



NAINITAL BANK THE NAINITAL BANK LTD.

[Registered Office: G.B. Pant Road, Nainital, Uttarakhand-263001]

[Corporate Office: Seven Oaks Building, Mallital, Nainital-263001]

CIN No. U65923UR1922PLC000234, website: www.nainitalbank.co.in

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NOTICE TO THE MEMBERS FOR POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,

THE MEMBERS OF THE NAINITAL BANK LIMITED,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard issued by Institute of Company Secretaries (ICSI) of India on General Meetings ("SS-2"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Banking Regulation Act, 1949 and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ("Members") of The Nainital Bank Limited ("The Bank"), for the special business resolutions appended herein below through Postal Ballot ('Postal Ballot') and by way of Remote Electronic Voting ("E-voting").

In terms of said Section of the Companies Act, 2013 and the Rules made thereunder, a company may and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in General Meeting of the Company. In view of various circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA"), and pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Bank propose for passing of special business resolutions as per this Postal Ballot Notice.

This Postal Ballot is accordingly being initiated in compliance with the above Companies Act, 2013 and rules made thereunder. In light of the MCA Circulars issued from time to time, the Bank (Company) will send Postal Ballot Notice by e-mail only to all its Members who have registered their e-mail addresses with the Bank, their Registrars and Transfer Agents or Depository/Depository Participants. For non-registered Members to avail Postal Ballot Notice & procedure for 'Remote E-Voting', concerned document is available on the Bank's website i.e. www.nainitalbank.co.in and on KFintech's e-voting website <https://evoting.kfintech.com>. Further, the communication of assent/dissent of the Members will take place through the E-voting system provided by KFin Technologies or members can send the Ballot Form, from their registered mail ID at cs@nainitalbank.co.in and csbinita.tca@gmail.com.

The Board of Directors vide resolution dated February 05, 2024 has appointed Ms. Binita Pandey, Practicing Company Secretary (Membership No. A41594, COP-19730) or failing her Ms. Chetna Sajwan, Practicing Company Secretary (Membership No. A60209, COP-26183) as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The voting rights shall be governed by relevant sections of Banking Regulation Act, 1949 and RBI Master Direction-Ownership in Private Sector Banks, being the Cut-Off date for the said purpose.

Pursuant to Section 102 and 110 of the Companies Act, 2013, the Explanatory Statements setting out the material facts and reasons for the proposed resolutions are appended herewith and is being sent to you along with the Postal Ballot Form for your consideration. Members have the option to vote on the agenda through remote e-voting provided by KFin Technologies or members can send the Ballot form from their registered mail ID at cs@nainitalbank.co.in and csbinita.tca@gmail.com.

The results of the Postal Ballot will be declared at the Registered Office of the Bank on or before March 11, 2024. The date of approval of amendment of Articles of Associations (AOA) through Postal Ballot will be taken as the last date of the passing of the resolution contained in this notice, if approved by the requisite majority. The result of the Postal Ballot along with Scrutinizer's report will be posted on the Bank's (Company) website www.nainitalbank.co.in and on website of KFintech - <https://evoting.kfintech.com>.

By Order of the Board of Directors

**(Nikhil Mohan)
Managing Director & C.E.O.**

**Place: Nainital
Date: February 08, 2024**

RESOLUTION FOR POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

Special Business

Item 1: Amendments to A. Main Objects to be pursued by the Company - Memorandum of Association (MOA) of the Bank -

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to the addition of clause g 2), l, m and n under Clause 3 A of the Memorandum of Association (MOA) of the Bank in the manner as per the draft circulated herewith.”

Existing text to the Memorandum – A. Main Objects to be pursued by the Company	Proposed text to the Memorandum - A. Main Objects to be pursued by the Company
No such clause exists	<p>g) (2) Carrying on any other business specified in section 6(1)(a) to (n) of the Banking Regulation Act, 1949, as amended from time to time (“1949 Act”), and such other forms of business which the Central Government has pursuant to Section 6(1)(o) of 1949 Act specified or may from time to time specify by notification in the Official Gazette or as may be permitted by Reserve Bank of India (“RBI”) from time to time as a form of business in which it would be lawful for a banking company to engage.</p> <p>l) Issuing credit cards, debit cards, prepaid instruments, smart card or any similar instruments and extending any other credits;</p> <p>m) To carry on and transact the business of giving guarantees and counter guarantees and indemnities whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property or assets of the Company, both present and future wherever situate or in any other manner and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under debentures, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities, and the repayment of the capital moneys and the payment of dividends in respect of stocks and shares or the performance of any such other obligations.</p> <p>n) To act as corporate agents for insurance products for life and general insurance including but not limited to health, pension & employees benefit, fire, marine, cargo, marine hull, aviation, oil & energy, engineering, accident, liability, motor vehicles, transit and other products and to carry on the business of insurance, re-insurance and risk management as an insurance agent or otherwise as may be permitted under law.</p>

Item 2: Addition of Clause – ‘Matters which are necessary for the furtherance of the objects specified in clause 3 (A)’ in the Memorandum of Association (MOA) of the Bank.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to the addition of Clause B - (Matters which are necessary for furtherance of the objects specified in clause addition in 3 (A) are) in the Memorandum of Association (MOA) of the Bank in the manner as per the draft circulated herewith.”

Existing text to the Memorandum	Proposed text to the Memorandum - A. Main Objects to be pursued by the Company
No such clause exists	<p data-bbox="568 271 1497 331"><u>B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE ADDITION IN III (A) ARE:</u></p> <p data-bbox="568 371 1505 678">a) To set up or participate as a payment gateway for effecting payment against services and trade transactions carried out by internet sites and portals, to operate payment system under the Payment and Settlement Systems Act, 2007, as amended from time to time, to act as enablers for settlement of e-commerce or any other type of transactions for corporates, individuals or any other entities or to undertake money transfer services under money transfer service scheme as permitted under law and verify any digital signature or electronic signature issued in accordance with the Information Technology Act, 2000 as amended from time to time.</p> <p data-bbox="568 719 1505 882">b) To establish, maintain and operate automated teller machines, or any other electronic and tele communication devices for carrying on any of the banking businesses including, but no limited to, internet banking, telephone banking, mobile banking, utility bills payment for electricity, telephones, mobile phones, etc.</p> <p data-bbox="568 922 1505 1155">c) To open, maintain, operate and close account or accounts with any bank or banks or other financial Institutions in India or abroad and to pay or earn interest and to withdraw money from such account or accounts and to make, draw, co-accept, endorse, execute, discount or negotiable and issue cheques, promissory notes, hundis, bills of exchange, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments.</p> <p data-bbox="568 1196 1505 1359">d) To indemnify officers, Directors, promoters and servants of the Company against, proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done, for and in the interests of the Company or for any loss or damages or misfortune which happens in execution of the dues of their office or in relation thereto.</p> <p data-bbox="568 1400 1505 1570">e) To apply for and become member of any business, commercial/ trade/ industrial association, clearing-house, society, company, professional body, stock exchange, depository and promote measures for the protection and/or promotion of the Company's trade, industry and persons engaged therein.</p> <p data-bbox="568 1610 1505 1780">f) To enter into negotiations or collaborations, technical, financial or otherwise with any person or government for obtaining any grant, license or on other terms, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for providing or rendering services which the Company is authorised to provide or render.</p> <p data-bbox="568 1821 1505 1984">g) To appoint, employ, hire, procure, depute designers, experts, scholars, professors, leaders, executives, managers, secretaries, officers, technicians, engineers, mechanics, foremen, clerks, agents, servants, and other skilled and unskilled personnel for permanent, temporary or contractual services.</p> <p data-bbox="568 2024 1505 2154">h) To act as foreign exchange dealer and to buy, sell or otherwise deal in all kinds of foreign currencies, currency derivatives, foreign currency options, forward covers, swaps of all kinds, as may be permitted, and to transact for itself or on behalf of any persons, body corporate, company,</p>

corporation, society, firm or associations of persons whether incorporated or not, all kinds of transactions in foreign currencies.

- i) To make donations either in cash or in kind for such objects for causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
- j) To carry on all the businesses permitted by the objects set out hereinabove either directly or through a subsidiary, affiliate or associate, joint venture of the Company as may be permitted under law.
- k) To do all such other things as are incidental or conducive to the promotion or advancements of the business of the Company or attainment of the objects of the Company.

Item 3: Increase in the Authorised Share Capital and Consequent Alteration of Memorandum of Association.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to increase the Authorised Share capital of the Bank (Company) be and is, hereby, increased from Rs. 150,00,00,000.00 (One Hundred & Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) shares of Rs. 10/-each to Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under.”

(5. The Authorised Share Capital of the Company is Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each.)

Item 4: Alternation in Clause 6 of the Articles of Association (AOA) - Authorized Capital

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to alter the articles of association of the Company in the following manner:

The existing article 6 is to be deleted and substituted by the following new clause -

*6- The Authorised share capital of the Company is Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each.

Item 5: Alternation/Addition to Chairman, CEO, Managing Director or Whole Time Director(s), Company Secretary or Chief Financial Officer. (Chapter Heading also being incorporated)

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, the RBI direction dated December 28, 2023 received by the Bank and subject to such other approvals as may be necessary or required, the amendments to Clause 83 of the Articles of Association (MOA) of the Bank in the manner as per the draft circulated herewith, be and is, hereby, approved.”

Existing text to the Articles	Proposed text to the Articles
Addition in Clause 83 (New Paragraph)	Subject to the requisite approvals, if any, under the Banking Regulation Act, 1949, Companies Act, 2013 and the RBI Guidelines issued from time to time, the Company may appoint such number of Managing Director, Whole-Time Directors, CEO, Manager or other Directors as it deems fit.
<p>The Managing Director & CEO who is entrusted with the management of the whole of the affairs of the company, as the case may be, shall be in whole-time employment of the company and may be appointed by the Board for such period not exceeding five years at a time as the Board may deem fit. He/She shall not be subject to retire by rotation and shall be eligible for re-appointment subject to approval from Reserve Bank of India. Provided that nothing in this sub-section shall be construed as prohibiting a Chairman on part time basis or an MD & CEO from being a Director of a subsidiary of this Company or a Director of a Company registered under Section 8 of the Companies Act 2013 or such other Company as may be permitted by any Law or by the Reserve Bank of India.</p> <p>Subject to the provisions of all applicable Act/s, the Board may, from time to time, fix the remuneration payable to and other terms and conditions of service, of the Chairman and/or of the MD & CEO on Whole Time basis, or as the case may be, and shall be subject to approval by ordinary resolution of the Company in General Meeting.</p> <p>That the Board of Directors shall have power to remove, suspend or terminate the service or employment or appointment of the Chairman or the Acting Chairman of the Board of Directors and Managing Director & CEO or Acting MD & CEO, with the prior approval of the Reserve Bank of India as required in clause Section 35B of the Banking Regulation Act, 1949.</p>	<p>The Managing Director & CEO and Executive Director/s appointed on whole-time basis, who are entrusted with the management of the whole of the affairs of the company, as the case may be, shall be in whole-time employment of the company and may be appointed by the Board for such period not exceeding five years at a time as the Board may deem fit. He/She shall not be subject to retire by rotation and shall be eligible for re-appointment subject to approval from Reserve Bank of India. Provided that nothing in this sub-section shall be construed as prohibiting a Chairman on part time basis or an MD & CEO or Executive Director/s on whole-time basis from being a Director of a subsidiary of this Company or a Director of a Company registered under Section 8 of the Companies Act 2013 or such other Company as may be permitted by any Law or by the Reserve Bank of India.</p> <p>Subject to the provisions of all applicable Act/s, the Board may, from time to time, fix the remuneration payable to and other terms and conditions of service, of the Chairman and/or of the MD & CEO on Whole Time basis, Executive Director/s (Whole Time) or as the case may be, and shall be subject to approval by ordinary resolution of the Company in General Meeting.</p> <p>That the Board of Directors shall have power to remove, suspend or terminate the service or employment or appointment of the Chairman or the Acting Chairman of the Board of Directors and Managing Director & CEO or Acting MD & CEO, Executive Director/s (Whole Time) with the prior approval of the Reserve Bank of India as required in clause Section 35B of the Banking Regulation Act, 1949.</p>
Clause (k) is doesn't exist in the Articles	<p>(k) Subject to the provisions of the Act and these Articles,</p> <p>(i) A Chief Executive Officer or Managing Director or Manager or Whole-Time Director, Company Secretary and Chief Financial Officer may be appointed by the Board as its Key Managerial Personnel for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;</p> <p>(ii) A Director may be appointed as Chief Executive Officer.</p>

“RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as “Board” and the expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Bank.”

By Order of the Board of Directors

(Nikhil Mohan)
Managing Director & C.E.O.

Place: Nainital
Dated: February 05, 2024

ANNEXURE TO NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts:

Item No. 1 & 2

The Bank intends to expand its present scope of business and is proposing to enter into different financial services as permitted by The Reserve Bank of India from time to time. Since the activity of "Financial Services" to be included in the Main Objects Clause of the Memorandum of Association ("MOA"), the Memorandum of Association of the Company is required to be altered. The Board of Directors of the Company through circulation held on February 05, 2024 has approved the alteration of Objects Clause of MOA subject to approval of the members of the Bank by way of Special Resolution.

By insertion of new object clause in the MOA, the company will be in position to carry out new line of business activity mainly incidental to its business activity. Further, the directors of the company are also having exposure in this line of business and considering the future of Bank and financial services provided by the Banks in India, the board of the company is of the view that it would be beneficial and in the interest of the company and its stakeholders to carry out this activity.

This will also result into increase in revenue and profit of the company. In term of Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, the said resolution is required to be passed through postal ballot process. In the best interests of the Company and its shareholders, the Board of Directors recommends the approval of the Resolution No. 1 and 2.

Revised set of Memorandum of Association post incorporating above amendment is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturdays, Sundays and Public holiday).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding in the Company, if any. The Board recommends passing of the resolution set out at Item No. 1 & 2 as Special Resolution.

Item No. 3

The Board of Directors through resolution by circulation on February 05, 2024, subject to the consent of the members of the Company, considered, approved and recommended the re-classification of the existing Authorised Share Capital of the Company of Rs. 150,00,00,000.00 (One Hundred & Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) shares of Rs. 10/-each to Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each.

Further, to enable the Company to issue further shares, it is proposed to increase the authorised share capital of the Company from Rs. 150,00,00,000.00 (One Hundred & Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) shares of Rs. 10/-each to Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each by way of creation of additional 8,00,00,000 (Eight Crores) Equity Shares of face value of Rs. 10/- (Rupee One Only) each.

As a consequence, to the increase in authorized share capital of the Company, the existing authorized share capital clause in the Memorandum of Association of the Company will also be altered. Pursuant to the provisions of Sections 13, 61, and 64 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, alteration of the Capital Clause of the Memorandum of Association requires approval of the Members and any other applicable statutory and regulatory approvals. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturdays, Sundays and Public holiday).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding in the Company, if any. The Board recommends passing of the resolution set out at Item No. 3 as Ordinary Resolution

Item No. 4

The existing clause no 6 of the Article of Association is related to share capital of the company and the company is required to amend the Article of Association each time whenever alters the Capital Clause of the Memorandum of Association of the Company. As you are aware that the Article of Association can be amended by passing of Special resolution and Capital Clause of the Memorandum of Association can be altered/ modified by passing an Ordinary Resolution.

Thus the alteration/amendment in the Article of Association of the Company is proposed to enable the Company and/or its Board of Directors in a more easy manner and in compliance with the provision of Companies Act 2013. The Article of Association of the Company can be amended as per the provision of Section 14 of the Companies Act 2013 by passing special Resolution.

In view of the above it is proposed to add/alter clauses of Article of Association. The set of Article of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturdays, Sundays and Public holiday).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding in the Company, if any. The Board recommends passing of the resolution set out at Item No. 4 as Special Resolution.

Item No. 5

RBI vide circular RBI/2023-24/70DOR.HGG.GOV.REC.46/29.67.001/20023-24 dated October 25, 2023 has expressed that given the growing complexity of the banking sector, it becomes imperative to establish an effective senior management team in the banks to navigate ongoing and emerging challenges. Establishment of such a team may also facilitate succession planning, especially in the background of the regulatory stipulations in respect of tenure and upper age limit for Managing Director and Chief Executive Officer (MD&CEO) positions.

Further, they have advised Banks to address these issues and challenges, banks are advised to ensure the presence of at least two Whole Time Directors (WTDs), including the MD&CEO, on their Boards. The number of WTDs shall be decided by the Board of the bank by taking into account factors such as the size of operations, business complexity, and other relevant aspects. In compliance to these instructions, banks that currently do not meet the minimum requirement as above are advised to submit their proposals for the appointment of WTD(s) under Section 35B(1)(b) of the Banking Regulation Act, 1949, within a period of four months from the date of issuance of this circular. Those banks which do not already have the enabling provisions regarding appointment of WTDs in their Articles of Association may first seek necessary approvals under Section 35B(1)(a) of the Act *ibid*, expeditiously, so as to be in a position to comply with the requirements under these instructions. While ensuring compliance to the above instructions, careful consideration shall also be given to meet the requirements under other applicable statutory/regulatory provisions.

In view of the above and to ensure compliance, Bank propose to amend the AOA by inserting enabling provisions for onboarding of Executive Directors (Whole Time). Therefore, NBL Board recommends amendments to Clause 83 of AOA as detailed in the notice.

The set of Article of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturdays, Sundays and Public holiday).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in anyway concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding in the Company, if any. The Board recommends passing of the resolution set out at Item No. 5 as Special Resolution.

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the Bank's website www.nainitalbank.co.in, on Bank's Registrar and Share Transfer Agent ('RTA') viz. KFinTech, E-voting website <https://evoting.kfintech.com>.
2. Members who have not registered their e-mail addresses with either the Bank or Bank's RTA or their Depository Participant (DP) are requested to register the same with the RTA in accordance with the process specified, for procuring user id and password and registration of e-mail ids for E-voting for the resolutions set out in this Postal Ballot Notice.
3. The Portal for E-voting will remain open for the Members for exercising their voting from Saturday, February 10, 2024 at 09:00 A.M. India Standard Time ('IST') till, Sunday, March 10, 2024 at 05:00 p.m. (IST) both days inclusive. Please note that E-voting module will be disabled for voting by RTA KFin Technologies Private Limited after the said date and time. During this period, the Members of the Bank holding shares either in physical form or dematerialized form, as on Friday, February 02, 2024 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Bank for E-voting i.e. Monday, March 11, 2024. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting as per said rules and regulation.

5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, February 02, 2024 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Bank's Registrar and Share Transfer Agent i.e. KFintech. Each Member's voting rights shall be in proportion to his/her share of the Paid-Up Equity Share Capital of the Bank and as per relevant sections of Banking Regulation Act, 1949 and RBI Master Direction-Ownership in Private Sector Banks, being the cut-off date, which will only be considered for voting.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors vide resolution dated February 05, 2024 has appointed Ms. Binita Pandey, Practicing Company Secretary (Membership No. A41594, COP-19730) or failing her Ms. Chetna Sajwan, Company Secretary (Membership No. A60209) as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Bank or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before Monday, March 11, 2024. The results of the Postal Ballot will be posted on the Bank's website www.nainitalbank.co.in and on KFintech E-voting website <https://evoting.kfintech.com>. The Bank will also display the results of the Postal Ballot at its Registered Office and the Corporate Office.
9. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Bank's website www.nainitalbank.co.in to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. Sunday, March 10, 2024. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one English Newspaper and one Hindi Newspaper (vernacular language) having circulation in Uttarakhand. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Bank's RTA or the Depository Participants, in respect of shares held in physical/electronic mode respectively

10. Remote E-Voting:

- (i) In compliance of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Bank is pleased to provide remote e-voting facility through M/S KFintech, to enable its Members to cast their votes electronically or through email on all the items as set out in this Notice.
- (ii) The Bank has appointed Ms. Binita Pandey, Practicing Company Secretary (Membership No. A41594, COP-19730) or failing her Ms. Chetna Sajwan, Company Secretary (Membership No. A60209) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- (iii) The voting rights of the shareholders shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Bank as on the cut-off date viz. February 02, 2024 subject to the provisions of relevant sections of Banking Regulation Act, 1949 and RBI Circular.
- (iv) A person who is not a Member as on the said cut-off date, will not be entitled to vote and should treat this Notice, for information purpose only.
- (v) The instructions for remote e-voting, are as under:
 - In case of Members receiving Notice by e-mail:
 - ✓ Enter the login credentials (i.e., User ID & Password) mentioned in the e-mail, your Folio No. / DP ID & Client ID will be your USER ID. Please note that the password is an initial password.
 - ✓ Use the following URL for remote e-voting: From Karvy website: <https://evoting.kfintech.com/>
 - ✓ Shareholders of the Bank holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
 - ✓ Enter the login credentials. Your Folio No/DP ID & Client ID will be your user ID.
 - ✓ After entering the details appropriately, click on LOGIN.
 - ✓ On the voting page, enter the number of shares as on the said cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially any number in AGAINST but the total number in FOR/AGAINST taken together should not exceed your total shareholding, as on the said cut-off date. You may also choose the option ABSTAIN.
 - ✓ Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
 - ✓ Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.
 - ✓ Once the vote on the Resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

- ✓ The remote e-voting period shall commence on **February 10, 2024** (09:00 A.M.) and will end on **March 10, 2024** (5:00 P.M.). During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of **February 02, 2024**, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently.
- ✓ Please contact KFin (RTA) or Mr. Hanumantha or Mr. Ramachandra for any clarification regarding e-voting. Initial password is provided, as below, in the e-mail.

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN
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Please follow the steps stated above, to cast your vote by electronic means.

- vi. The Results shall be communicated to the shareholders in accordance with Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India and will be uploaded on the Bank's website i.e. www.nainitalbank.co.in. The Results will also be displayed at the Registered and Corporate Offices of the Bank.

11. General Guidelines for shareholders:

- 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 csbinita.tca@gmail.com with a copy marked to cs@nainitalbank.co.in.
- 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 <https://evoting.kfintech.com> to reset the password.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://evoting.kfintech.com>.

12. Process for those shareholders whose email ids are not registered with the Depositories / Company for procuring user id and password and registration of e mail id for e-voting on the resolution(s) as set out in this notice:

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 the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ('KFIN'), E-voting website <https://evoting.kfintech.com>.
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 the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ('KFIN'), E-voting website <https://evoting.kfintech.com>.

Please Note: All dates and timings are as per Indian Standard Time ("IST").

By **Order of the Board of Directors**

Place: Nainital
Date: February 08, 2024

(Nikhil Mohan)
Managing Director & C.E.O.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <p>(i) Visit URL: https://eservices.nSDL.com</p> <p>(ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>(iii) On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>(iv) Click on the company name or e-Voting Service Provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. For those Members who have not registered for the IDeAS e-Services facility of NSDL</p> <p>(i) To register click on link: https://eservices.nSDL.com</p> <p>(ii) Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow steps given in points 1.</p> <p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Open URL: https://www.evoting.nSDL.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) A new screen will open. Enter User ID ((that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through the generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page</p> <p>(v) You will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech</p> <p>(vi) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Members who have already registered and opted for Easi / Easiest facility of CDSL to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasi/home/login ; or URL: www.cdslindia.com</p> <p>(ii) Go to Login and select New System Myeasi / Login to My Easi option under Quick Login</p> <p>(iii) Login with your registered user id and password for accessing Easi / Easiest.</p> <p>(iv) The user will see the e-Voting Menu.</p> <p>(v) Click on Company name or e-Voting service provider i.e. KFinTech name to cast your vote during the remote e-Voting period.</p> <p>2. For those Members who have not registered for the Easi/Easiest facility of CDSL</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point 1</p> <p>3. For directly accessing the e-Voting module of CDSL by the Members:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(v) On successful authentication, you will enter the e-voting module of CDSL.</p> <p>(vi) Click on the company name or select e-Voting service provider “KFin” and you will be redirected to the e-Voting page of KFin to cast your vote without any further authentication.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>Individual Shareholder login through their demat accounts / Website of Depository Participant.</p> <p>Individual Shareholder can also login using the login credentials of his/her demat account through his/her Depository.</p> <p>Participant registered with NSDL/CDSL for e-Voting facility. Once logged-in, he/she will be able to see e-Voting option. Click on e-Voting option and he/she will be redirected to NSDL/CDSL Depository site (as may be applicable) after successful authentication wherein he/she can see e-Voting feature.</p> <p>Click on the company name or e-Voting service provider name i.e. KFinTech and then it will be redirected to e-Voting service provider website of KFinTech for casting his/her vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43