R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

To,

THE NAINITAL BANK LIMITED
G B PANT ROADNAINITAL NAINITAL,
UTTARANCHAL, Uttarakhand, India, 263001

Subject: Consolidated Scrutinizer's Report in respect of passing of Resolution(s) through Remote e-voting and Instapoll during the AGM conducted at the 104TH Annual General Meeting of The Nainital Bank Limited held on Tuesday, September 29, 2026 at 11.30 AM through Video Conferencing/ Other Audio Visual Means

Dear Sir,

I, Ramesh Kumar Tandon, Partner of M/s R K Tandon & Associates, Company Secretaries & Corporate Consultants has been appointed as Scrutinizer by the Board of Directors of The Nainital Bank Limited **("the Company")**for the purpose of scrutinizing the remote e-voting and Instapoll during the AGM in a fair and transparent manner pursuant to the provisions of Section 108 of the Companies Act, 2013**("the Act")** read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and all other provisions as applicable read with General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023issued by the Ministry of Corporate Affairs **("MCA")**and Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India on the business contained in the Notice of the 104th Annual General Meeting **("AGM")** held on Tuesday, September 29, 2026 at 11:30 A.M. onwards through Video Conferencing / Other Audio Visual Means**("VC/OAVM").**

The Notice dated September 5th, 2026 convening the AGM of the Company along with the Statement setting out the material facts had been sent to the shareholders on their registered email ID either registered with the Company or Depository Participants **("DP")** well within the stipulated time limits for the same.

The e-voting facility both for remote e-voting prior to the AGM and Instapoll during the AGM was provided by KFin Technologies Limited the agency engaged by the Bank. The remote e-voting commenced on Saturday, September 26th, 2026 and ended on Monday, September 28th, 2026. The KFin Technologies Limited E-voting platform was thereafter blocked. The shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited were not allowed to vote and only those members who were present at the AGM through VC/OAVM and who had not voted through remote e-voting were allowed to cast their votes through Instapoll system during the AGM.

R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

The Equity Shareholders holding shares as on Sunday, September 20, 2026 **("Cut-Off Date")** were entitled to vote on the resolutions as stated in the Notice of the 104th AGM of the Company.

After the closure of Instapoll at the AGM, the votes cast through Instapoll at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of KFin Technologies Limitedathttps://evoting.kfintech.com The e-voting data/results downloaded from the e-voting system of KFin Technologies Limited, were scrutinized and reviewed, the votes were counted and the results were prepared.

My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and Instapoll during AGM) is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided byKFin Technologies Limited, the authorized agency to provide e- voting facilities engaged by the Company.

Based on the data downloaded through the KFin Technologies Limitede-voting system, I have scrutinized and reviewed the remote e-voting and Instapollduring the AGM and the votes tendered therein.

I now submit my consolidated Report as under on the result of the voting through electronic means in respect of the said resolutions, as under:

ORDINARY BUSINESS

RESOLUTION NO.1-ORDINARY RESOLUTION

To receive, consider and adopt:

a) the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%

R. K. Tandon & Associates CS Lucknow CP No. 3556

R K Tandon & Associates
Company Secretaries & Corporate Consultants
R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

Instapoll during the AGM	5	5,981	0.0037%
Total	40	16,34,73,151	100%

Voted in 'AGAINST' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted (rounded off)
Remote E-voting	0	0	0%
Instapoll during the AGM	0	0	0%
Total	0	0	0%

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	0

RESOLUTION NO. 2-ORDINARY RESOLUTION

To appoint a Director in place of Mr. Manish Kaura (DIN 11195774) who retires by rotation and being eligible, has offered himself for re-appointment.

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%
Instapoll during the AGM	5	5,981	0.0037%

R.K. Tandon & Associates CS No. 3556 Lucknow

R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

Total	40	16,34,73,151	100%

Voted in 'AGAINST' the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted (rounded off)
Remote E-voting	0	0	0%
Instapoll during the AGM	0	0	0%
Total	0	0	0%

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	0

RESOLUTION NO. 3-SPECIAL RESOLUTION

To consider and appoint M/s N K Bhargava & Company, Chartered Accountants as the Central Statutory Auditors of the Bank.

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%
Instapoll during the AGM	5	5,981	0.0037%
Total	40	16,34,73,151	100%

Voted in 'AGAINST' the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	0	0	0.00%

R. K. Tandon & Associates CS CP No. 3556 Lucknow

R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

Instapoll during the AGM	0	0	0.00%
Total	0	0	0.00%

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	0

RESOLUTION NO. 4- SPECIAL RESOLUTION

Revision in the remuneration payable to Mr. Sushil Kumar Lal (DIN: 11029008) , Managing Director and CEO of the Bank with effect from 01st April,2026

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%
Instapoll during the AGM	5	5,981	0.0037%
Total	40	16,34,73,151	100%

Voted in 'AGAINST' the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	0	0	0%
Instapoll during the AGM	0	0	0%
Total	0	0	0%

R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	0

RESOLUTION NO. 5- SPECIAL RESOLUTION

To appoint Mr. Ashok Kumar Moharana (DIN: 11624772) as Non Executive Non Independent Director .

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%
Instapoll during the AGM	5	5,981	0.0037%
Total	40	16,34,73,151	100%

Voted in 'AGAINST' the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	0	0	0%
Instapoll during the AGM	0	0	0%
Total	0	0	0%

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	0

RESOLUTION NO. 6- ORDINARY RESOLUTION

To appoint Mr. Balu Kenchappa (DIN: 11684853) as Non-Executive Independent Director.

R. K. Tandon & Associates CS CP No. 2356 Lucknow

R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%
Instapoll during the AGM	5	5,981	0.0037%
Total	40	16,34,73,151	100%

Voted in 'AGAINST' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	0	0	0.00%
Instapoll during the AGM	0	0	0.00%
Total	0	0	0.00%

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	00

RESOLUTION NO. 7- SPECIAL RESOLUTION

To adopt the new set of Articles of Association (AOA) in place of the existing Articles of Association of the Bank

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%
Instapoll during the AGM	4	5,801	0.0036%
Total	39	16,34,72,971	99.9999%

Voted in 'AGAINST' of the Resolution

R. K. Tandon & Associates CS * CP No. 5556 * Lucknow

Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	0	0	0.00%
Instapoll during the AGM	1	180	0.0001%
Total	1	180	100%

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	0

RESOLUTION NO. 8- SPECIAL RESOLUTION

To appoint Branch Auditors of the Bank for the Financial Year ending March 31,2026

Voted in 'FAVOUR' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	35	16,34,67,170	99.9963%
Instapoll during the AGM	5	5,981	0.0037%
Total	40	16,34,73,151	100%

Voted in 'AGAINST' of the Resolution

Voting particulars	No. of Members voted	No. of valid votes cast by them (Shares)	% of total number of valid votes casted
Remote E-voting	0	0	0.00%
Instapoll during the AGM	0	0	0.00%
Total	0	0	0.00%

Invalid votes/abstained from voting

No. of Members whose votes were declared invalid/abstained from voting	Number of invalid votes cast by them (Shares)
0	0



R K Tandon & Associates
46/8 GokhleVihar Marg,
Lucknow (UP) India - 226001
Email : rktandon42@gmail.com
Contact No : +91-522-4103099
Mobile : +91-9335915353

Having regard to the aforesaid scrutiny, I hereby report that:

(i) The above Resolution Nos 1 to 8 proposed by the Company in its 104TH AGM have been carried on/ approved with requisite majority; and

(ii) I confirm that the complete Remote e-voting and Instapoll during the AGM process has been conducted in a fair and transparent manner.

You may accordingly declare the results of Remote e-voting and Instapoll during the AGM.

ForR K Tandon & Associates
Practicing Company Secretaries

Ramesh Kumar Tandon
Membership No: FCS 672
CP No. 3556

UDIN: F000672H001680064
PEER REVIEW NO:-4211/2023

Place: Lucknow
Date: September 30, 2026

Countersigned by
ForThe Nainital Bank Limited

Chairman/ Company Secretary/
Authorized Signatory