



# NAINITAL BANK THE NAINITAL BANK LTD.

[Registered Office: G.B. Pant Road, Nainital, Uttarakhand-263001]  
[Corporate Office: Seven Oaks Building, Mallital, Nainital, Uttarakhand-263001]  
CIN No. U65923UR1922PLC000234, website: www.nainitalbank.co.in  
e-mail ID: cs@nainitalbank.co.in, Phone: 05942-233739

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the Hundredth (100<sup>th</sup>) Annual General Meeting (“AGM”) of the Members of **The Nainital Bank Limited** (“the Bank”) will be held on Thursday, September 29, 2022 at 11:00 A.M Indian Standard Time (“IST”) onwards. The Annual General Meeting shall be held by means of Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31<sup>st</sup> March 2022, together with the report of the Directors and Auditors thereon.
2. To declare dividend of Rs. 0.50/- per equity share (5% of the Face Value of Rs.10/- each) for the Financial Year ended 31<sup>st</sup> March 2022.
3. To appoint a Director in place of Mr. Sanjay Mudaliar (DIN 07484086) who retires by rotation and being eligible offers himself for re-appointment.

### Special Business

4. **To note and ratify the action of the Bank for extension of tenure of Mr. Dinesh Pant (DIN 08391769) as Managing Director & CEO upto June 30, 2022 on the recommendations of Reserve bank of India.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014; Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and approval of RBI dated March 02, 2022 the extension of tenure of Mr. Dinesh Pant (DIN 08391769) as MD & CEO upto June 30, 2022 be and is, hereby, noted and ratified.”

“**RESOLVED FURTHER THAT** the Managing Director & C.E.O. and Company Secretary of the Bank, be and are hereby severally/ jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities and to do all such acts, deeds and things as may be considered necessary and appropriate to make the resolution effective.”

5. **To appoint Mr. Ravindra Singh Negi (DIN 08248608) as Non-Executive Non-Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014; Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), Mr. Ravindra Singh Negi (DIN 08248608) who was appointed as a Non-Executive-Additional Non-Independent Director of the Bank by the Board of Directors based on the recommendations of the Nomination & Remuneration and Human Resource Committee (NRHR) with effect from February 18, 2022 for a maximum period of -8- Eight Years from the date of appointment or date of superannuation in Bank of Baroda, whichever is earlier and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive-Non-Independent Director of the Bank and that he shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the MD & C.E.O. or Company Secretary of the Bank, be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities and to do all such acts, deeds and things as may be considered necessary and appropriate to make the resolution effective.”

6. **To appoint Mr. Neelam Damodharan (DIN 07759291) as Non-Executive - Independent Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and rules made thereunder; Section 10A of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification (s), variation(s) or re-enactment(s) thereof, for the time being in force) Mr. Neelam Damodharan (DIN: 07759291) who was appointed as a Non-Executive-Additional Independent Director of the Bank by the Board of Directors based on the recommendations of the Nomination and Remuneration & Human Resource Committee (NRHR) w.e.f. April 23, 2022 be and is hereby appointed as a Non-Executive-Independent Director of the Bank to hold office for -5- (five) years i.e. from April 23, 2022 to April 22, 2027 (both days inclusive) and that he shall not be liable to retire by rotation and that he shall be eligible for sitting fees, reimbursement of expenses for attending Board and Committee meetings, remuneration & profit related commission if any as permissible under relevant RBI guidelines, applicable provisions of Companies Act, 2013 and approved by Board of Directors of the Bank.”

**“RESOLVED FURTHER THAT** the MD & C.E.O. or Company Secretary of the Bank, be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities and to do all such acts, deeds and things as may be considered necessary and appropriate to make the resolution effective.”

**7. To appoint Mr. Nikhil Mohan (DIN. 09655509) as Managing Director & CEO of the Bank.**

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

**“RESOLVED THAT** pursuant to the provisions of section 196 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) approval of the members of the Bank be and is, hereby, accorded to appointment of Mr. Nikhil Mohan (DIN 09655509) as Managing Director & C.E.O. of the Bank, w.e.f. July 01, 2022 for a period of three years as approved by Reserve Bank of India.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 197, Schedule V and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Section 35B and all other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the RBI, in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) approval of the members of the Bank, be and is hereby accorded to the payment of remuneration by way of salary, allowances and perquisites to Mr. Nikhil Mohan (DIN 09655509) as Managing Director & C.E.O. of the Bank and as approved by Reserve Bank of India as under -

| Particulars  | Amount (INR) p.a.  |
|--|--|
| <b>PART-A: Fixed Pay (including perquisites):</b>  |  |
| 1. Salary (Basic)  | Scale of Rs. 1,04,240 - 1,16,120 (Top Executive Grade/Scale-TEG-VI, as per Bank of Baroda Officers' regulation 1979) ongoing basis and subsequent promotion to GM cadre in future. |
| 2. Dearness allowance (Revised on Quarterly basis)   | 4,50,000   |
| 3. Retrial/Superannuation benefits:  |  |
| (a) Provident Fund   | 1,50,000   |
| (b) Gratuity   | Yes  |
| (c) Pension  | Yes  |
| 4. Leave Fare Concession/ Allowance  | Eligible Maximum - 3,00,000 (Complying with 2 Years and 4 Years block in Bank of Baroda)   |
| 5. Other fixed allowances, if any (please Specify)*<br>*Consolidated allowance, if any, to be given with details of heads it subsumes. |  |
| (a) New Special Allowance  | 3,90,000   |
| (b) CCA/Project Area Allowance   | 8,400  |
| (c) Deputation Allowance   | 72,000   |
| (d) Hill & Fuel Allowance  | 18,000   |
| (e) Learning Allowance   | 9,384  |
| 6. Perquisites:  |  |
| (i) Free Furnished House and its maintenance/House Rent Allowance  | Bank's accommodation (2,40,000)  |
| (ii) Conveyance Allowance/Free use of bank's car for   | Bank's Car (Unlimited Petrol Usage)  |
| a) Official purposes   | Quantified 2,00,000  |
| b) Private purposes  | 20,000   |
| (iii) Driver(s)' salary  | 1,80,000   |
| (iv) Club Membership(s)  | Entry Fee: 3,000   |
| (v) Reimbursement of medical expenses  | Annual Fee: 3,000  |

|  |   |
|--|---|
| (vi) Any other perquisites (please specify).   | Coverage under Medical Insurance scheme of reimbursement of hospitalization and medical expenses as per the "Medical Insurance Scheme" as detailed in the Joint Note 2020. Medical annual aid of Rs. 12,300 |
| (a) Attache                                    | 5,000   |
| (b) Car Parking allowance                      | 4,800   |
| (c) House Maintenance                          | 18,000  |
| (d) Cell phone bill                            | 42,000  |
| (e) Car washing allowance                      | 12,000  |
| (f) Books/Newspapers/Periodical                | 12,000  |
| (g) Briefcase                                  | 3,500   |
| (h) Crockery                                   | 4,000   |
| (i) Entertainment                              | 18,000  |
| <b>Total Fixed Pay</b> (including perquisites) | <b>33,75,384</b>  |

“**RESOLVED FURTHER THAT** the Chief Financial Officer or Company Secretary of the Bank, be and are hereby severally/jointly authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities and to do all such acts, deeds and things as may be considered necessary and appropriate to make the resolution effective.”

The entire salary, allowance, perquisites etc. payable to Mr. Nikhil Mohan shall be borne by The Nainital Bank Limited.

**8. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary 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 31<sup>st</sup> March, 2023 subject to prior approval of the Reserve Bank of India”.

“**RESOLVED FURTHER THAT** the MD & C.E.O./Chief Financial Officer/Company Secretary of the Bank, be and are hereby severally/jointly authorised to do all such acts, deeds and things as may be considered necessary and appropriate to make the resolution effective.”

**MEMORANDUM OF INTEREST**

Regarding Item No. 3, 4, 5, 6 and 7 - respective Directors are interested only in so far as their appointment is/are concerned.

**By Order of the Board of Directors**

**Place: Nainital**  
**Date: September 07, 2022**

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

## ANNEXURE TO THE NOTICE

### Explanatory statement pursuant to section 102 of the Companies Act, 2013

#### **Item No. 4.**

RBI vide communique dated December 16, 2021 expressed that as Mr. Dinesh Pant (MD & CEO) has overseen the Bank's migration to Finacle 10, which is currently in the last stage, the current MD & CEO is well in the know of various process and issues involved in migration and his exit at this stage may be disruptive to the migration process. A smooth transition to Finacle 10 is critical for operations of the Bank, particularly for rendering hassle-free customer service and smooth annual closing at the Financial Year end. Therefore, it was advised to the Board of Directors to review/reconsider the proposal of an immediate change in the incumbency of MD & CEO and may consider extending the term of the present incumbent, till completion of upgradation of CBS, completion of migration and integration of third-party applications/systems expected to be completed by June 30, 2022.

In compliance of the advisory for ensuring hassle free and timely implementation of Finacle 10.x in the Bank, the management on December 17<sup>th</sup>, 2021 sought requisite permission from Board of Directors for extending the tenure of Mr. Dinesh Pant MD & CEO upto June 30, 2022 subject to all regulatory approvals and necessary applications were submitted to RBI in this regard.

In continuation of the above, RBI on March 02, 2022 granted approval for extending the tenure of Mr. Dinesh Pant (MD & CEO) upto June 30, 2022.

The Board recommends for noting and ratifications of the action of the Bank for extending the tenure of Mr. Dinesh Pant (MD & CEO) upto June 30, 2022 after seeking requisite approval of RBI.

#### **Item No. 5.**

Pursuant to the recommendation of the Nomination and Remuneration & Human Resource Committee (NRHR), Board of Directors in meeting held on February 18, 2022 approved the appointment of Mr. Ravindra Singh Negi as a Non-Executive-Additional Non-Independent Director of the Bank to hold office for a maximum period of -8- Eight Years from the date of appointment or date of superannuation in Bank of Baroda, whichever is earlier and to hold the office as such upto the date of this Annual General Meeting. His approval is subject to approval of shareholders in the ensuing Annual General Meeting. He is found fit and proper to be appointed as a Director of the Bank as per the norms prescribed by the Reserve Bank of India. Further, he is also not disqualified from being appointed as a Director as per section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Bank. He falls under the category of Non-Independent Director as laid under the Companies Act, 2013.

Mr. Ravindra Singh Negi has the requisite qualification, skills, experience and expertise in specific functional areas in terms of Section 10A of the Banking Regulation Act, 1949, which shall be beneficial to the Bank. The brief profile of Mr. Ravindra Singh Negi has been provided as an Annexure to this Notice. He is not related to any Independent Director of the Bank and belongs to Bank of Baroda.

Your Directors, therefore, recommend the agenda as ordinary resolution, as set forth in Item No. 5 of this Notice, for the approval of the Members. Except for Mr. Ravindra Singh Negi, his relatives and Bank of Baroda nominees, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way interested in the passing of the Ordinary Resolution as set out in Item No. 5 of this Notice.

#### **Item No. 6.**

Pursuant to the recommendation of the Nomination and Remuneration & Human Resource Committee (NRHR), Board of Directors in meeting held on April 23, 2022 approved the appointment of Mr. Neelam Damodharan as a Non-Executive-Additional Independent Director of the Bank w.e.f. April 23, 2022 to hold office as such upto the date of this Annual General Meeting. His initial period as Director shall be for an initial period of five (5) years subject to approval of shareholders. He is found fit and proper to be appointed as a Director of the Bank as per the norms prescribed by the Reserve Bank of India. Further, he is also not disqualified from being appointed as a Director as per section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Bank. He also fulfils the Independent criteria as laid under the Companies Act, 2013.

Mr. Neelam Damodharan has the requisite qualification, skills, experience and expertise in specific functional areas in terms of Section 10A of the Banking Regulation Act, 1949, which shall be beneficial for the Bank. The brief profile of Mr. Neelam Damodharan has been provided as an Annexure to this Notice. He is not related to any other Director or Key Managerial Personnel of the Bank.

Your Directors, therefore, recommend the agenda as ordinary resolution, as set forth in Item No. 6 of this Notice, for the approval of the Members. Except for Mr. Neelam Damodharan and his relatives (interested-if any), none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way interested in the passing of the Ordinary Resolution as set out in Item No. 6 of this Notice.

**Item No. 7.**

The tenure of Mr. Dinesh Pant (MD & CEO) was due to complete on March 31, 2022 and as per Bank's Policy and Succession Planning, the Bank had to initiate for replacement of Mr. Dinesh Pant in a time bound manner. Pursuant to the recommendation of the Nomination and Remuneration & HR Committee (NRHR) and approval of Board of Directors dated November 30, 2021, the Bank recommended two names in order of preference to RBI subject to requisite and necessary clearances, conditions/stipulations/modifications prescribed/approved by Reserve Bank of India for the post of MD & CEO in the Bank.

RBI vide letter dated May 05, 2022 approved the name of Mr. Nikhil Mohan as the next MD & CEO of The Nainital Bank Limited for a period of 3 years w.e.f. July 01, 2022 on terms and conditions mentioned in the said letter. Further, he is found fit and proper to be appointed as a MD & CEO of the Bank as per the norms prescribed by the Reserve Bank of India. Further, he is also not disqualified from being appointed as a MD & CEO as per section 164 of the Companies Act, 2013 and has given his consent to act as a MD & CEO of the Bank. He belongs to Bank of Baroda and has been deputed to The Nainital Bank as the principal officer of the Bank.

Mr. Nikhil Mohan has the requisite qualification, skills, experience and expertise in specific functional areas in terms of Section 10A of the Banking Regulation Act, 1949, which shall be beneficial for the Bank. The brief profile of Mr. Nikhil Mohan has been provided as an Annexure to this Notice.

Your Directors, therefore, recommend the agenda as ordinary resolution, as set forth in Item No. 7 of this Notice, for the approval of the Members. Except for Mr. Nikhil Mohan, his relatives (interested-if any) and nominees of Bank of Baroda, none of the other Directors or the Key Managerial Personnel of the Bank and their relatives are in any way interested in the passing of the Ordinary Resolution as set out in Item No. 7 of this Notice.

**Item No. 8.**

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, for the Branches 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 Resolutions of the accompanying Notice.

## NOTES

- a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 pertaining to Item No. 4 to 8 to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
- b) In compliance with the applicable Ministry of Corporate Affairs (MCA Circulars), the AGM of the Bank will be held through Video Conferencing/Other Audio-Visual Means (VC/OAVM). In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Bank shall thus be held through VC/OAVM. Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 100<sup>th</sup> AGM shall be the Corporate Office of the Bank at Nainital.
- c) A proxy is allowed to be appointed under section 105 of the Companies Act, 2013 to attend and to vote at General Meeting on behalf of a Member who is not able to attend personally. However, in compliance with the MCA Circulars, there is no requirement of appointment of proxy for this AGM, since for the AGM under this framework physical attendance of the Members in any case has been dispensed with. Hence, instructions related to proxy and proxy form are not provided in this Notice. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, the representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM to be held through VC or OAVM.
- d) The Register of Members and Share Transfer Book of the bank will remain closed from September 22, 2022 to September 29, 2022 (both days inclusive).
- e) In case of Joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the AGM.
- f) Dividend for the year ended March 31, 2022, if approved, will be payable to those members whose names are on the Register of Members of the Bank on September 29, 2022.
- g) Shareholders who have not encashed the dividend warrants for the Financial Years 2014-2015 to 2018-2019 are requested to immediately forward the same to the Bank for revalidation. Further, as per section 124(6) of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the equity shares in respect of which the Dividend has not been claimed for seven consecutive years shall be transferred by the Bank to the designated demat account of the IEPF Authority. Members may note that both the unclaimed dividend and corresponding shares transferred to Demat account of IEPF Authority including all benefits accruing on such shares, if any, can be claimed back from the IEPF Authority after following the procedure prescribed under IEPF Rules.
- h) Members are requested to intimate the Bank or RTA for changes, if any, in their registered address, email and other details at an early date quoting their folio number.
- i) Since the AGM shall be held through VC or OAVM, hence the requirement of providing the Route Map and Landmark for the venue of the AGM in the notice does not apply to this AGM.
- j) 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.
- k) All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Corporate Office of the Bank during the business hours on all working days upto the date of Annual General Meeting.
- l) In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Bank will only be sent by e-mail. We, therefore request the Members to register their email ID with their DP (in case of electronic shareholding) or with M/s K Fintech Technologies Ltd. (in case of physical shareholding) or Bank mentioning your demat account/Folio no(s).
- m) The shareholders may write to the following address regarding transfer of shares held in physical form or for conveying their grievances, if any, at below mentioned addresses:

CIN: **U65923UR1922PLC000234**

**Corporate Office**

Company Secretary  
The Nainital Bank Limited  
Seven Oaks Building, Mallital, Nainital-263001  
Website: [www.nainitalbank.co.in](http://www.nainitalbank.co.in)  
Phone No. : 05942-233739  
Email: [cs@nainitalbank.co.in](mailto:cs@nainitalbank.co.in)

M/s K Fintech Technologies Ltd.  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032.  
Phone No. : 1800-345-4001 /+91-40-6716 2222  
Fax No. : +91-40 – 2300 1153  
Email: [hanumantha.patri@kfintech.com](mailto:hanumantha.patri@kfintech.com)

**Contact Persons:**

Shri Hanumantha  
Shri Vinod Singh Negi

**n) 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 K Fintech Technologies Ltd., to enable its Members to cast their votes electronically on all the items as set out in this Notice. Remote e-voting is optional.
- (ii) The Bank has appointed Ms. Binita Pandey, Practising Company Secretary (**Membership No. A41594, COP-19730**) or failing her **Mr. Himanshu Gupta, Practising Advocate (Membership No. D/3139/2014)** 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. September 22, 2022 subject to the provisions of Section of the Banking Regulation Act, 1949 and RBI Circular No. 97/16.13.100/2015-16 dated 12<sup>th</sup> May 2016.
- (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 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 **September 26, 2022** (09:00 A.M.) and will end on **September 28, 2022** (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 **September 22, 2022**, may cast their vote electronically. The remote e-voting module shall be disabled by vendor for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently. Further, the Shareholders who have cast their vote electronically may also attend the Meeting, however they shall not be able to vote again at the Meeting.
- ✓ Please contact M/s K Fintech Technologies Ltd. or Mr. Hanumantha or Mr. Vinod Singh Negi or Mr. Ramachandra for any clarification regarding e-voting.
- **In case of Members receiving Notice by Post/Courier:**
- ✓ Initial password is provided, as below, in the attendance slip of the Meeting.

| EVENT<br>(E-Voting Event Number) | USER ID | PASSWORD/PIN |
|----------------------------------|---------|--------------|
|----------------------------------|---------|--------------|

- ✓ 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](http://www.nainitalbank.co.in). The Results will also be displayed at the Registered and Corporate Offices of the Bank.

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

**By Order of the Board of Directors**

**Place: Nainital**  
**Date: September 07, 2022**

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

**Details of Director/s seeking appointment/re-appointment at the Annual General Meeting (AGM) in terms of the Secretarial Standard on General Meetings (SS-2).**

| Name   | Mr. Sanjay Mudaliar   | Mr. Ravindra Singh Negi  | Mr. Neelam Damodharan   | Mr. Nikhil Mohan   |
|--|---|--|---|--|
| DIN No.  | 07484086  | 08248608   | 07759291  | 09655509   |
| Date of Appointment                                    | 17.12.2019  | 18.02.2022   | 23.04.2022  | 01.07.2022   |
| Education Qualification                                | He is a Graduate in Science from Bhopal University. He did further specialization in Computer Science and Technology from Nagpur University. He also has a formal training & certification in Project Management "Prince2" from Ministry of Commerce, United Kingdom.   | He possesses BA, CAIIB, PGDBF (NIBM), FRM (GARP).  | He is B.Sc in (Agri) and Diploma in Financial Management, CAIIB.  | An Economics graduate from Patna College, Patna University, he also completed JAIIB, CAIIB and Diploma in Banking and Finance from IIBF while working with Bank of Baroda.   |
| Brief resume including expertise                       | <p>He is having varied experience in Software industry, Manufacturing unit, NGO working on scientific research in human settlement. In these assignments, he worked in the areas of data analysis, technology deployment and process improvement. Subsequently, he joined Banking sector and had two distinct stints in State Bank of Travancore and Bank of Baroda.</p> <p>In banking, he had an opportunity to work in technology as well as banking operations. He had a privilege of starting Digital Banking and e-Banking verticals in Bank of Baroda. He also had a four years stint in London as Head of Technology. He had worked as Regional Manager at Mumbai and Deputy Zonal Manager at Bengaluru. He is currently the Chief Technology Officer (CTO) of Bank of Baroda.</p> | <p>He is having 23 years rich and diverse experience at Bank of Baroda is a career Banker. He brings deep expertise and experiences in the field of Risk Management, Treasury, Corporate Credit, Retail Credit, International Banking and General Branch Banking to our Board. In his current role as General Manager (BOB NOW) and Executive Secretary to MD &amp; CEO, he leads one of the largest transformation projects at Bank of Baroda touching aspects such as Corporate Credit, MSME Credit, Retail Credit, Agri Credit, Collections, Wealth Management, Subsidiaries, and International Operations etc. As Executive Secretary to MD &amp; CEO his role includes scrutinizing and critically analysing all matters from various functions such as Risk, Credit, Treasury, Retail Asset, Retail Liabilities, Rural &amp; Agriculture, Financial Inclusion etc. being put up to the office of the MD &amp; CEO and present findings to the MD &amp; CEO.</p> <p>In his previous roles in the Risk Management for over 11½ years, he was Deputy Chief Risk Officer (Dy. CRO) for over 2 years to the Bank of Baroda's Global Operations, Chief Risk Officer(CRO) for Bank's GCC operations based in Dubai, UAE and headed Banks' Global Mid Office (Treasury) for 2 years.</p> | <p>He was Executive Director in Bank of India from 16<sup>th</sup> Feb 2017 to 30<sup>th</sup> Nov. 2019 and was in-charge of - Human Resources Development /Management, Learning and Development, Credit Monitoring, Recovery, International Operations, Mid Corporate Business, MSME, Retail Banking, Fraud Risk Management and Disciplinary action.</p> <p>He was Chairman, BOI Merchant Bankers Ltd for 2.5 years, Director, BOI (New Zealand) Ltd. for 2.5 years and Non-Executive Director on New India Assurance Co Ltd the Board - 2 years (Appointed by GOI) - 14.08.2017 to 11.10.2019.</p> <p>He is a former General Manager of Bank of Baroda with and was associated with the Bank for 34 years.</p> <p>Highlights of career in Bank of Baroda:</p> <ul style="list-style-type: none"> <li>• General Manager (International Operations)</li> <li>• General Manger (USA Operations)</li> <li>• GM/ Zonal Head (TN &amp; Kerala Zone)</li> <li>• Regional Manager (Baroda, Kanpur and Kerala)</li> <li>• Dy./ Asst. General Manager (Sharjah and Dubai)</li> <li>• Asst. General Manager (MSME), Corporate Office</li> <li>• Branch Head of 6 different branches across India</li> <li>• Director, Bank of Baroda (New Zealand) Ltd (A Subsidiary of BoB)</li> </ul> <p>He is/was a Guest Faculty in NIBM on invitation and External member of Special Staff Accountability Committee (DMD Level) of IDBI.</p> | <p>Born in November 1972 at Patna (Bihar), Mr. Nikhil Mohan joined Bank of Baroda as Directly Recruited Officer on 8<sup>th</sup> February 1999.</p> <p>During his 23 years of Banking career, he has worked as Brach Heads in Nandurbar- Maharashtra, Bareilly-UP, Hajipur-Bihar and London-United Kingdom. Apart from that he also had the distinction of establishing the Retail Loan Factory (known as CPC at that time) and Marketing Department in Bareilly and Pune District Region as its 1st Regional Head. Prior to taking charge of this Bank, he was heading the Mumbai Metro West Region of Bank of Baroda, which is PAN India 2nd largest Region of the Bank in terms of total Business. He was also discharging his duty as Executive Secretary of one of the Executive Directors of Bank of Baroda from 2017 to 2019.</p> <p>So he has till date, worked in various Branches, Regional Offices at Bareilly and Patna, Zonal Offices of Western UP, Bareilly and UPU, Lucknow, Corporate office and at Overseas Centre at UK.</p> |
| Directorships held in other companies                  | 1.Swift India Domestic Services Private Limited<br>2.Barodasun Technologies Limited   | Baroda Global Shared Services Limited  | Nil   | Nil  |
| Disclosure of relationships between Directors inter-se | Not related to any of the Independent Directors of the Bank. Belongs to Bank of Baroda  | Not related to any of the Independent Directors of the Bank. Belongs to Bank of Baroda   | Not related to any of the Directors of the Bank.  | Not related to any of the Directors of the Bank. Doesn't Belong to Bank of Baroda  |
| Number of shares held in the Bank as on 31.03.2022     | 150   | 150  | Nil   | Nil  |