

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of **YES BANK Limited** (the 'Bank') will be held on Saturday, June 6, 2015 at 11.00 A. M., at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai – 400 018, to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a. the audited financial statements of the Bank for the financial year ended March 31, 2015 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, 2015 and the Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. M. R. Srinivasan (DIN: 00056617), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*) and the Rules, Circulars and Guidelines issued by the Reserve Bank of India, from time to time and subject to approval from the Reserve Bank of India and such other regulatory authorities, as may be applicable, **M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) retiring Auditors of the Bank, be and are hereby appointed as Auditors of the Bank for the period of one (1) year, to hold office from the conclusion of this Annual General Meeting until the**

conclusion of the Twelfth Annual General Meeting of the Bank, on such remuneration as shall be decided by the Board of Directors or any Committee thereof."

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV 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, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*) and the rules, circulars and guidelines issued by the Reserve Bank of India, **the appointment of Mr. Ajay Vohra (DIN- 00012136) as an Independent Director of the Bank, be and is hereby approved for a period from April 1, 2015 upto April 28, 2016, not liable to retire by rotation.**"

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV 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, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*) and the rules, circulars and guidelines issued by the Reserve Bank of India and subject to approval of Reserve Bank of India, **the appointment of Mr. Diwan Arun Nanda (DIN- 00034744) as an Independent Director of the Bank, be and is hereby approved for a period of five years, effective from April 1, 2015, not liable to retire by rotation.**"

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

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, applicable provisions of the Banking Regulation Act, 1949 *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force)*, and pursuant to the approval accorded by the Reserve Bank of India, **the approval of the Members of the Bank be and is hereby accorded for payment of remuneration to Mr. Rana Kapoor (DIN- 00320702), Managing Director & Chief Executive Officer of the Bank, with effect from April 1, 2014 on the following terms:**

(Amount in ₹) (per annum)	
Particulars	Remuneration to MD & CEO
Basic Salary (Annual)	15,725,808/-
Dearness allowances	7,321,987/-
Other allowance	2,773,385/-
Total	25,821,180/-
Perquisite	
Bank furnished and maintained accommodation	Actual
Free use of two Bank's car with driver for official & private purposes	Actual
Provident Fund	1,887,097/-
Gratuity	As per Bank's Policy
Pension	1,572,581/-
Traveling and Halting Allowances	-
Other benefits, if any -	
(i) Gas, Electricity & Water	Actual
(ii) Medical	Actual
(iii) Residence Telephone	2 Telephones
(iv) Medical Insurance	As per Bank's Policy
(v) Life Insurance/ Personal Accident Insurance	As per Bank's Policy
(vi) Club Membership	2 clubs
Leave Fare Concession	810,000/-
Bonus	As may be decided by the Board of Directors, subject to approval of RBI

RESOLVED FURTHER THAT the other terms and conditions of his appointment remain unchanged.

RESOLVED FURTHER THAT the Board of Directors *(hereinafter referred to as the "Board" which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegate with the powers necessary for the purpose)* of the Bank be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may 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 to give effect to this Resolution."

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, Section 10B and other applicable provisions of the Banking Regulations Act, 1949 *(including any statutory modification(s) or re-enactment thereof for the time being in force)* and the Rules, Circulars and Guidelines issued by the Reserve Bank of India (the 'RBI'), the provisions of the Articles of Association of the Bank and subject to the approval of RBI and subject to the conditions as may be prescribed by RBI while granting such approval, **Mr. Rana Kapoor (DIN- 00320702) be and is hereby re-appointed as the Managing Director and CEO of the Bank with effect from September 1, 2015 for a period of 3 years.**

RESOLVED FURTHER THAT subject to Section 197 of the Companies Act, 2013, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable rules, if any, applicable provisions of the Banking Regulation Act, 1949 *(including any statutory modification(s) or re-enactment thereof for the time being in force)*, the provisions of the Articles of Association of the Bank and subject to the approval of RBI, **the approval of the Members of the Bank be and is hereby accorded for payment of remuneration to Mr. Rana Kapoor (DIN- 00320702), Managing Director & CEO, for the financial year beginning April 1, 2015 on the following terms, with an annual increment of up to a maximum of 20% for every year thereafter during the currency of his proposed term:**

Salary effective from April 1, 2015:

Particulars	Amount in ₹ per annum
Basic Salary	18,870,970
Dearness allowances	8,786,384
Other allowances	3,328,062
TOTAL	30,985,416

Bonus:

Mr. Rana Kapoor shall also be entitled to an annual performance bonus as may be determined by the Board / Nomination & Remuneration Committee of the Board in terms of the Compensation Policy of the Bank and in terms of the Guidelines of the RBI on the Compensation of Managing Directors / Whole Time Directors, etc. and as approved by RBI.

Perquisites:

Mr. Rana Kapoor shall continue to be eligible for perquisites (evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Bank) such as the benefit of the Bank's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof; medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with RBI approvals.

RESOLVED FURTHER THAT the Board of Directors (*hereinafter referred to as the "Board"*) of the Bank be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment (including authority, from time to time, to determine the amount of salary as also the type and amount of perquisites, bonus and other benefits payable to Mr. Rana Kapoor), in such manner as may be agreed to between the Bank and Mr. Rana Kapoor, within the limits approved by the Members and to the extent the Board may consider appropriate and as may be permitted or authorized by RBI on an application made by the Bank, from time to time.

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, instruments and writings as may be required, with

power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may 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 to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, to the extent notified and in effect (the **"Companies Act"**), the Banking Regulation Act, 1949, as amended, the Foreign Exchange Management Act, 1999, as amended and 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 and Circulars, if any, prescribed by the Government of India, Reserve Bank of India (**RBI**), the Securities and Exchange Board of India (**SEBI**) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"ICDR Regulations"**) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Listing Agreements entered into with the stock exchanges (the **"Listing Agreements"**) and in accordance with the provisions of the Memorandum and Articles of Association of YES BANK Limited (the **"Bank"**) and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions 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), **be and is hereby authorized on behalf of the Bank, to create, offer, issue and allot in one or more tranches**, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of Equity Shares or

through an issuance of Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Bank (collectively the “**Investors**”), through one or more prospectus and/or letter of offer or circular, and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of **all Securities so issued and allotted, could give rise to the issue of Equity Shares of ₹ 10/- each (Rupees Ten) aggregating upto USD 1 billion or its Indian Rupee equivalent provided however that the aggregate amount to be raised by issue of Securities as above shall not result in increase of the issued and subscribed equity share capital of the Bank by more than 15% of the then issued and subscribed equity shares of the Bank**, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) at the Board’s discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Bank, and where necessary in consultation with the Book Running Lead Managers and/or Underwriters and/or Stabilizing Agent and/or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and

manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, 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 ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. 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 price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to Qualified Institutional Buyers under the 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 issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

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 (the “**2014 Scheme**”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 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 (FCCBs), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 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 or duly authorized Committee of Directors decides to open such issue after the date of this resolution.

RESOLVED FURTHER THAT pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (the “**FEMA**”) (including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended), the applicable provisions of the Companies Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (any ministry, department or agency thereof), the RBI, SEBI, the Tax Authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with 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)(collectively, “**Applicable Law**”), the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares (“**Permissible Securities**”) through the issue of Depository Receipts (“**DRs**”), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program, through transactions permitted under Applicable Law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at

such price (including any premium or discount) as may be permitted under Applicable Law.

RESOLVED FURTHER THAT 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 re-classification 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 aforesaid 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 Board be and is hereby authorized, 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 Board be and is hereby authorized 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 and Articles of Association 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 Board be and is hereby authorized 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, 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, 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 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 the authority of this resolution.

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 Board be and is hereby authorized on behalf of the Bank to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT:

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Bank as stated aforesaid shall rank *pari-passu* with all existing Equity Shares of the Bank;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and 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 the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Bank to give effect to the above resolution.”

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

“RESOLVED THAT in supersession of the resolution passed by the Members of the Bank on November 8, 2013 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*) and the relevant provisions of the Memorandum and Articles of Association of the Bank, **the consent of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank to borrow such sum of money in any manner**, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or temporary loans, if any, obtained from the Bank’s bankers) may exceed the aggregate of the paid-up share capital of the Bank and its free reserves, that is to say, reserves not set apart for any specific purposes, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed from time to time, **provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 50,000 Crores (Rupees Fifty Thousand Crores only).**

RESOLVED FURTHER THAT the Board be and is hereby authorized to take, from time to time, all decisions and steps as the Board may deem fit, necessary or expedient or proper to give effect to this Resolution and give such directions as may, in its absolute discretion, deem fit or necessary and to settle any question that may arise in this regard.”

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

“RESOLVED THAT in supersession of the resolution passed by the Members of the Bank on January 17, 2015 and pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the applicable provisions of the Banking Regulation Act, 1949, as amended, and the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force*) 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), **the approval of the Members of the Bank be and is hereby accorded for borrowing/raising funds in Indian/foreign currency by issue of debt securities including but not limited to non-convertible debentures, 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 bonds as may be permitted by RBI from time to time*) **upto ₹ 10,000 Crores (Rupees Ten Thousand Crores Only)** (collectively the “**debt securities**”) 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 RBI and other regulatory authorities, to eligible investors on private placement 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.

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RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board") of the Bank or any Committee of the Board or such other persons as may be authorized by the Board, be and are hereby authorized to negotiate, modify and finalize 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 documents 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."

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

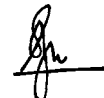
"RESOLVED THAT pursuant to provisions of the Foreign Exchange Management Act, 1999 (FEMA), as applicable, including the regulations, guidelines and circulars issued thereunder, and all other applicable rules, regulations, guidelines, circulars, policies and laws, as applicable (*including any modifications or re-enactment(s) thereof, from time to time*) and subject to all applicable approval(s), permission(s), sanction(s), consent(s) and intimation(s), as may be required, and subject to such condition(s) as may be prescribed by the Reserve Bank of India or any other the relevant authorities, while granting such approval(s), permission(s), sanction(s) and consent(s), as may be required, **the consent of the Members of the Bank be and is hereby accorded to permit Foreign Portfolio Investors ("FPIs") and Foreign Institutional Investors ("FIIs")**, as defined under the relevant regulations by the Securities and Exchange Board of India, including their sub-accounts, to acquire and hold Equity Shares of the Bank, by purchase or acquisition through primary or secondary market route, and under the 'portfolio Investment scheme' under FEMA or otherwise, upto an aggregate limit of **74% of the paid-up share capital of the Bank or such other limit as may be permissible under applicable laws,**

regulations or guidelines as at the relevant date(s) as recorded by the Board of Directors of the Bank from time to time, provided however that the shareholding of each FPI or FII, on its own account and on behalf of each of their sub-accounts in the Bank shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Bank be and is hereby authorized to take all such steps and actions, including determination of the permissible limit of aggregate holding of FPIs, FIIs and their sub account in the Bank, and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate including settling any question that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such documents, deeds, intimations and writings as may be required for the aforesaid purpose and which it may deem fit in the interest of the Bank, to delegate all or any its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Bank, and do all such acts, deeds and things as may be deemed necessary in order to give effect to the above resolution"

By Order of the Board of Directors



Shivanand R. Shettigar
Company Secretary

Place: Mumbai
Dated: April 22, 2015

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Bank. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank. Further, a Member holding more than ten percent of the total share capital of**

the Bank carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not later than forty-eight hours before the commencement of the Meeting.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. 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.
5. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The register of Members and share transfer Books of the Bank would remain closed from Monday, May 25, 2015 to Saturday, June 6, 2015 (both days inclusive).
8. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2015, if approved at the Meeting, will be payable to those Members who hold shares:
 - (a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Saturday, May 23, 2015.
 - (b) In physical mode, if their names appear in the Bank's Register of Members after giving effect to

all valid transfers in physical form lodged with the Bank and its Registrar and Transfer Agents before Saturday, May 23, 2015.

9. Brief profile of the Directors proposed to be appointed/re-appointed, as required under Clause 49 of the Listing Agreement with the Stock Exchange(s) is attached to this Notice.
10. In terms of Section 139(1) of the Companies Act, 2013, the Statutory Auditors can be appointed for maximum two terms of five consecutive years each. However, in terms of the RBI Circular issued on the appointment of Statutory Central Auditors for Indian Private Sector Banks, an audit firm can continue as the Statutory Central Auditor of a private sector bank for a period of four years and thereafter the said firm will be compulsorily rested for two years. Since M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No. 301003E), retiring Statutory Auditors has held the office of Auditor for a period of three years, the re-appointment of M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No. 301003E) for second term of one year has been put up for the approval of Members, subject to approval of Reserve Bank of India.
11. RBI vide Circular No. DBOD. No. BC. 116/08.139.001/2001-02 dated June 20, 2002 read with RBI Circular DBOD. No. BC. 24/08.139.001/2002-03 dated September 9, 2002 – "Report of the Consultative Group of Directors of Banks / Financial Institutions (Dr. Ganguly Group) - Implementation of recommendations" had recommended the eligibility criteria and 'fit and proper' norms for nomination of Directors which also prescribed that while nominating Independent/ Non-Executive Directors on private sector banks, the age of such Director shall be between 35 and 70 years. As Mr. M. R. Srinivasan (DIN- 00056617) and Mr. Diwan Arun Nanda (DIN- 00034744), Directors of the Bank have crossed the age limit of 70 years, the Bank had sought a formal view from the RBI on their continuing on the Board after completion of 70 years of age. RBI vide letter No. DBR. Appt. No. 13056/29.47.001/2013-14 dated March 4, 2015 had given their concurrence for the continuation of Mr. M. R. Srinivasan (DIN- 00056617) and Mr. Diwan Arun Nanda (DIN- 00034744) as Non-Executive Directors on the Board of the Bank till October 2016.

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Accordingly, in terms of Section 152 of the Companies Act, 2013, the approval of the Members has been sought for re-appointment of Mr. M. R. Srinivasan (DIN- 00056617), retiring Director, as Non-Executive Director, liable to retire by rotation and he may hold office till October 22, 2016 or for such further period as may be approved by RBI. Further, approval of Members is being sought for appointment of Mr. Diwan Arun Nanda (DIN- 00034744) as Independent Director, the details of which are provided in the explanatory statement to the Item no. 6 of this notice.

12. 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 by the Members at the Annual General Meeting.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Bank on all working days between 10.00 A.M. and 12.00 noon up to the date of the Meeting.
14. 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.
15. In support of the "Green Initiative" announced by the Government of India and as well as Clause 32 of the Listing Agreement executed with Stock Exchanges, electronic copy of the Annual Report and this Notice, *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Bank/Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form, will be sent to them in the permitted mode.

The Bank hereby request Members who have not updated their email IDs to update the same with

their respective Depository Participant(s) or the Karvy Computershare Private Limited, Registrar and Transfer Agent (R&T) of the Bank. Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Bank. 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).

16. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Bank is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Saturday, May 30, 2015, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "**Remote e-voting**"). The Remote e-voting commences on Tuesday, June 2, 2015 (10:00 A.M.) and ends on Friday, June 5, 2015 (5:00 P.M.). Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
17. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the **Voting through electronic means**, the Bank is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by 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 Saturday, May 30, 2015, subject to the provisions of the Banking Regulation Act, 1949, as amended.
18. The Board of Directors has appointed **Mr. B. Narasimhan, Company Secretary of M/s B. N. & Associates, Company Secretaries, failing him, Mr. Keyoor Bakshi, Partner, BNP & Associates, Company Secretaries as a Scrutinizer** to scrutinize the voting and Remote e-voting process in a fair and transparent manner.