

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21(1) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
The Nainital Bank Limited
(U65923UR1922PLC000234)
G B Pant Road,
Nainital, Uttarakhand - 263 001

Sir,

1. I, Binita Pandey , Practicing Company Secretary, ACS 41594, CP 19730, Partner of **M/s. T.Chatterjee & Associates**, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of The Nainital Bank Limited, **(herein after referred as the Company)** at its meeting held on 4th September 2023, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 101st Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 28th September 2023, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meetings , on the resolutions contained in the Notice dated 5th September 2023 of the 101st AGM of the members of the Company.
2. The Company had provided remote e-voting facility for its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from 25th September 2023 (09:00 A.M.) and ended on 27th September 2023 (5:00 P.M.).
3. The Company had also provided e-voting facility through instapoll to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.



4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 28th September 2023 at 12.25 P.M. and were counted in the presence of two witnesses viz. CS Sumana Subhash Mitra and Ms. Richa Pandey, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the M/s. KFin Technologies Limited e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system on the resolutions contained in the Notice dated 5th September 2023 during the 101st AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required under the Companies Act, 2013.

7. I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 5th September 2023 of 101st AGM.



ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March 2023, together with the report of the Directors and Auditors thereon.

(I) Vote in favour of the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 36 | 115802365 | 100.00 |

(II) Vote against the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

The above resolution was passed by requisite majority of votes



Item No. 2: **Ordinary Resolution**

To declare dividend of Rs. 0.60/- per equity share (6% of the Face Value of Rs.10/- each) for the Financial Year ended 31st March 2023.

(I) Vote **in favour** of the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 36 | 115802365 | 100.00 |

(II) Vote **against** the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

The above resolution was passed by requisite majority of votes



Item No. 3: **Ordinary Resolution**

To appoint a Director in place of Mr. Nikhil Mohan (DIN 09655509) who retires by rotation and being eligible, has offered himself for re-appointment.

(I) Vote **in favour** of the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 36 | 115802365 | 100.00 |

(II) Vote **against** the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

The above resolution was passed by requisite majority of votes



Item No. 4: Ordinary Resolution

To consider and appoint M/s A R & Company, Chartered Accountants (FRN 002744C) as the Central Statutory Auditors of the Bank

(I) Vote **in favour** of the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 36 | 115802365 | 100.00 |

(II) Vote **against** the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

The above resolution was passed by requisite majority of votes



SPECIAL BUSINESS

Item No. 5: Ordinary Resolution

To appoint Mr. Rakesh Nema (DIN 07207816) as Non-Executive Non-Independent Director.

(I) Vote **in favour** of the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|-----------------------|----------------------------------|--|
| 36 | 115802365 | 100.00 |

(II) Vote **against** the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|-----------------------|----------------------------------|--|
| 0 | 0 | 0.00 |

The above resolution was passed by requisite majority of votes



To authorize the Board of Directors to appoint the Branch Auditors of the Bank subject to prior approval of the Reserve Bank of India and in consultation with the Central Statutory Auditors

(I) Vote **in favour** of the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 36 | 115802365 | 100.00 |

(II) Vote **against** the Resolution:

| No. of members | No. of votes cast by them | % of total number of valid votes cast |
|----------------|---------------------------|---------------------------------------|
| 0 | 0 | 0.00 |

The above resolution was passed by requisite majority of votes

A list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

**For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)**



**Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730**

UDIN: A041594E001114490

Place: Delhi

Date: 28-09-2023

