

YBL/CS/2022-23/Int/14

July 30, 2022

India International Exchange IFSC Limited 101 First Floor, Hiranandani Signature Tower, GIFT City IFSC – 382355, Gujarat, India

The London Stock Exchange 10, Paternoster Square, London, EC4M 7LS The Singapore Exchange Securities Trading Limited 2, Shenton Way #19-00 SGX Centre 1, Singapore 068804

Dear Sirs,

Sub.: Disclosure and Press Release - Indian Listing Regulations

In terms of the Indian Listing Regulations and other applicable provisions, if any, please find attached herewith Disclosure and Press Release under Regulation 30 of the Indian Listing Regulations in relation to fund raising by the Bank for appropriate dissemination.

The above information is being hosted on the Bank's website <u>www.yesbank.in</u>.

You are requested to take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For YES BANK LIMITED

Shivanand R. Shettigar Company Secretary

Encl: As above



29 July, 2022

BSE Limited P J Towers, Dalal Street, Mumbai – 400001.

Scrip Code: 532648

Dear Sir / Madam,

National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051.

Scrip Symbol: YESBANK

<u>Sub</u>: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

Further to the prior intimation made on 26 July, 2022 under Regulation 29 of the SEBI LODR Regulations and pursuant to Regulation 30 read with Schedule III of the SEBI LODR Regulations, we wish to inform you that the Board of Directors of Yes Bank Limited ("**Bank**") in its meeting held today i.e., 29 July, 2022 has *inter alia* considered and approved the following:

1. <u>To increase the authorized share capital of the Bank and consequent alteration to the capital clause of the</u> <u>Memorandum of Association of the Bank:</u>

Subject to the approval of the shareholders of the Bank and other regulatory / statutory approvals as may be required, the Board has approved to:

- (i) Increase the authorized share capital of the Bank from Rs. 6,200 crore (Rupees Six Thousand Two Hundred Crore only) divided into 3,000 crore equity shares of Rs. 2/- each aggregating to Rs. 6,000 crore (Rupees Six Thousand Crore only) and 2 crore preference shares of Rs. 100/- each aggregating to Rs. 200 crore (Rupees Two Hundred Crore only) to Rs. 8,200 crore (Rupees Eight Thousand Two Hundred Crore only) divided into 4,000 crore equity shares of Rs. 2/- each aggregating to Rs. 8,000 crore (Rupees Eight Thousand Crore only) and 2 crore preference shares of Rs. 100/- each aggregating to Rs. 200 crore (Rupees Eight Thousand Two Hundred Crore only) and 2 crore preference shares of Rs. 100/- each aggregating to Rs. 200 crore (Rupees Eight Thousand Crore only) and 2 crore preference shares of Rs. 100/- each aggregating to Rs. 200 crore (Rupees Two Hundred Crore only) and 2 crore preference shares of Rs. 100/- each aggregating to Rs. 200 crore (Rupees Two Hundred Crore only).
- (ii) Alter and replace Clause V of the Memorandum of Association of the Bank relating to "Capital" by substituting it with the following Clause V:

Clause V. The authorized capital of the Company shall be Rs. 8,200 crore (Rupees Eight Thousand Two Hundred Crore only) divided into:

(a) 4,000 crore equity shares of Rs. 2/- each aggregating to Rs. 8,000 crore (Rupees Eight Thousand Crore only); and (b) 2 crore preference shares of Rs. 100/- each aggregating to Rs. 200 crore (Rupees Two Hundred Crore only).

With rights, privileges and conditions, as are provided under the Articles of Association of the Company and in accordance with applicable law, with power to increase or reduce or reclassify or alter the share capital of the Company and to divide consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify



or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force.

The paid-up share capital of the Company shall be in compliance with the provisions of Section 12 of the Banking Regulation Act, 1949 and the licensing conditions as prescribed by the Reserve Bank of India.

2. <u>Issuance and allotment of the following securities by way of preferential allotment on a private placement</u> <u>basis ("Preferential Allotment")</u>:

Subject to approval of the shareholders of the Bank and of such other regulatory/governmental authorities including RBI and Competition Commission of India, as may be required, the Board has approved to create, offer, issue and allot by way of a preferential allotment on a private placement basis, an aggregate of:

- Up to 369,61,55,702 (Three Hundred and Sixty Nine Crore Sixty One Lakh Fifty Five Thousand Seven Hundred and Two) equity shares of face value Rs. 2/- (Rupees Two only) each, at a price of Rs. 13.78 (Rupees Thirteen and paisa Seventy Eight) per such equity share; and
- (ii) Up to 256,75,89,542 (Two Hundred and Fifty Six Crore Seventy Five Lakh Eighty Nine Thousand Five Hundred and Forty Two) share warrants exchangeable into equity shares of face value Rs. 2/- (Rupees Two only), at a price of Rs 14.82 (Rupees Fourteen and paisa Eighty Two) per such share warrant,

to the proposed allottees specified below (collectively, "**Proposed Allottees**") and in the proportion specified below, for cash consideration aggregating up to Rs. 8,898,47,02,586 (Rupees Eight Thousand Eight Hundred and Ninety-Eight Crores Forty Seven Lakh, Two Thousand Five Hundred & Eighty Six only) in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws and on the terms agreed with the Proposed Allottees in the IAs (defined below):

S.No.	Name of the Proposed Allottee	No. and price of equity shares proposed to be issued and allotted to the	
1.	CA Basque Investments (CA Basque Investments is part of the group of entities doing business globally as, 'The Carlyle Group')	Proposed Allottees Up to 184,80,77,851 (One Eighty Four Crore Eighty Lakh Seventy Seven Thousand Eight Hundred and Fifty One) equity shares having face value of Rs. 2/- at a price of Rs. 13.78 per equity share	Up to 128,37,94,771 (One Twenty Eight Crore, Thirty Seven Lakh, Ninety Four Thousand Seven Hundred and Seventy One) share warrants, at a price of Rs. 14.82 per share warrant
2.	Verventa Holdings Limited (affiliate of funds advised / managed by Advent)	Up to 184,80,77,851 (One Eighty Four Crore Eighty Lakh Seventy Seven Thousand Eight Hundred and Fifty One) equity shares having face value of Rs. 2/- at a price of Rs. 13.78 per equity share	Seven Hundred and Seventy One) share



The details regarding the issuance of securities as required pursuant to Paragraph 2 of Part A, Schedule III of the SEBI LODR Regulations read with the SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, ("SEBI Disclosure Circular") are set out in Annexure I.

In connection with the Preferential Allotment, the Board of Directors has approved the execution by the Bank of the following agreements with each of the Proposed Allottees: (i) the investment agreement dated 29 July 2022 with CA Basque Investments ("**Carlyle IA**"); and (ii) the investment agreement dated 29 July 2022 with Verventa Holdings Limited ("**Advent IA**") (and collectively, the "**IAs**").

The material details regarding the IAs as required pursuant to Paragraph 5 of Part A, Schedule III of the SEBI LODR Regulations read with the SEBI Disclosure Circular, are set out in **Annexure II**.

3. <u>Approval of issue of notice for extraordinary general meeting:</u>

The Board of Directors has approved the convening of an extraordinary general meeting of the shareholders of the Bank on Wednesday, August 24, 2022 along with the draft notice convening the meeting to be issued to the shareholders for seeking their approval, *inter alia*, for:

- (i) increasing the authorized share capital of the Bank and consequent alteration to capital clause of the memorandum of association of the Bank;
- (ii) amendment to the Articles of Association of the Bank;
- (iii) the Preferential Allotment;
- (iv) appointment of Mr. R. Gandhi [DIN#: 033416633] as Independent Director
- (v) appointment of Mr. Prashant Kumar [DIN#: 07562475] as Interim MD & CEO & approval for remuneration

The meeting commenced at 4.00 P.M. and concluded at 6.15 P.M.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For YES BANK Limited

SHIVANAN Digitally signed by SHIVANAND RAMA D RAMA SHETTIGAR SHETTIGAR Date: 2022.07.29 18:36:18 +05'30'

Shivanand R. Shettigar Company Secretary



ANNEXURE I

Disclosure pursuant to Paragraph 2 of Part A, Schedule III of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015.

Sr.	Particulars of	Disclosure		
<u>No.</u> 1.	disclosureTypeofsecuritiesproposed tobeissued	 (i) Up to 369,61,55,702 (Three Hundred and Sixty Nine Crore Sixty One Lakh Fifty Five Thousand Seven Hundred and Two) equity shares having a face value of Rs. 2/- (Rupees Two only) per equity share ("Equity Shares"); and (ii) Up to 256,75,89,542 (Two Hundred and Fifty Six Crore Seventy Five Lakh 		
		Eighty Nine Thousand Five Hundred and Forty Two) share warrants, each convertible into 1 (one) equity share of face value Rs. 2/- (Rupees Two only) upon the exercise of the option attached to each such share warrant, subject to the terms of the warrants as set out in the IAs ("Share Warrants").		
2.	Type of issuance	Preferential allotment on a private placement basis.		
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	 Fifty Five Thousand Seven Hundred and Two) equity shares of face value Rs 2/- (Rupees Two only) each, at a price of Rs. 13.78 (Rupees Thirteen paisa Seventy-Eight) per equity share aggregating up to Rs. 5,093,30,25,574 (Rupees Five Thousand and Ninety Three crore, Thirty Lakh and Twenty Five Thousand Five Hundred and Seventy Four); and (ii) Up to 256,75,89,542 (Two Hundred and Fifty Six Crore Seventy Five Lakh Eighty Nine Thousand Five Hundred and Forty Two) share warrants at a price of Rs. 14.82 (Rupees Fourteen and Paisa Eighty Two) per share 		
		warrant (" Per Share Warrant Price "), aggregating up to Rs. 3,805,16,77,012 (Rupees Three Thousand Eight Hundred and Five crore Sixteen Lakh Seventy Seven Thousand and Twelve), of which an amount equivalent to 25% (twenty five percent) of the Per Share Warrant Price shall be payable to the Bank at the time of allotment of the Share Warrants, and the balance 75% (seventy five percent) of the Per Share Warrant Price shall be payable to the Bank at the time of issue and allotment of the Equity Shares upon exercise of the option attached to the relevant Share Warrant. The Share Warrants are exercisable, in 1 (one) or more tranches only after 1 April 2023 but no later than 15 days prior to the expiry of 18 (eighteen) months from the date of the allotment of the Share Warrants.		
		The total subscription amount aggregates up to Rs. 8,898,47,02,586 (Rupees Eight Thousand Eight Hundred and Ninety Eight crore Forty Seven Lakh and Two Thousand Five Hundred and Eighty Six). The Equity Shares and the Share Warrants issued to the Investors shall aggregate up to 10% (ten percent) shareholding of each Investor in the Bank, on a fully diluted basis (which computation will not include employee stock options of the Bank).		



4.	Details to be furnished in case of preferential issue a. Name of the investors b. Post allotment	 (i) CA Basque Investments (CA Basque Investments is part of the group of entities doing business globally as, 'The Carlyle Group'); and (ii) Verventa Holdings Limited (affiliate of funds advised / managed by Advent) (iii) 								
	of securities	Outcome of a	Outcome of allotment:							
	outcome of	Investor Particula		Pre-issue			Post-issue			
	the		rs	110 Issue		Post allotment of		Post conversion of		
	subscription, issue					Equity Shares^		Share Warrants		
	price/allotted							into Equity Shares		
	price (in case			No.	%	No.	%	No.	%	
	of convertibles), number of investors	CA Basque Investmen ts	Equity Shares and Share Warrants	Nil	Nil	184,80,7 7,851	5.90	313,18,7 2,622	10.00	
		Verventa Holdings Limited	Equity Shares and Share Warrants	Nil	Nil	184,80,7 7,851	5.90	313,18,7 2,622	10.00	
		 ^ Assuming Fully Diluted Basis <u>Issue Price</u>: Equity Shares at a price of Rs. 13.78 (Rupees Thirteen and paisa Seventy Eight) each. (ii) Share Warrants at a price of Rs. 14.82 (Rupees Fourteen and paisa Eighty Two) per Share Warrant ("Per Share Warrant Price"), of which an amount equivalent to 25% (twenty five percent) of the Per Share Warrant Price shall be payable to the Bank at the time of allotment of the Share Warrant, and the balance 75% (seventy five percent) of the Per Share Warrant Price shall be payable to the Bank at the time of issue and allotment of the Equity Shares upon exercise of the option attached to the relevant Share Warrant. The Share Warrants are exercisable, in one (1) or more tranches only after 1 April, 2023 but no later than 15 days prior to the expiry of 18 (eighteen) months from the date of allotment the share warrants. Number of Investors: There are 2 (two) investors who are being issued Equity Shares and Shares Warrants by way of this Preferential Allotment i.e., (i) CA Basque Investments; and (ii)								
		by way of this Preferential Allotment i.e., (1) CA Basque Investments; and (11) Verventa Holdings Limited.								



	c. In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	of Rs. 2/- (Rupees Two only) each, and the Share Warrants can be exercised at any time after 1 April 2023. The tenor of the Share Warrants is 18 months from the date
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	



ANNEXURE II

Disclosure pursuant to Paragraph 5 of Part A, Schedule III of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015.

S.No.	Particulars	Details	
1.	Name(s) of parties with whom the agreement is entered	 (i) Investment agreement between the Bank and CA Basque Investments ("Carlyle IA"); and (ii) Investment agreement between the Bank and Verventa Holdings Limited ("Advent IA") 	
2.	Purpose of entering into the agreement	Each IA records the respective terms of raising funds through Preferential Allotment to the relevant Proposed Allottee with whom the IA is executed. Each IA provides, <i>inter alia</i> , that the Bank shall on a preferential basis issue to the relevant Proposed Allottee, and the relevant Proposed Allottee shall subscribe to, the respective Equity Shares and Share Warrants in the proportion as mentioned above in this letter (including its annexures), in accordance with the terms specified in the respective IAs.	
3.	Shareholding, if any, in the entity with whom the agreement is executed	Nil	
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	 <u>Carlyle IA</u>: (i) The Investor shall have the right to nominate 1 (one) non-executive non-retiring nominee director on the board of the Bank on terms as agreed with such Investor under the Carlyle IA. <u>Advent IA</u>: (i) The Investor shall have the right to nominate 1 (one) non-executive non-retiring nominee director on the board of the Bank on terms as agreed with such Investor under the Advent IA. 	
5.	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship.	is held by public shareholders.	
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	transaction.	



7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	 (i) Up to 369,61,55,702 equity shares having face value of Rs. 2 (Rupees Two only) each, at a price of Rs. 13.78 (Rupees Thirteen and paise Seventy Eight only) per equity share aggregating up to Rs. 5,093,30,25,574 (Rupees Five Thousand and Ninety Three Crore, Thirty Lakh and Twenty Five Thousand Five Hundred and Seventy Four); and
		 (ii) Up to 256,75,89,542 share warrants at a price of Rs. 14.82 (Rupees Fourteen and paisa Eighty Two) per share warrant ("Per Share Warrant Price"), aggregating up to Rs. 3,805,16,77,012 (Rupees Three Thousand Eight Hundred and Five crore Sixteen Lakh and Seventy Seven Thousand and Twelve), of which an amount equivalent to 25% (twenty five percent) of the Per Share Warrant Price shall be payable to the Bank at the time of allotment of the Share Warrant Price shall be payable to the Bank at the time of issue and allotment of the Equity Shares upon exercise of the option attached to the relevant Share Warrant.
		The total subscription amount aggregates up to Rs. 8,898,47,02,586 (Rupees Eight Thousand Eight Hundred and Ninety Eight crore Forty Seven Lakh and Two Thousand Five Hundred and Eighty Six). The number up to which the Equity Shares and Share Warrants are proposed to be issued to each Proposed Allottee is specified above.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Please refer to sub-point 4 of this Annexure II above.



YBL/CS/2022-23/050

July 29, 2022

National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051 NSE Symbol: YESBANK Dear Sir/Madam, BSE Limited Corporate Relations Department P.J. Towers, Dalal Street Mumbai – 400 001 Tel.: 2272 8013/15/58/8307 BSE Scrip Code: 532648

Sub.: Press Release - Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our Letter No. YBL/CS/2022-23/049 dated July 29, 2022 regarding outcome of Board Meeting, please find attached the copy of Press Release which is self-explanatory.

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

Thanking you,

Yours faithfully,

For YES BANK LIMITED

SHIVANAND Digitally signed by SHIVANAND RAMA RAMA SHETTIGAR SHETTIGAR Shivanand R. Shettigar Company Secretary

Encl: A/a







YES BANK announces capital raise of ~\$1.1Bn (~ ₹8,900 crore) from two global private equity investors

Mumbai, July 29, 2022: YES BANK today announced raising equity capital of ~\$1.1Bn (~₹8,900 crore) from funds affiliated with two global private equity investors - Carlyle and Advent International, with each investor potentially acquiring up to a 10.0% stake in YES BANK. This will be raised through a combination of ~ \$640Mn (~₹5,100 crore) in equity shares and ~ \$475Mn (~₹3,800 crore) through equity share warrants.

The capital raise is subject to shareholders' approval at the EGM of the Bank to be held on August 24, 2022 and relevant regulatory / statutory approvals.

The capital raise will further bolster the capital adequacy of YES BANK and aid the Bank's medium to long term sustainable growth objectives. Once approved, this would be one of the largest private capital raises by an Indian Private Sector Bank.

The Bank proposes to issue ~ 370 crore equity shares on a preferential basis at a price of ₹13.78 per share and ~257 crore warrants convertible into equity shares at a price of ₹14.82 per warrant, adding ~₹8,900 crore to the equity capital base of the Bank.

Mr. Prashant Kumar, Managing Director & Chief Executive Officer, YES BANK said, "We are extremely pleased to onboard such pedigreed investors like Carlyle and Advent International as our partners, in fulfilling the long-term strategy of the Bank. This is a testimony to the inherent strength of the Bank's franchise. We are excited about the incremental opportunities that this partnership creates for us and confident that both the investors will play a crucial role in the next growth phase of the Bank."

Mr. Sunil Kaul, Managing Director and Financial Services sector lead for Carlyle in Asia, said, "We are confident about India's long-term economic growth prospects and believe that YES BANK is wellplaced to capture this growth, given its strong capabilities in transaction banking and digital payments. The Bank's leadership team, led by CEO Prashant Kumar and under the direction of its Board, has done very well in steering the Bank through challenging times, and the Bank is now well-positioned for the next phase of growth. We are excited to leverage our financial services sector experience to be a value-add partner to the Bank as it continues to drive sustained growth, scale its franchise, and focus on investing in its people and leadership team."

Ms. Shweta Jalan, Managing Partner, Advent International said, "We believe India's banking sector is at an inflection point where tech-enabled banks like YES BANK have an advantage. This investment also demonstrates our commitment to the country's banking and financial services industry, which is the core of India's growth story. We think the Bank's leadership team, led by Mr. Prashant Kumar, has done great work in reviving its performance over the last two years. We look forward to working with the Bank and to drawing on our sector expertise in supporting YES BANK in its next phase of sustained growth."

YES BANK was advised by BofA Securities as an exclusive financial adviser and AZB & Partners as a legal advisor, while Carlyle was advised by Shardul Amarchand Mangaldas (SAM) and Advent was advised by Cyril Amarchand Mangaldas (CAM).

PRESS RELEASE





ABOUT YES BANK

YES BANK is a 'Full Service Commercial 'Bank' providing a complete range of products, services and technology driven digital offerings, catering to Retail, MSME as well as corporate clients. YES BANK operates its Investment banking, Merchant banking & Brokerage businesses through YES SECURITIES, a wholly owned subsidiary of the Bank. Headquartered in Mumbai, it has a pan-India presence including an IBU at GIFT City, and a Representative Office in Abu Dhabi.

For more information, please visit the Bank's website at <u>http://www.yesbank.in/</u> Follow YES BANK on Twitter @YESBANK

Media contact:

Neha Chandwani Email: neha.chandwani@yesbank.in

About Carlyle

Carlyle (NASDAQ: CG) is a global investment firm with deep industry expertise that deploys private capital across three business segments: Global Private Equity, Global Credit, and Global Investment Solutions. With \$376 billion of assets under management as of June 30, 2022, Carlyle's purpose is to invest wisely and create value on behalf of its investors, portfolio companies and the communities in which we live and invest. Carlyle employs more than 1,900 people in 26 offices across five continents. Carlyle has been investing in India for over two decades and has invested approximately US\$5.5 billion of equity in more than 40 transactions in the country, as of June 30, 2022. It also has well-established experience investing in the financial services sector, with investments across Asia including SBI Life, HDFC Limited, PNB Housing Finance, SBI Card, India Infoline Ltd, China Pacific Insurance, KorAm Bank, and KB Financial Group, among others. Globally, Carlyle has invested approximately US\$10.1 billion of equity in over 50 deals in the financial services sector as of June 30, 2022.

Further information is available at <u>www.carlyle.com</u> Follow Carlyle on Twitter @OneCarlyle.

About Advent International

Founded in 1984, Advent International is one of the largest and most experienced global private equity investors. The firm has invested in over 395 private equity investments across 41 countries, and as of March 31, 2022, had \$75.9 billion in assets under management. With 15 offices in 12 countries, Advent has established a globally integrated team of 270 private equity investment professionals across North America, Europe, Latin America and Asia. The firm focuses on investments in five core sectors, including business and financial services; health care; industrial; retail, consumer and leisure; and technology. Advent has been investing in India since 2007 and founded its Mumbai office in 2009. Currently, it has invested/committed almost \$2.9 billion across 13 companies in sectors such as financial services, consumer products, healthcare, industrial and technology. Previous financial services investments include Aditya Birla Capital (a holding company for the financial services businesses of Aditya Birla Group) through which Advent has exposure to lending, asset management and insurance amongst others, and ASK Investment Managers Private Limited (a leading portfolio management service provider, real estate investment manager and wealth manager in India). New investments in the last twelve months include Eureka Forbes Ltd (health and safety solutions provider, with a presence in water purification, vacuum cleaning and other emerging categories), Encora (a global digital engineering services company specializing in software product development services for fast-growing enterprises and digitally-native companies) and Avra Labs (contract manufacturing and research services and specialty active pharmaceutical ingredients manufacturer).

For more information, visit the website: <u>www.adventinternational.com</u> LinkedIn: <u>www.linkedin.com/company/advent-international</u>