicable regulations and directions issued by the IFSCA. The Bank may raise funds in one or more tranches and/or series in domestic and/or overseas market from eligible investors on private placement basis, as per the agreed structure and limits permitted by the RBI and other regulatory authorities on such terms and conditions (including the price, coupon, premium/ discount, tenor, listing (if any), proposed time schedule, purposes or objects of offer etc.) determined/ considered appropriate by the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, and subject to the pre-emptive rights of Sumitomo Mitsui Banking Corporation set out under the Articles of Association of the Bank and as approved by the shareholders of the Bank at their annual general meeting held on August 21, 2025 . This would form part of the overall borrowing limits under Section 180(1)(c) of the Act, as approved by the Members of the Bank at the 14th Annual General Meeting held on June 12, 2018.

The proposed limit of ₹ 8,500 Crores under this resolution allows the Board flexibility to issue convertible debt securities, which along with any equity issuance under Item No. 6 will be capped at 10% dilution. To clarify, if convertible debt securities are proposed to be issued, their value would be counted towards both (i) the ₹ 7,500 Crores thresholds under Item No. 6; and (ii) the ₹ 8,500 crores threshold under Item No. 7. Importantly, aggregate dilution under Item No. (s) 6 and 7, would be capped at 10%. This resolution does not alter the overall borrowing limit of ₹ 1,10,000 Crores, as approved at the 14th Annual General Meeting on June 12, 2018.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing regulations. Further, debt securities may be issued either at par/ premium/ discount to the face value depending upon the prevailing market conditions, as permitted by the relevant applicable regulations.

A strong capital base would enhance YES Bank's ability to grow, improve external credit ratings, and build stakeholder confidence–including amongst regulators and investors. A higher Tier 1 and Tier 2 Capital position and a healthy CRAR would reflect the Bank's prudence and readiness to absorb unforeseen shocks, providing resilience and ensuring financial stability during periods of economic stress. It can further facilitate long-term funding and enable the Bank to pursue strategic growth opportunities. In addition to the above, the Bank's Tier 2 Bonds continue to get grandfathered as they keep approaching maturity. It is therefore desirable for the Bank to maintain and sustain optimal CRAR levels through timely capital planning, consistent with Bank's growth trajectory.

Given the above context, supported by the Bank's improving performance, recent rating actions (including the upgrade by Moody's of the Bank's long-term ratings from Ba2 to Ba1, with a Stable outlook, the assignment by S&P Global Ratings of an inaugural long-term issuer credit rating of 'BB+' with a Stable outlook, and the upgrades of the Bank's long-term ratings on its Infrastructure Bonds and Basel III Tier 2 Bonds by ICRA to 'ICRA AA (Stable)' from 'AA- (Stable)' and by CareEdge Ratings to 'CARE AA+ (Stable)' from 'CARE AA- (Stable), and the intent to raise long-term funding, whenever such an opportunity is presented, the Bank may consider issuing long-term debt securities, including those towards fulfilling any sustainability objectives.

Based on the facts stated above, the Board is of the opinion that the authorization for raising of debt through issuance of eligible debt securities of an amount up to ₹ 8,500 Crores, in alignment with the Bank's growth strategy, would be in the interest of the Bank to have the ability to raise funds in case any such opportunities arises, meet the Bank's long term strategy and therefore, the Board recommends the passing of the Special Resolution as set forth in Item No. 7 of this Notice.

The said proposal was approved by the Board of Directors of the Bank at its meeting held on June 29, 2026.

This resolution is an enabling resolution and authorizes the Board of Directors of the Bank to offer or invite subscription for debt securities, as may be required by the Bank, from time to time, for a year from the date of passing of this Resolution.

The Directors and Key Managerial Personnel of the Bank and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are directors or members.

Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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Place: Mumbai
Date: July 18, 2026

By Order of the Board
For YES BANK Limited

Sd/-
Sanjay Abhyankar
Company Secretary
(Membership No: ACS 13727)

Registered office:
YES BANK House,
Off Western Express Highway,
Santacruz East, Mumbai 400055,
Maharashtra, India

YES BANK

THE DETAILS OF MR. SHIVAKUMAR DEGA SEEKING RE-APPOINTMENT AS DIRECTOR LIABLE TO RETIRE BY ROTATION, PERTAINING TO THE ITEM NO. 2 OF THE NOTICE, PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 2:

Brief Profile of Mr. Shivakumar Dega:

Age (in years)	66 years
DIN	00364444
Nationality	Indian
Date of first appointment on Board	June 27, 2025
Qualification	B Tech, MBA
Brief Resume including experience	Mr. Shivakumar has held various leadership positions in Indian and Multi-National Companies. Shivakumar (commonly known as Shiv) is associated with Advent International, a global private equity firm, as Operating Partner and is based out of Gurgaon. Before his role at Advent International, he was the Group Executive President of Corporate Strategy at Aditya Birla Group. Prior to joining Aditya Birla Group, Shiv was the Chairperson and Chief Executive Officer at PepsiCo Holdings Private Limited in India. He also served as the CEO for Emerging Markets at Nokia overseeing 92 countries. Shivakumar worked at Hindustan Unilever Limited where he spent 19 years in sales, marketing, and general management positions. In 2003, he joined Philips India as Chief Executive Officer of the consumer electronics division. Shiv has graduated from IIT Madras, IIM Calcutta and Wharton School of Business. **Awards Achievements** ▪ AAMO Asian Leadership Award 2020 ▪ Indian Business leader of the year 2019 issued by KPMG and Horasis Institute ▪ India's Top 10 Speaker issued by Speak in Bureau in 2018 ▪ India's Most Trusted CEO 2017 issued by WCRC **Notable experiences** ▪ Shiv is credited for driving Nokia's brand from No. 71 to No. 1 in the country. He was instrumental in making Nokia one of the top-most trusted brands. ▪ Apart from overseeing India operations, Shiv also managed PepsiCo's franchise business across Bangladesh, Nepal, Bhutan, Sri Lanka and the Maldives. ▪ Shiv has authored multiple books such as "The Art of Management" and "The Right Choice" ▪ Shiv has been on the boards of a number of Business schools. ▪ Shiv has done close to 40 convocation and commencement speeches in various Business and Engineering schools. **Current / Ex-Directorships and other roles:** ▪ Chairman of Board of Directors–Vadilal Industries Limited (May '25 – February 26) ▪ Advisory Board–Power Grid Corporation of India (May '25 – Present) ▪ Operating Partner–Advent International (Apr '23 – Present) ▪ Director–Restaurant Brands Asia Limited (Burger King) (Oct '19- Oct 24) ▪ Advisory Board – Multiples PE (2018 – Present) ▪ Director, Phillips India (2004 – 2006) ▪ Independent Director–Godrej Consumer Products Limited (2009 – 2017) ▪ Director–Manjushree Technopack Limited (June '24 – Mar 25) ▪ Director–Leapfrog Strategy Consulting Private Limited (Apr'23 – Present) ▪ Director–ID Freshfood (India) Private Limited (Nov '23 – Present) ▪ Chairman / Director – PGP Glass Limited (Feb'26 – Present) ▪ Director–Intellect Design Arena Limited (Jan'26 – Present) ▪ Board of Governors–IIM Ahmedabad (2012-2017) ▪ Board Audit -IIM Calcutta (2018-2020) ▪ Board of Governors–IIM Udaipur (2018 onwards) ▪ XLRI 9 (2014 onwards) ▪ Xavier University (2013 onwards) ▪ Board of Governors–SPJIMR (2024 onwards) ▪ Great Lakes Management School Advisory Board (2024 onwards)

Nature of his expertise in specific functional areas	Finance, Information Technology, Payment & Settlement systems, Human Resources, Risk Management, Business Management, Marketing, Technology and systems, and Strategic Planning, Digital transformation and Organization re-designing
Other Directorships	1. Intellect Design Arena Limited 2. Leapfrog Strategy Consulting Private Limited 3. ID Freshfood (India) Private Limited 4. PGP Glass Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	**Chairmanship of Committees:** - Nil **Membership of Committees:** 1. Intellect Design Arena Limited - Audit Committee - Nomination & Remuneration Committee 2. PGP Glass Limited - Audit Committee - Nomination & Remuneration Committee
Resignation during last three years from listed companies	Cessation from Restaurant Brands Asia Ltd. on October 14, 2024, due to completion of term as Independent Director Cessation from Vadilal Industries Ltd. On February 17, 2026
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Bank including shareholding as a beneficial owner (as on March 31, 2026)	Nil
No. of board meetings attended during the year 2025-26	11
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	Appointment as Non-Executive and Non-Independent Director, (Nominee of Verventa Holdings Limited), liable to retire by rotation He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, in addition to fixed remuneration not exceeding ₹ 30,00,000/- (Rupees Thirty Lakhs) per annum in terms of the Remuneration Policy of the Bank
Remuneration last drawn (FY 2025-26)	Sitting Fees: ₹ 2,540,000