

Regd. & Head Office
P. B. No.599, Mahaveera Circle
Kankanady
Mangaluru – 575 002

Phone : 0824-2228182
E-Mail : comsec@ktnbank.com
Website : www.karnatakabank.com
CIN : L85110KA1924PLC001128

SECRETARIAL DEPARTMENT

30.03.2023

HO:SEC:324:2022-23

1. The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,C-1, Block G
Bandra-Kurla Complex, Bandra (E)
MUMBAI-400 051
Scrip Code: **KTKBANK**

2. The General Manager,
BSE Limited
Corporate Relationship Dept
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI-400 001
Scrip Code: **532652**

Dear Sir/Madam,

Sub: Regulation 44(3) of SEBI (LODR) Regulations, 2015- Disclosure of e-voting results of the Postal ballot

Ref: Intimation dated February 28, 2023 about dissemination of the Notice of Postal Ballot

With reference to the aforesaid intimation and in continuation thereof, we enclose herewith the results of the e-voting along with the Report of the Scrutinizer on the following resolutions:

- 1) Appointment of Mr. Sekhar Rao (DIN: 06830595) as Whole Time Director of the Bank, designated as Executive Director.
- 2) Approval for "Karnataka Bank Employees Stock Option Scheme, 2023".

Based on the Scrutinizer's Report, we would like to inform that both the aforesaid resolutions set out in the Notice of Postal Ballot are passed with requisite majority.

This is for your information and dissemination.

Yours faithfully,



Sham K
COMPANY SECRETARY &
COMPLIANCE OFFICER



SCRUTINIZER'S REPORT

To,
The Chairman,
The Karnataka Bank Limited
CIN: L85110KA1924PLC001128
P.B.No.599, Mahaveera Circle, Kankanady,
Mangalore-575002, Karnataka, India

Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolutions contained in the Postal Ballot Notice dated February 20, 2023

Dear Sir,

I, Pramod S M, Partner of BMP Co. LLP, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of The Karnataka Bank Limited ("Bank") vide Resolution passed at the Board Meeting held on February 20, 2023, to scrutinize the postal ballot through voting by electronic means ("remote e-voting"), in a fair and transparent manner and ascertain the requisite majority on the said postal ballot carried out pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June, 23, 2021, General Circular No. 20/2021 dated



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December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 ("collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations I submit my Report, as under:

1. The Postal Ballot Notice along with Explanatory Statement under Section 102 of the Act was sent only by electronic mode to those Members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, February 24, 2023, ("Cut-off Date") received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address was registered with the Bank/ Depositories/ Depository Participants. A copy of the Postal Ballot Notice is also available on the website of the Bank (www.karnatakabank.com), the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Bank are listed i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and the website of CDSL, the remote e-voting service providing agency to the Bank (www.evotingindia.com). Members who held Equity Share(s) of the Bank as on Friday, February 24, 2023, were entitled to vote through remote e-voting process in relation to the Resolutions specified in the Postal Ballot Notice ("Eligible Members"). The dispatch of the Postal Ballot Notice was completed on February 28, 2023.
2. In accordance with the MCA Circulars, the physical copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope was not sent to the members for the postal ballot in accordance with the provisions specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.



3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, February 24, 2023 (cut-off date), the notice of the postal ballot dated February 20, 2023 was dispatched to the shareholders by prescribed mode and the advertisement was published on March 01, 2023, pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended).
4. The remote voting commenced on Wednesday, March 01, 2023 (9.00 a.m. IST) and ended on Thursday, March 30, 2023 (5.00 p.m. IST). The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
5. All the data of remote e-voting i.e. the results of e-voting along with the list of shareholders who voted "For" and "Against" the Resolutions were downloaded from the e-voting portal of CDSL, by unblocking the remote e-voting event on Thursday, March 30, 2023 at around 05:03:39 P.M. (IST) in the presence of two witnesses, viz., Ms. Alivia Das currently residing at No. 30, Infant's Lily, Jeevan Kendra Layout, Cambridge Road, Ulsoor, Bangalore - 560008 and Ms. Priyal Poddar currently residing at 301/1, 23rd Cross Rd, Jayanagar 6th Block, Bangalore- 560070.
6. All votes casted through remote e-voting up to 5:00 p.m. IST on Thursday, March 30, 2023, the last date and time fixed by the Bank, were considered for scrutiny.
7. The summary of the results of the postal ballot conducted through remote e-voting is, as under:

I now submit my report as under on the result of the remote e-voting in respect of the resolutions contained in the Notice of Postal Ballot.



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Resolution No. 1: - "Appointment of Mr. Sekhar Rao (DIN: 06830595) as Whole Time Director of the Bank designated as Executive Director" (Ordinary Resolution)

(i) Voted "*in Favor*" of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E- voting)	1357	90766042	99.81 %

(ii) Voted "*against*" the resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E- voting)	42	170014	0.19%

(iii) *Invalid Votes:*

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E- voting)	Nil	Nil



Resolution No. 2: - "Approval for "Karnataka Bank Employees Stock Option Scheme, 2023" (Special Resolution)

(i) Voted "*in Favor*" of the resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E- voting)	1310	90809490	99.88%

(ii) Voted "*against*" the resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E- voting)	92	107526	0.12%

(iii) *Invalid Votes:*

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E- voting)	Nil	Nil

- (a) Aforesaid resolutions contained in the Notice is passed with requisite majority by the Members of the Company.
- (b) The figures in percentage have been rounded off to 2 decimal points.



8. The electronic data and all other relevant records relating to remote e-voting shall remain in our safe custody and will be handed over to Mr. P Pradeep Kumar, Chairman/Mr. Sham K, Company Secretary and Compliance Officer, for safe keeping.

9. **Restriction on Use**

This report has been issued at the request of the Bank for (i) submission to Stock Exchanges, (ii) placing on website of the Bank (iii) placing on the website of CDSL and (iv) for such other purposes as required under various statutory or regulatory requirements. This report is not to be used for any other purpose or to be distributed by the Bank to any other parties. Accordingly, I do not accept or assume or any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without any prior consent in writing.

Thanking You,
Yours faithfully,

For **BMP & Co. LLP**,
Company Secretaries



CS Pramod S M
Designated Partner

FCS No.: 7834 CP. No.: 13784

Email: pramod@bmpandco.com

Contact No: 9845657072

UDIN: F007834D003345355

Place: Bangalore

Date: March 30, 2023

We the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited ("CDSL") (<https://www.evotingindia.com>) in our presence.

Alivia Das

Ms. Alivia Das

Address: No. 30, Infant's Lily, Jeevan
Kendra Layout, Cambridge Road, Ulsoor,
Bangalore - 560008

Priyal

Ms. Priyal Poddar

Address: 301/1, 23rd Cross Rd, Jayanagar
6th Block, Bangalore- 560070

For The Karnataka Bank Limited

P Pradeep Kumar

P Pradeep Kumar
Chairman

