



GEETIKA KESWANI & ASSOCIATES
EMAIL ADDRESS: csgeetikakeswani@gmail.com
CONTACT NO.: 7311159555, 8299048405.

REPORT OF SCRUTINIZER

To,
The Chairman
Annual General Meeting 2019
The Nainital Bank Limited

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the Annual General Meeting of your Company held on Friday, 20 Sept, 2019 at 10:00 A.M. at State Guest House (Nainital Club) Mallital, Nainital-263001 (Uttarakhand).

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,
Yours faithfully,



CS Geetika Keswani
Company Secretaries
FCS 9744
CP 17029
Date: Sept 20, 2019



SCRUTINIZER'S REPORT

Name of the Company	The Nainital Bank Limited
Meeting	Annual General Meeting
Date and Time	Friday, Sept 20, 2019 at 10:00 A.M.
Venue	State Guest House (Nainital Club) Mallital, Nainital-263001 (Uttarakhand)

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the spot voting to be conducted through physical ballots at Annual General Meeting of THE NAINITAL BANK LIMITED (hereinafter referred as "**the Company**") held on Friday, Sept 20, 2019 at 10 AM at State Guest House (Nainital Club) Mallital, Nainital-263001 (Uttarakhand)

2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut-off date 14.09.2019) made available to by the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice in the following manner:

By permitted mode	To 1241 members in physical form
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3. Cut Off Date

The Voting rights were reckoned as on the Sept 14, 2019 being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

4. Remote E-Voting

4.1. Agency

The Company had appointed M/s Karvy Fintech Private Limited as the agency for providing e voting platform.





4.2. Remote E voting

Remote e voting was open from 17.09.2019 (10:00 Hrs) to 19.09.2019 (17:00Hrs) and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by KARVY.

5. Voting at AGM

5.1. As prescribed under Rule 20(4) (xiii) of the Companies (Management and Administration) Rule, 2016, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.

5.2. Accordingly KARVY, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.

5.3. The Company has authorized M/s Karvy Fintech Private Limited (RTA), Registrar and Transfer Agent of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

6. Counting Process

6.1. On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.

6.2. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.

6.3. I unblocked the remote e voting results on the KARVY E-voting platform before Mr. Vivek Shah and Miss Geetika Keswani and downloaded the e voting details.





7. Result

7.1. I observed that

7.1.1. **38** Members had cast their votes through poll facility provided through physical ballots at meeting.

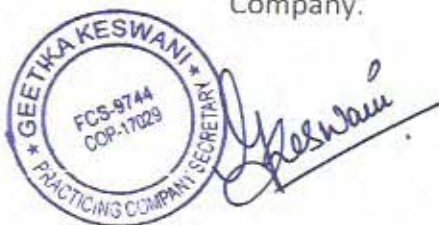
7.1.2. **12** Member had casted their votes through remote e-voting.

7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the AGM dated Aug 19, 2019 is enclosed as Annexure – 1, 2 and 3 respectively.

7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1 to 7 of the notice dated Aug 19, 2019, have been passed with the **requisite majority**.

7.4. Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR**", who voted "**AGAINST**" & whose votes were declared "**INVALID**", for each resolution will be emailed to the Company, after the announcement of the result by the Company.

7.5. The poll papers and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.



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Company Secretaries
FCS 9744
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Date: Sept 20, 2019



Annexure-1

**Results of remote E-Voting conducted at the Annual General Meeting of
The Nainital Bank Limited**

1. The result of remote e-voting is as under:

- a) To receive, consider and adopt the Annual Financial Statements of the Bank for the year ended 31st March 2019, together with the report of the Directors and Auditors thereon. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
12	15338	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





- b.) To declare dividend on equity shares for the Financial Year 2018-2019.

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
12	15338	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL



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- c. To appoint a director in place of Mr. Mukesh Sharma who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
12	15338	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





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d.) To re-appoint M/s. PSMG & Associates, Chartered Accountants, Ghaziabad [FRN 008567C], as Central Statutory Auditor

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
12	15338	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





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e. Appointment of Mr. Dinesh Pant (DIN 08391769) as Chairman & C.E.O. (Special Business, Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
12	15338	100%

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





f. To appoint Mr. Ramesh Kumar Miglani (DIN 08528482) as Director

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
12	15338	100%

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





g. To authorize the Board of Directors for appointment of Branch Auditors

iv. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
12	15338	100%

v. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

vi. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL





Annexure-2

**Results of Voting through physical ballot conducted at the Annual General Meeting of
The Nainital Bank Limited**

1. The result of physical ballot is as under:

- a. To receive, consider and adopt the Annual Financial Statements of the Bank for the year ended 31st March 2019, together with the report of the Directors and Auditors thereon. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through physical ballot voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	76407344	99.99%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
3	790	.01%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	5894



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- b.) To declare dividend on equity shares for the Financial Year 2018-2019.

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
30	76405392	99.98%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
6	2742	.02%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	5894





- c. To appoint a director in place of Mr. Mukesh Sharma who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
34	76406774	99.99%

ii Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	1360	.01%

iii Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	5894





d. To re-appoint M/s. PSMG & Associates, Chartered Accountants, Ghaziabad [FRN 008567C], as Central Statutory Auditor

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
33	76406872	99.99%

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
3	1262	.01%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	5894



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e. Appointment of Mr. Dinesh Pant (DIN 08391769) as Chairman & C.E.O. (Special Business, Ordinary Resolution)

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	76408134	99.99%

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	5894





f. To appoint Mr. Rakesh Kumar Miglani (DIN 08528482) as Director

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	76408134	99.99%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	5894



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g. To Authorize Board of Directors for appointment of Branch Auditors

vii. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
36	76408134	99.99%

viii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

ix. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
2	5894





Annexure -3

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the E-Voting of Annual General Meeting of The Nainital Bank Limited

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
Item No. 1: To receive, consider and adopt the Annual Financial Statements of the Bank for the year ended 31st March 2019, together with the report of the Directors and Auditors thereon.				
Assent	15338	76407344	76422682	99.99%
Dissent	0	790	790	0.000%
Invalid	0	5894	5894	0.01%
Total	15338	76414028	76429366	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 2: To declare dividend on equity shares for the Financial Year 2018-2019.				
Assent	15338	76405392	76420730	99.98%
Dissent	0	2742	2742	0.001%
Invalid	0	5894	5894	0.019%
Total	15338	76414028	76429366	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 3: To appoint a director in place of Mr. Mukesh Sharma who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)				
Assent	15338	76406774	76422112	99.99%
Dissent	0	1360	1360	0.001%
Invalid	0	5894	5894	0.01%
Total	15338	76414028	76429366	100%



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Outcome	Passed as an Ordinary Resolution			
Item No. 4: To re-appoint M/s. PSMG & Associates, Chartered Accountants, Ghaziabad [FRN 008567C], as Central Statutory Auditor				
Assent	15338	76406872	76422210	99.99%
Dissent	0	1262	1262	0.001%
Invalid	0	5894	5894	0.01%
Total	15338	76414028	76429366	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 5. Appointment of Mr. Dinesh Pant (DIN 08391769) as Chairman & C.E.O. (Ordinary Resolution)				
Assent	15338	76408134	76423472	99.99%
Dissent	0	0	0	0%
Invalid	0	5894	5894	0.01%
Total	15338	76414028	76429366	100%
Outcome	Passed as an Ordinary Resolution			
Item No. 6: To appoint Mr. Rakesh Kumar Miglani (DIN 08528482) as Director. (Ordinary Resolution)				
Assent	15338	76408134	76423472	99.99%
Dissent	0	0	0	0%
Invalid	0	5894	5894	0.01%
Total	15338	76414028	76429366	100%
Outcome	Passed as an Ordinary Resolution			





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**Item No. 7: To Authorize Board of Directors for appointment of Branch Auditors.
(Ordinary Resolution)**

Assent	15338	76408134	76423472	99.99%
Dissent	0	0	0	0%
Invalid	0	5894	5894	0.01%
Total	15338	76414028	76429366	100%
Outcome	Passed as an Ordinary Resolution			



CS Geetika Keswani
Company Secretaries
FCS 9744
CP 17029
Date: Sept 20, 2019