

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 1st September 2021, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 99th Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 28th September 2021, 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 06th September 2021 of the 99th 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 Saturday, 25th September 2021 (from 09:00 a.m. Indian Standard Time, "IST") to Monday, 27th September 2021 (at 5.00 p.m. IST).



3. The Company had also provided e-voting facility 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 2021 at 2.05 P.M. and were counted in the presence of two witnesses viz. CS Sumana Mitra and Ms. Sonali Sinha, 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 (P) 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 6th September 2021 during the 99th 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 6th September 2021 of 99th AGM.



ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Annual Financial Statements of the Bank for the Financial Year ended 31st March 2021, 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
39	76407994	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 appoint a director in place of Mr. Sanjay Mudaliar (DIN 07484086) who retires by rotation and being eligible offers 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
39	76407994	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 consider and appoint M/s. Dharam Raj & Company, Chartered Accountants (Firm Registration No. 014461N) 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
39	76407994	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. 4: Ordinary Resolution

To appoint Mr. Manoj Sharma (DIN 09085665) as Non-Executive - 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
39	76407994	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. 5: Ordinary Resolution

To re-designate and appoint Mr. Dinesh Pant (DIN 08391769) as Managing Director & Chief Executive Officer in place of Chairman & Chief Executive Officer.

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
39	76407994	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. 6: Ordinary Resolution

To appoint Mr. Uttam Chand Nahta (DIN 08533075) as Non-Executive - 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
39	76407994	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. 7: Ordinary Resolution

To appoint Mr. Krishnamachari Narasimhachari (DIN. 07409731) as Part Time/Non-Executive (Independent) Chairman.

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
39	76407994	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. 8: **Ordinary Resolution**

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
39	76407994	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 compact Disc (CD) containing 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: A041594C001030769

Place: Delhi

Date: 29-09-2021