

YBL/CS/2021-22/0038

July 27, 2021

**National Stock Exchange of India Limited**

Exchange Plaza, Plot no. C/1, G Block,  
Bandra - Kurla Complex, Bandra (E)  
Mumbai - 400 051  
Tel.: 2659 8235/36 8458

**NSE Symbol: YESBANK**

**BSE Limited**

Corporate Relations Department  
P.J. Towers, Dalal Street  
Mumbai - 400 001  
Tel.: 2272 8013/15/58/8307

**BSE Scrip Code: 532648**

Dear Sirs,

**Sub.: 17<sup>th</sup> Annual General Meeting (AGM) of the Bank**

This is further to our intimation dated July 13, 2021 wherein the Bank had informed you regarding the **17<sup>th</sup> Annual General Meeting (AGM)** of the Bank. Please find attached herewith a copy of the Notice of the AGM of the Bank scheduled to be held on **Friday, August 27, 2021 at 11:00 AM** through video-conferencing (VC) / other audio-visual means (OVAM).

The Notice of 17th AGM, Annual Report for FY 2020-21 have also been made available on the website of the Bank at the link <https://www.yesbank.in/about-us/investors-relation/financial-information/annual-reports>.

The Bank shall commence dispatch (by electronic means) of the Notice of 17th AGM and the Annual Report for FY 2020-21 to the shareholders from today i.e. July 27, 2021.

Shareholders, who do not have their email ID registered with their Depository Participant may register their email ID for AGM and e-voting purpose by sending an email at [AGM@yesbank.in](mailto:AGM@yesbank.in) or to the Registrar & Share Transfer Agent of the Bank providing therein identification details per the instructions mentioned in the Notice of AGM.

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

Thanking you,

Yours faithfully,

For YES BANK LIMITED



**Shivanand R. Shettigar**  
**Company Secretary**

**Encl: As above**



## YES BANK LIMITED

CIN – L65190MH2003PLC143249

**Registered Office:** YES BANK House, Off Western Express Highway, Santacruz East, Mumbai - 400055

**Telephone No.:** +91 (22) 5091 9800, +91 (22) 6507 9800. **Fax:** +91 (22) 2619 2866.

**Website:** [www.yesbank.in](http://www.yesbank.in) **Email Id:** [shareholders@yesbank.in](mailto:shareholders@yesbank.in)

# NOTICE TO THE SHAREHOLDERS

**NOTICE** is hereby given that the **Seventeenth Annual General Meeting** ('AGM') of the Members of **YES BANK LIMITED** (the 'Bank') will be held on Friday, August 27, 2021 at 11.00 AM, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

## ORDINARY BUSINESS:

### 1. To consider and adopt:

- a. the audited standalone financial statements of the Bank for the financial year ended March 31, 2021 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, 2021 and the Report of the Auditors thereon.

### 2. To amend the terms of appointment of M/s M. P. Chitale & Co., Statutory Auditors in compliance with recent RBI circular on Appointment of Auditors (RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021):

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

**"RESOLVED THAT** in partial modification of the resolution passed at the sixteenth Annual General Meeting of the Bank and pursuant to the guidelines issued by the Reserve Bank of India ('RBI') vide Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, applicable provisions of the Banking Regulation Act, 1949, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, and subject to the approval of RBI on an annual basis, the tenure and terms of appointment of M/s M. P. Chitale & Co., Chartered Accountants, (ICAI Firm Registration No. 101851W), be and are hereby amended, to hold office from the conclusion of the sixteenth Annual General Meeting until the conclusion of the nineteenth Annual General Meeting of the Bank to be held in the year 2023 and that for the remainder of this revised term, M/s M. P.

Chitale & Co. shall act as Joint Statutory Auditors of the Bank with such other joint Statutory Auditor(s) to be appointed by the Bank (Collectively 'Joint Statutory Auditors') at an overall audit fees as recommended by the Board and given in the explanatory statement for FY 2021-22 to be allocated between Joint Statutory Auditors as may be mutually agreed between the Bank and the said Joint Statutory Auditors, depending upon their respective scope of work, and additionally out of pocket expenses, outlays and taxes as applicable, with a power to the Audit Committee and the Board of Directors to alter and vary the terms and conditions of appointment and revision in the remuneration during the remaining tenure, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee 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, deem 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 and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, 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."

### 3. To appoint of M/s Chokshi & Chokshi LLP, Chartered Accountants, as 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 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with

## NOTICE TO THE SHAREHOLDERS

the Companies (Audit and Auditors) Rules, 2014, as may be applicable, Section 30(1A) and other applicable provisions of the Banking Regulation Act, 1949, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, and RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, other rules, guidelines and circulars issued by the Reserve Bank of India ('RBI'), from time to time, and subject to the approval of RBI on an annual basis, M/s Chokshi & Chokshi LLP, Chartered Accountants, (ICAI Firm Registration No. 101872W/W100045), be and are hereby appointed, as the Joint Statutory Auditors of the Bank to hold office from the conclusion of the seventeenth Annual General Meeting until the conclusion of the twentieth Annual General Meeting of the Bank to be held in the year 2024, at an overall audit fees as recommended by the Board and given in the explanatory statement for FY 2021-22 to be allocated between Joint Statutory Auditors as may be mutually agreed between the Bank and the said Joint Statutory Auditors, depending upon their respective scope of work, and additionally out of pocket expenses, outlays and taxes as applicable, with a power to the Audit Committee / Board of Directors to alter and vary the terms and conditions of appointment and revision in the remuneration during the remaining tenure, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee 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 and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, 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 take note of the appointment of Mr. Ravindra Pandey (DIN - 07188637) as a Nominee Director:

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

**"RESOLVED THAT** pursuant to the Yes Bank Limited Reconstruction Scheme, 2020 notified by the Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020, nomination letter dated October 31, 2020 received from State Bank of India ('SBI'), provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, and the rules, circulars and guidelines issued by the Reserve Bank of India, appointment of Mr. Ravindra Pandey (DIN - 07188637), as Nominee Director of SBI on the Board of the Bank w.e.f. November 3, 2020 for the period up to June 30, 2022 or till further instructions from SBI, whichever is earlier, be and is hereby noted by the members of the Bank."

#### 5. To authorize capital raising through issuance of debt securities:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Banking Regulation Act, 1949, Foreign Exchange Management Act, 1999, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, the rules, circulars, directions and guidelines issued by the Reserve Bank of India ('RBI'), from time to time and all other relevant provisions of applicable law(s), the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), 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 thereof or any other person(s) for the time being exercising the powers conferred on the Board by

this Resolution and as may be authorized by the Board in that behalf) for borrowing/ raising funds in Indian/ foreign currency by issue of debt securities, including but not limited to non-convertible debentures, MTN (Medium-Term Notes), bonds (including bonds forming part of Tier I/Tier II capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long-term infrastructure bonds or such other securities as may be permitted by RBI from time to time and including securities to be issued from its offshore branches and/or the IBU situated at the GIFT City IFSC in accordance with applicable regulations issued by RBI from time to time) for an amount up to ₹10,000 Crore (Rupees Ten Thousand Crore Only) (collectively the 'debt securities') by the Bank, in one or more tranches and/or series, in domestic and/or overseas market, secured or unsecured, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors on private placement or otherwise basis during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Bank, as approved by the Members, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to 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, to seek the listing of debt securities on one or more recognized stock exchange(s) as may be required.

**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 private placement of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure 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) on private placement 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."

By Order of the Board  
For **YES BANK Limited**



**Shivanand R. Shettigar**

Company Secretary

(Membership No. FCS 4105)

Place: **Mumbai**

Date: July 13, 2021

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### Notes:

**1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of 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 17<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.**

2.1. In view of the outbreak of the COVID-19 social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 17<sup>th</sup> AGM of the Bank is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 17<sup>th</sup> AGM shall be the Registered Office of the Bank, i.e. YES Bank House, Off Western Express Highway, Santacruz (East), Mumbai - 400055.

2.2. 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. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 17<sup>th</sup> AGM. 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., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. (Refer Point No.5.1 below)

2.3. 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.

2.4. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.

2.5. National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-Voting, for participation in the 17<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 17<sup>th</sup> AGM.

2.6. Members may join the 17<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the members from 10:45 A.M. IST i.e. 15 minutes before the time scheduled to start the 17<sup>th</sup> AGM and the Bank may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 17<sup>th</sup> AGM.

2.7. The facility of participation at the 17<sup>th</sup> 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), Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2.8. 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.

2.9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 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 January 13, 2021 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 Friday, August 20, 2021, 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").

**3. The instructions and other information relating to e-voting are as under:**

3.1. The remote e-voting period begins on Monday, August 23, 2021 at 10:00 A.M. and ends on Thursday, August 26, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

3.2. A person who is not a member as on the cut-off date should treat this Notice of 17<sup>th</sup> AGM for information purpose only.

**4. The remote e-Voting process is explained herein below:**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**


**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**


In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**







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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### 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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



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5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### 5. General Guidelines for shareholders:

- 5.1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [AGM@yesbank.in](mailto:AGM@yesbank.in).
- 5.2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 5.3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request addressed to Mr. Anubhav Saxena (Assistant Manager)/Ms. Pallavi Mhatre (Manager) on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or for escalation to Mr. Amit Vishal (Assistant Vice President) on [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call on (022) 2499 4360 or may write to the Company Secretary at the email ID [shareholders@yesbank.in](mailto:shareholders@yesbank.in) with subject as "AGM Notice".

### 6. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 6.1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to [AGM@yesbank.in](mailto:AGM@yesbank.in).

- 6.2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [AGM@yesbank.in](mailto:AGM@yesbank.in).

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- 6.3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- 6.4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### 7. Instructions for members for attending the AGM through VC/ OAVM are as under:

- 7.1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.
- 7.2. Members are encouraged to join the Meeting through Laptops for better experience.
- 7.3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

7.4. Please note that Participants 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.

**8. Procedure for Speaker Registration and to raise questions / seek clarifications with respect to Annual Report:**

8.1. 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@yesbank.in](mailto:AGM@yesbank.in) till Monday, August 23, 2021. Only those member who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

**Speaker Registration Form \***

<b>Name of Shareholder (including joint holder)</b>
<b>DPID-CLID /Folio Number</b>
<b>Permanent Account Number (PAN)</b>
<b>Mobile Number</b>
<b>Query in brief</b>

*\* All fields are mandatory*

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

8.3. Shareholders, 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@yesbank.in](mailto:AGM@yesbank.in). The same will be replied by the Bank suitably.

**9. The instructions for members for e-voting on the day of the AGM are as under:**

9.1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

9.2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

9.3. Members who have casted their vote through Remote e-Voting will be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

9.4. 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.

10. 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, 2020 as well as dividend/ shares transferred to IEPF on the website of the Bank ([www.yesbank.in](http://www.yesbank.in)), as also on the website of the Ministry of Corporate Affairs.

11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to KFin Technologies Private Limited ('KFinTech'), Registrar and Transfer Agent ('R&T') of the Bank. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

12. Brief profile and other required information about the Directors that have been appointed pursuant to the 'Yes Bank Limited Reconstruction Scheme, 2020' notified by the Ministry of Finance, Government of India vide notification No. G.S.R. 174(E) dated March 13, 2020, as required under Regulation 36 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 as approved by the Central Government, is enclosed to this Notice.

13. The certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members of the Bank, will be available for inspection.

## NOTICE TO THE SHAREHOLDERS

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [AGM@yesbank.in](mailto:AGM@yesbank.in) with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 17<sup>th</sup> AGM on the website of the service provider <https://evoting.nsdl.com/>. Shareholder would be able to view documents under the EVEN of the Bank after entering their log-in credentials. This notice and the Annual Report will also be available on the Bank's website [www.yesbank.in](http://www.yesbank.in) for download.
15. 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.
16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Bank's website [www.yesbank.in](http://www.yesbank.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Service Provider, <https://evoting.nsdl.com/>.
17. 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, R&T 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 R & T of the Bank quoting their folio number(s).
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN and / or AADHAAR to the Bank/ KFinTech.
19. 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 Friday, August 20, 2021, subject to the provisions of the Banking Regulation Act, 1949, as amended.
20. 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 NSDL at <https://evoting.nsdl.com/> using their secure login credentials. Members are encouraged to use this facility of webcast.
21. The Board of Directors has appointed Mr. B Narasimhan, Proprietor of B. N. & Associates, Practicing Company Secretary or failing him, Mr. Avinash Bagul, Partner, of M/s BNP & Associates, Practicing Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
22. 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 favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
23. 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 favour of the Resolutions.
24. The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Bank ([www.yesbank.in](http://www.yesbank.in)) and on Service Provider's website ([https://evoting.nsdl.com](https://evoting.nsdl.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.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

### Item No. 2 & 3

The Reserve Bank of India's ('RBI') vide its Circular No. DoS.CO.ARG/SEC.01/08.91.001/ 2021-22 dated April 27, 2021 ('RBI Circular') has issued guidelines under Section 30(1A) of the Banking Regulation Act, 1949, for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs).

As per para 8.1 of the said circular, in order to protect the independence of the auditors/audit firms, the Bank is required to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, the audit firms which have already completed tenure of 1 year may be permitted to complete the balance tenure only, i.e. 2 years. Further, for entities with asset size of ₹15,000 crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms [Partnership firms/Limited Liability Partnerships (LLPs)].

M/s. M. P. Chitale & Co., Chartered Accountants, (ICAI Firm Registration No.101851W), were appointed as the statutory auditors of the Bank at the 16<sup>th</sup> AGM of the Bank held on September 10, 2020 to hold office till the conclusion 20<sup>th</sup> AGM of the Bank. However, in terms of the aforesaid RBI Guidelines, they will be eligible to hold office only up to the 19<sup>th</sup> AGM subject to fulfillment of eligibility norms on an annual basis.

The Board has, therefore, recommended to amend the terms of the appointment of M/s. M. P. Chitale & Co., Chartered Accountants, (ICAI Firm Registration No.101851W), as Statutory Auditors of the Bank, for a period of three years from the conclusion of 16<sup>th</sup> AGM (held on September 10, 2020) till the conclusion of the 19<sup>th</sup> AGM, as permitted under the above-mentioned RBI circular, subject to the approval of the RBI on an annual basis.

Further, RBI, vide its letter dated July 01, 2021, has conveyed its approval for appointment of M/s. M. P. Chitale & Co., Chartered Accountants, as one of the Joint Statutory Auditors of the Bank for the financial year 2021-22 (for their second year), i.e. from the conclusion of 17<sup>th</sup> AGM till the conclusion of 18<sup>th</sup> AGM.

Further, as required under the new regulation to have minimum two Joint Statutory Auditors, the Board recommends the appointment of M/s. Chokshi & Chokshi LLP, Chartered Accountants, (ICAI Firm Registration No. 101872W/W100045), as the Joint Statutory Auditor of the

Bank, for a period of three years from the conclusion of 17<sup>th</sup> AGM till the conclusion of the 20<sup>th</sup> AGM, as permitted under the RBI circular and the provisions of the Companies Act, 2013, subject to the approval of the RBI on an annual basis.

RBI, vide its letter dated July 01, 2021, has conveyed its approval for appointment of M/s. Chokshi & Chokshi LLP, Chartered Accountants, as the Joint Statutory Auditors of the Bank for the financial year 2021-22 (for their first year), i.e. from the conclusion of 17<sup>th</sup> AGM till the conclusion of 18<sup>th</sup> AGM.

As per the requirement of the Act, M/s. Chokshi & Chokshi LLP, Chartered Accountants, have confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act and that they also fulfill the eligibility criteria under the aforesaid RBI Guidelines and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

M/s. Chokshi & Chokshi LLP, Chartered Accountants is a well reputed firm of Chartered Accountants with a presence of over 45 years of professional services. Chokshi & Chokshi LLP is a single window Professional Services Firm providing an integrated range of services (*international and domestic*) in Audits & Assurance, Tax litigations, Risk and Governance, Forensics and Advisory. The Firm has its Head office at Mumbai and its empanelment includes Regulators, Financial Institutions and Investigating agencies.

M/s. M. P. Chitale & Co. and M/s. Chokshi & Chokshi LLP, (Joint Statutory Auditors) shall be paid maximum aggregate audit fees of ₹3.5 crores (Rupees Three Crores Fifty Lakhs only) for FY 2021-22 with a power to the Audit Committee / Board of Directors to alter and vary the terms and conditions of appointment and revision (including upward revision of remuneration) in the remuneration during the remaining tenure, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors and also for determining exact scope of work between the joint audit firms. The Board has further delegated authority to the management for determining exact scope of work between the Joint Statutory Auditors and also finalizing the audit fees within the aforesaid limit, in consultation with Chairman of the Audit Committee.

The remuneration paid to M/s. M. P. Chitale & Co., the Statutory Auditors of the Bank for FY 2020-21, is disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Bank.

## NOTICE TO THE SHAREHOLDERS

Your Board recommends passing of the Ordinary Resolutions as set out in Item No.2 & 3 of the accompanying Notice.

None of the Directors/Key Managerial Personnel of the Bank/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.2 & 3 of the Notice.

### Item no. 4

Pursuant to the 'Yes Bank Limited Reconstruction Scheme, 2020' approved by the Central Government and notified by Ministry of Finance, Government of India, vide notification No. G.S.R. 174(E) dated March 13, 2020 ('Scheme') in exercise of the powers conferred by Section 45(2) of the Banking Regulation Act, 1949 the State Bank of India ('SBI'), the Investor Banker, is empowered to nominate 2 (two) Directors on the Board of the Bank.

The Board of Directors of the Bank at its meeting held on March 26, 2020 had appointed Mr. Swaminathan Janakiraman as one of the SBI Nominee Directors on the Board of the Bank w.e.f. March 26, 2020 for a period of 1 year starting from March 26, 2020 till March 25, 2021 or until an alternate Board is constituted by the Bank, whichever is later, as per the nomination received from the State Bank of India.

Mr. Swaminathan Janakiraman, vide letter dated October 28, 2020, had tendered his resignation from the Directorship of the Bank. Accordingly, he ceased to be Director of the Bank with effect from October 28, 2020.

SBI vide its letter dated October 31, 2020 nominated Mr. Ravindra Pandey (DIN - 07188637), as Nominee Director on the Board of YES Bank Limited, thereafter the Board approved his appointment w.e.f. November 3, 2020 in place of Mr. Swaminathan Janakiraman. The nomination received for Mr. Ravindra Pandey is for the period up to June 30, 2022 or till further instructions from SBI, whichever is earlier. The tenure of the Director so appointed shall be governed by the Scheme.

Your Board, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 4 of this Notice, to take note of the appointment of Mr. Ravindra Pandey as a Nominee Director on the Board of the Bank.

The brief profile of Mr. Ravindra Pandey is annexed to this notice.

Mr. Ravindra Pandey was eligible to attend eight Board and twenty Committee meetings and has attended four Board meetings and eleven Committee meetings. Detailed break-up of the attendance of the Board & Committee meetings is given in the Corporate Governance Report which forms part of the Annual Report.

Save and except Mr. Ravindra Pandey, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolutions.

### Item no. 5

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 offers 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 invitation for subscription of such debentures during the year.

The Bank did not propose to raise any funds by way of debt securities during the last financial year i.e. FY 2020-21. Therefore, shareholders' approval was not taken in the last Annual General Meeting of the Bank held on September 10, 2020.

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 debt securities up to ₹10,000 crore (Rupees Ten Thousand Crore Only). It may include (but not limited to) non-convertible debentures, bonds, MTN (Medium-Term Notes), Basel III compliant bonds, etc. pursuant to the relevant provisions of the applicable circulars or guidelines issued by Reserve Bank of India. The Bank may raise funds in one or more tranches in domestic and/or overseas market from eligible investors on private placement basis, as per the structure and limits permitted by Reserve Bank of India and other regulatory authorities on such terms and conditions determine/ 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. This would form part of the overall borrowing limits under Section 180(1)(c) of the Act. This Resolution under Section 42 of Act shall be valid for a period of one (1) year from the date of passing of this resolution.

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



## NOTICE TO THE SHAREHOLDERS



domestic or overseas markets, investor appetite for such instruments and prevailing investor 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.

Your Board , therefore, recommend the special resolution, as set forth in Item No.5 of this Notice, for approval by the Members of the Bank. 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 period of one year from the date of passing this resolution.

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

By Order of the Board  
For **YES BANK Limited**

A handwritten signature in black ink, appearing to read "Shivanand R. Shettigar".

**Shivanand R. Shettigar**

Company Secretary

(Membership No. FCS 4105)

Place: **Mumbai**

Date: July 13, 2021



## Brief Profile of Mr. Ravindra Pandey:

Age	59
Date of first appointment on Board	November 3, 2020
Qualification	M. Sc in Chemistry, CAIIB
Brief Resume including experience	<p>Shri Ravindra Pandey, a post graduate in Chemistry, joined the State Bank of India ('SBI') as a Probationary Officer in 1985. Shri Pandey has held various assignments in SBI, both India as well as abroad in his career spanning 36 years. He has extensive knowledge and leadership experience in Digital Transformation, Digital Banking, Payment Solutions, Retail, Corporate and International Banking.</p> <p>In his current assignment, as the Deputy Managing Director &amp; Chief Information Officer of SBI, he is leading the entire IT Ecosystem of SBI including running of SBI's Core Banking System, Digital Channels as well as more than 400+ applications. He is further making SBI future proof by implementing emerging technologies like Artificial Intelligence, Machine Learning, Analytics, Robotics, Blockchain etc. Shri Pandey has held the post of DMD (Strategy) &amp; Chief Digital Officer of SBI and has headed SBI's Jaipur Circle in his previous assignments. His international experience includes CEO, SBI Paris (France) operations.</p> <p>Prior to this, Shri Pandey worked as DMD(S) &amp; CDtO. He was Head of the Digital Transformation journey and technology driven initiatives and key strategic business initiatives from conceptualization to successful implementation, having a deep and lasting impact on SBI future market competitiveness. He was also responsible in driving and maintaining SBI's market leadership across major technology driven platforms to process retail and bulk transaction requirements of individuals, Corporates and Govt. Departments.</p> <p>As Chief General Manager, SBI Jaipur Circle, he was responsible for the business, risk, credit and compliance functions of SBI in the state of Rajasthan, having over 1500 branches and handling a business portfolio mix of over 2 lakh crores.</p> <p>Earlier, Shri Pandey was posted as Chief General Manager, Payments &amp; Special Projects Department at SBI Corporate Centre. In this assignment, Shri Pandey was handling various digital products including Merchant Acquisition Business, spearheaded a number of key initiatives like FASTag (electronic toll collection) and NCMC Cards (One Nation-One Card). Key projects like DMRC &amp; Nagpur Metro as part of the NCMC project, were on-boarded during his tenure.</p> <p>In his role as General Manager in the state of Andhra Pradesh, Shri Pandey was responsible for heading the business and credit functions in the network of 600 branches with many key high value credit proposals being sanctioned during his tenure.</p> <p>In his capacity as the General Manager of Merchant Acquiring Business, SBI emerged as the largest POS Acquirer.</p> <p>As the Deputy General Manager of Mumbai module, Shri Pandey supervised the business and operations functions with over 200 branches under his control.</p> <p>In his international stint as CEO, SBI Paris, Shri Pandey successfully handled the business, operations, risk and compliance functions in a foreign jurisdiction as well.</p> <p>Shri Pandey also headed the Commercial Branch, Lucknow as the Assistant General Manager, one of his earlier credit intensive assignments. This was preceded by this stint at SBI's Local Head Office, Lucknow as Assistant General Manager (Small and Medium Enterprise) Business Unit.</p>
Nature of his expertise in specific functional areas	Digital Transformation, Digital Banking, Payment Solutions, Retail, SME, Corporate, International Banking and Credit
Other Directorship	<ol style="list-style-type: none"> <li>1. National Payments Corporation of India (NPCI)</li> <li>2. NCPI International Payments Limited</li> <li>3. NPCI Bharat Billpay Limited</li> <li>4. C-Edge Technologies Limited</li> </ol>

Chairmanship/Membership of Committees in companies in which position of Director is held	<p>Member of HR Committee - National Payments Corporation of India (NPCI)</p> <p>Member of Business Strategy Committee - National Payments Corporation of India (NPCI)</p> <p>Member of Nomination and Remuneration Committee - National Payments Corporation of India (NPCI)</p> <p>Member of Shareholding Management Committee - National Payments Corporation of India (NPCI)</p>
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the YES Bank (as on July 9, 2021)	Nil
No. of board meetings attended during the year	4
Terms and conditions of appointment or reappointment including remuneration	Nominee Director appointed by State Bank of India pursuant to Yes Bank Limited



**YES BANK Limited**  
**Regd. & Corporate Office**

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