

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with
Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
The Nainital Bank Limited
(CIN: 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 Board of the Directors of The Nainital Bank Limited (hereinafter referred as the Company) on February 5, 2024 as the Scrutinizer for scrutinizing the voting by postal ballot through remote e voting, in a fair and transparent manner as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards , on the resolution contained in the Notice of Postal Ballot dated February 8, 2024.
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 9.00 A.M. (IST) on Saturday, February 10, 2024 and ends at 5.00 P.M. (IST) on Sunday, March 10, 2024.
3. After closure of the voting period, the votes cast through electronic means were unblocked on March 10, 2024 at 5:18 P.M. (IST) and were counted in the presence of two witnesses viz. Adv Raju Mondal and Mr. Dinesh Gupta, who are not in employment of the Company. They have given confirmation that the votes were unblocked in their presence.
4. I have scrutinized and reviewed the remote e-voting by the members on the resolution based on the data downloaded from the M/s. KFin Technologies Limited e-voting system
5. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (a) Companies Act, 2013 and Rules thereto (b) relating to remote e-voting on the resolutions contained in the Notice of Postal Ballot dated February 8 2024.
6. My responsibility as a Scrutinizer is limited to prepare and submit a 'Consolidated Scrutinizer's Report' of the votes casted by the members of the Company "in favour" or "against" the resolution contained in the Notice of Postal Ballot dated February 8 2024.



7. I do hereby submit the Consolidated Report of votes casted through remote e-voting on the resolution contained in the Notice of Postal Ballot dated February 8, 2024

Item No. 1: Special Resolution

Amendments to A. Main Objects to be pursued by the Company - Memorandum of Association (MOA) of the Bank

"RESOLVED THAT pursuant to the provisions of section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India ("RBI") from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to the addition of clause g 2), l, m and n under Clause 3 A of the Memorandum of Association (MOA) of the Bank in the manner as per the draft circulated herewith."

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
16	23300	0.201

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
1	115768167	99.979



Item No. 2: Special Resolution

Addition of Clause - 'Matters which are necessary for the furtherance of the objects specified in clause 3 (A)' in the Memorandum of Association (MOA) of the Bank.

“RESOLVED THAT pursuant to the provisions of section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to the addition of Clause B - (Matters which are necessary for furtherance of the objects specified in clause addition in 3 (A) are) in the Memorandum of Association (MOA) of the Bank in the manner as per the draft circulated herewith.”

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
17	115791467	100

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0



Item No. 3: Ordinary Resolution

Increase in the Authorised Share Capital and Consequent Alteration of Memorandum of Association

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to increase the Authorised Share capital of the Bank (Company) be and is, hereby, increased from Rs. 150,00,00,000.00 (One Hundred & Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) shares of Rs. 10/-each to Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under.”

The Authorised Share Capital of the Company is Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each.)

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
17	115791467	100

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0



Item No. 4: Special Resolution

Alteration in Clause 6 of the Articles of Association (AOA) - Authorized Capital

“RESOLVED THAT pursuant to the provision of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, and subject to such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to alter the articles of association of the Company in the following manner:

The existing article 6 is to be deleted and substituted by the following new clause -

The Authorised share capital of the Company is Rs. 230,00,00,000.00 (Two Hundred and Thirty Crore) divided into 23,00,00,000 (Twenty-Three Crore) shares of Rs. 10/-each.

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
17	115791467	100

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0



Item No. 5: Special Resolution

Alteration/Addition to Chairman, CEO, Managing Director or Whole Time Director(s), Company Secretary or Chief Financial Officer. (Chapter Heading also being incorporated)

“RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, the applicable provisions of the Banking Regulation Act, 1949, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time, the RBI direction dated December 28, 2023 received by the Bank and subject to such other approvals as may be necessary or required, the amendments to Clause 83 of the Articles of Association (AOA) of the Bank in the manner as per the draft circulated herewith, be and is, hereby, approved.”

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
17	115791467	100

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

No. of members voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0

8. After taking into account the remote e-voting result, I report that, the Special Resolutions & Ordinary Resolution as contained in the Notice of Postal Ballot dated February 8, 2024 have been passed with requisite majority **except Resolution No.1.**

A list of equity shareholders who voted “FOR” and “AGAINST” for each resolution is submitted with the report.

Thanking you,

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



Binita Pandey- Partner
Membership No: A41594
Certificate of Practice: 19730
UDIN: A041594E003566973



Place: New Delhi
Date: 11.03.2024