



THE NAINITAL BANK LIMITED

[Registered Office: G.B. Pant Road, Nainital, Uttarakhand-263001]
CIN No. U65923UR1922PLC000234, website: www.nainitalbank.co.in
e-mail ID: cs@nainitalbank.co.in, Phone: 053942-233739, Fax: 05942-236120

NOTICE TO THE MEMBERS

Notice is, hereby, given that the **94th Annual General Meeting** of the members of The Nainital Bank Limited shall be held at **State Guest House (Nainital Club) Mallital, Nainital – 263001 (Uttarakhand)** on Wednesday, the **29th** day, of **June, 2016** at **03.30 PM (IST)**, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Financial Statements of the Bank for the year ended 31st March 2016, together with the report of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend @ 12% on equity Shares on prorata basis and declare a Final Dividend on Equity Shares for the Financial year 2015-2016.
3. To appoint M/s. PSMG & Associates, Chartered Accountants, Ghaziabad [FRN 008567C], as Central Statutory Auditor from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting and to authorise Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED that Shri Mukesh Sharma, be and is hereby appointed as Director of the Bank, whose period of Office shall not be liable to determination by retirement by rotation.”

“RESOLVED further that Shri Mukesh Sharma, who is whole-time Chairman of the Board of Directors and Chief Executive Officer of the Bank, be and is, hereby entitled for the following remuneration perquisite, etc. w.e.f. 15.03.2016. He shall not be entitled for payment of any additional sitting fee or any other fee for attending the Board/Committee meeting of Bank as Director.

Basic Pay	Existing Rs. 66070.00 (Pre-Revised) per month in the Scale of Rs. 68680-1960/4-76520 (Executive- Management Grade/ Scale- VI, as per Bank of Baroda officers' Regulation 1979)
Dearness Allowance	As applicable to the officers of Bank of Baroda in his cadre.
Deputation Allowance	7.75 % of Basic Pay subject to maximum of Rs. 4000.00 per month i.e. as applicable to officers of Bank of Baroda in his Cadre.
Hill & Fuel Allowance	2.5 % of Basic Pay subject to maximum of Rs. 1000.00 per month i.e. as applicable to officers of Bank of Baroda in his Cadre.
Adjustment and other Allowance	As applicable to officers of Bank of Baroda in his Cadre.

House Maintenance Allowance	Reimbursement of House Maintenance Allowance/ expenses, as applicable to officers of Bank of Baroda in his Cadre.
<u>Perquisites</u>	
Residence	As applicable to officers of Bank of Baroda in his Cadre.
Furniture	As applicable to officers of Bank of Baroda in his Cadre.
Use of Bank's Car	As applicable to officers of Bank of Baroda in his Cadre.
Entertainment expenses	As applicable to officers of Bank of Baroda in his Cadre.
Provident Fund/ Gratuity/ P.Q.P/ /Travelling Allowance/ Medical Benefits/ Bonus/ Ex-gratia/ Payment in lieu of Bonus, if eligible	As applicable to officers of Bank of Baroda in his Cadre.
Casual leave/ Earned leave/ privilege leave/ Sick leave	As applicable to officers of Bank of Baroda in his Cadre.
Leave Concession/ Encashment of Leave	As applicable to officers of Bank of Baroda in his Cadre.

The entire salary, allowance, perquisites etc. payable to Shri Mukesh Sharma will be borne by the Nainital Bank Limited as hitherto."

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED that the Board of Directors be and is hereby authorised to appoint from time to time, in consultation with the Central Statutory Auditors, on such remuneration and on such terms and conditions, as the Board may deem fit, persons qualified for appointment as Branch Auditors of the Bank under Section 143 (8) of the Companies Act, 2013 to audit the accounts of the Branch Offices of the Bank for the year ending 31st March, 2017 subject to prior approval of the Reserve Bank of India".

MEMORANDUM OF INTEREST

Regarding Item No. 4, Shri Mukesh Sharma Director is interested only in so far as their appointment / election is/are concerned.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Nainital
Date: May 7, 2016

**MUKESH SHARMA
CHAIRMAN**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

As required under Section 30 (1-A) of Banking Regulation Act, 1949, necessary permission of Reserve Bank of India is being sought for approval of M/s PSMG & Associates Chartered Accountants Ghaziabad for appointment as Central Statutory Auditors of the Bank for the period upto the conclusion of the next Annual General Meeting.

The Board recommends the passing of this resolution.

ITEM No. 4

Shri Mukesh Sharma Deputy General Manager Bank of Baroda [on deputation from Bank of Baroda] was appointed Chairman and Chief Executive officer of the Bank, who assumed the office w.e.f. March 15, 2016. Your Board vide Resolution dated November 24, 2015 has approved appointment of Shri Mukesh Sharma from the date of assuming charge and Reserve Bank of India, vide its communiqué dated February 10, 2016 has approved his appointment as Chairman and Chief Executive Officer of the Bank for a period of three Years from the date of his taking charge on the terms and conditions approved by your Board. The terms, conditions, remuneration, perquisites for the said period is required to be approved by the Company in the Annual General Meeting pursuant to section 2 (18), 203 and other applicable provisions of The Companies Act, 2013 and Companies (Appointment and remuneration of Managerial Personnel) Rules 2014. The resolution is desired to be passed as a Special Resolution.

Shri Mukesh Sharma is interested in this resolution, only to the extent his salary, allowances and perquisites etc., are concerned.

The Board recommends the passing of this resolution.

ITEM NO. 5

It is not practicable to have all the Branch offices audited by the Central Statutory Auditors. It is, therefore, proposed that Board of Directors be authorised to appoint persons qualified for appointment as Branch Auditors of the Bank, which are not audited by the Central Statutory Auditors, as the Board may deem fit, in consultation with the Central Statutory Auditors.

None of the Directors or Key Managerial Personnels (KMP) or relative/s of Director/s and KMP is/are concerned or interested in the Resolution of Item No.5 of the accompanying Notice.

The Board recommends the passing of this resolution.

NOTES

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON OR PERSONS AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED WITH THE REGISTERED OFFICE OF THE BANK NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Total Share Capital of the Company.

- b) The Register of Members and Share Transfer Book of the Bank will remain closed from June 22, 2016 to June 29, 2016 (Both days inclusive).
- c) Final Dividend on prorata basis, for the year ended March 31, 2016, inclusive of Interim Dividend, if approved, will be payable to those members whose names are on the Register of Members of the Bank on June 29, 2016.
- d) Shareholders who have not encashed the dividend warrants for the year 2008-2009 to 2014-2015 are requested to immediately forward the same to the Bank for revalidation.
- e) Members are requested to intimate the Bank for changes, if any, in their registered address, at an early date quoting their folio number.
- f) Members/proxies should bring the attendance slip duly filled in for attending the meeting. Members are requested to note that time of registration of names for attending the Annual General Meeting shall be at the **State Guest House (Nainital Club) Mallital, Nainital – 263001 (Uttarakhand)** at 3.30 P.M. on Wednesday, the 29th day of June, 2016. Member/s, who appoint/s Proxy/ies, are requested to ask your appointed Proxy/ies to bring his original ID proof, together with a legible photocopy thereof, at the time of attending the meeting, in absence whereof, it shall not be possible to allow your Proxy to attend the meeting, which please note.
- g) Members /proxies are requested to bring copies of their Annual Report 2015-2016 to the meeting.
- h) Questions/queries relating the Bank's Annual accounts and other public disclosures be intimated to the undersigned at least 3 days in advance excluding the day of the meeting so as to enable the Bank to keep the information ready.
- i) All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office the Bank during the Business hours on all working days upto the date of Annual General meeting.

MEMBERS MAY PLEASE NOTE THAT NO GIFTS/COUPONS WILL BE DISTRIBUTED.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Nainital
Date: May 7, 2016

**MUKESH SHARMA
CHAIRMAN**