

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 6th September 2022, as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 100th Annual General Meeting (AGM) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 29th September 2022, 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 7th September 2022 of the 100th 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 Monday, 26th September 2022 (from 09:00 a.m. Indian Standard Time, "IST") to Wednesday, 28th September 2022 (at 5.00 p.m. IST).



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 29th September 2022 at 12:01 P.M. and were counted in the presence of two witnesses viz. CS Sumana Subhash 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 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 7th September 2022 during the 100th 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 7th September 2022 of 100th 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 2022, 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
31	76414799	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. 0.50/- per equity share (5% of the Face Value of Rs.10/- each) for the Financial Year ended 31st March 2022.

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
31	76414799	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. 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
31	76414799	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 note and ratify the action of the Bank for extension of tenure of Mr. Dinesh Pant (DIN 08391769) as Managing Director & CEO up to June 30, 2022 on the recommendations of Reserve Bank of India

(I) Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
31	76414799	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 appoint Mr. Ravindra Singh Negi (DIN 08248608) 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
31	76414799	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. Neelam Damodharan (DIN 07759291) 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
31	76414799	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. Nikhil Mohan (DIN. 09655509) as Managing Director & CEO 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
31	76414799	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
31	76414799	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: A041594D001089641
Place: Delhi
Date: 30-09-2022**