YES BANK LIMITED

CIN: L65190MH2003PLC143249
Regd. & Corporate Office: 9th Floor, Nehru Centre, Discovery of India, Dr. A. B. Road, Worli, Mumbai - 400 018, India.
Tel.: +91(22)3366 9000 Fax.: +91(22)2490 0314 Website: www.yesbank.in Email.: shareholders@yesbank.in

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole / first named Member :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio Number / DP ID No. and Client ID No.* : (*Applicable only to Members holding equity shares in dematerialised form)

4. No. of equity Share(s) held :

I/We hereby exercise my/our votes in respect of the following Resolution(s) to be passed through Postal Ballot for the businesses set out in the Postal Ballot Notice dated December 5, 2014, by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Sr. No.	Description	No. of equity shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution for borrowing / raising funds in Indian /foreign currency by issue of debt securities including but not limited to bonds and non-convertible debentures upto ₹ 8,000 crore to eligible investors on private placement basis			
2.	Ordinary Resolution for taking on record the approval accorded by Reserve Bank of India (RBI) for appointment including the terms of appointment of Ms. Radha Singh (DIN-02227854) as Non-Executive Part-Time Chairperson of the Bank and to approve her remuneration in terms of RBI Approval			
3.	Special Resolution for amending the "YBL JESOP V/PESOP II" (Employee Stock Option Scheme) to align it with the SEBI (Share Based Employee Benefits) Regulations, 2014 including increase in the per employee Options limit			
4.	Special Resolution for amending the "YBL JESOP V/PESOP II" (Employee Stock Option Scheme) to align it with the SEBI (Share Based Employee Benefits) Regulations, 2014 including increase in per employee Options limit for the Employees of the Subsidiary / Associate Companies of the Bank			

Place :
Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E- Voting Event Number)	USER ID	PASSWORD

Last date for receipt of Postal Ballot form by Scrutinizer is January 15, 2015 (before the close of the working hours i.e., 6.00 P.M.)

Note: Please read the instructions printed overleaf and in the Notes to the Postal Ballot Notice dated December 5, 2014, carefully before exercising your vote.

Instructions for filling Postal Ballot Form

i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Bank. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.

ii) The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.

iii) The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, Postal Ballot Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.

iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Bank, in respect of shares held in dematerialised form or in physical form, respectively.

v) A Member can request for duplicate Postal Ballot Form. However, duly completed Postal Ballot Form should reach the Scrutinizer at the address mentioned below not later than **6.00 P.M. on Thursday, January 15, 2015**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

Mr. B Narasimhan, Scrutinizer
(Unit: YES Bank Limited)
C/o Karvy Computershare Private Limited
Plot No. 17-24, Vittal Rao Nagar,
Madhapur, Hyderabad - 500 081

vi) There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.

vii) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by authorised signatory (ies).

viii) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Bank would not be liable to acknowledge or act on the same.

ix) A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Bank subject to the provisions of the Banking Regulation Act, 1949, as amended, as on **Friday, December 5, 2014**.

x) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

xi) Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

xii) The Bank is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated December 5, 2014. A member can exercise either of the two options. In case a Member exercises both the options then the votes cast through e-voting shall prevail.

xiii) The result of the Postal Ballot shall be declared on or before **Monday, January 19, 2015**. The said date of declaration of results of the Postal Ballot shall be the date on which the said resolutions would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.