

**Karnataka Bank Ltd.**

Estd : 1924

CIN : L85110KA1924PLC001128

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

Phone : 0824 - 2228222 Fax : 0824-2225588
Website : www.karnatakabank.com
email : info@ktkbank.com

18.07.2017

SECRETARIAL DEPARTMENT

HO: SEC:255: 2017-18

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

Dear Sir,

Sub: Disclosure pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform you that the 93rd Annual General Meeting of the members of the Bank was held on 17.07.2017 at 11.30 A.M. at the registered office of the Bank and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the copy of the voting results along with the report of the scrutinizer.

Kindly take on record the above submission.

Thank You,

Yours faithfully,


(Prasanina Patil)
COMPANY SECRETARY

Home

Validate

General information about company

Scrip code	532652
Name of the company	THE KARNATAKA BANK LIMITED
Type of meeting	AGM
Date of the meeting	17-07-2017
Start time of the meeting	11:30 AM
End time of the meeting	1:00 PM

Prev

Next



[Home](#)[Validate](#)

Voting results	
Record date	10-07-2017
Total number of shareholders on record date	149594
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	537
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	10
Disclosure of notes on voting results	Add Notes

[Prev](#)

Home

Validate

Resolution (1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

ADOPTION OF THE AUDITED FINANCIAL STATEMENT (BALANCE SHEET AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2017) AND THE REPORTS OF THE AUDITORS AND

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Institutions	E-Voting	89035336	63136684	70.9119	63136684	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		89035336	63136684	70.9119	63136684	0	100.0000	0.0000
Public- Non Institutions	E-Voting	193571991	20402443	10.5400	20088974	313469	98.4636	1.5364	0
	Poll		592324	0.3060	587212	4872	99.1370	0.8225	240
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		193571991	20994767	10.8460	20676186	318341	98.4826	1.5163
Total		282607327	84131451	29.7697	83812870	318341	99.6213	0.3784	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

DECLARATION OF DIVIDEND ON EQUITY SHARES.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Institutions	E-Voting	89035336	63809968	71.6681	63809968	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63809968	71.6681	63809968	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	193571991	20402443	10.5400	20129032	273411	98.6599	1.3401	0
	Poll		587377	0.3034	582287	4850	99.1334	0.8257	240
	Postal Ballot (if applicable)								
	Total	193571991	20989820	10.8434	20711319	278261	98.6732	1.3257	240
Total		282607327	84799788	30.0062	84521287	278261	99.6716	0.3281	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				APPOINTMENT OF M/S. ABARNA & ANANTHAN AND M/S R K KUMAR & CO AS STATUTORY CENTRAL AUDITORS OF THE BANK FOR THE YEAR 2017-18 AND FIXING THEIR REMUNERATION.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Institutions	E-Voting		63302916	71.0986	53248970	10053946	84.1177	15.8823	0
	Poll	89035336	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63302916	71.0986	53248970	10053946	84.1177	15.8823	0
Public- Non Institutions	E-Voting		20402265	10.5399	20402237	28	99.9999	0.0001	0
	Poll	193571991	592324	0.3060	587234	4850	99.1407	0.8188	240
	Postal Ballot (if applicable)								
	Total	193571991	20994589	10.8459	20989471	4878	99.9756	0.0232	240
Total		282607327	84297505	29.8285	74238441	10058824	88.0672	11.9325	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		APPOINTMENT OF BRANCH AUDITORS TO AUDIT THE ACCOUNTS OF SUCH BRANCHES / OFFICES THAT ARE NOT PROPOSED TO BE AUDITED BY THE STATUTORY CENTRAL AUDITORS FOR THE YEAR							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Institutions	E-Voting		63302916	71.0986	63018923	283993	99.5514	0.4486	0
	Poll	89035336	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63302916	71.0986	63018923	283993	99.5514	0.4486	0
Public- Non Institutions	E-Voting		20402265	10.5399	20402166	99	99.9995	0.0005	0
	Poll	193571991	587999	0.3038	582269	5490	99.0255	0.9337	240
	Postal Ballot (if applicable)								
	Total	193571991	20990264	10.8436	20984435	5589	99.9722	0.0266	240
Total		282607327	84293180	29.8270	84003358	289582	99.6562	0.3435	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (5)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

APPOINTMENT OF MR. D SURENDRA KUMAR AS AN INDEPENDENT DIRECTOR OF THE BANK.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Institutions	E-Voting	89035336	63809968	71.6681	63809968	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total		89035336	63809968	71.6681	63809968	0	100.0000	0.0000
Public- Non Institutions	E-Voting	193571991	20402265	10.5399	20402248	17	99.9999	0.0001	0
	Poll		587599	0.3036	574718	12641	97.8079	2.1513	240
	Postal Ballot (if applicable)								
	Total		193571991	20989864	10.8434	20976966	12658	99.9386	0.0603
Total		282607327	84799832	30.0062	84786934	12658	99.9848	0.0149	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (6)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		APPOINTMENT OF MR. P JAYARAMA BHAT AS DIRECTOR OF THE BANK.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Institutions	E-Voting		63809968	71.6681	63662569	147399	99.7690	0.2310	0
	Poll	89035336	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63809968	71.6681	63662569	147399	99.7690	0.2310	0
Public- Non Institutions	E-Voting		20396266	10.5368	20396249	17	99.9999	0.0001	0
	Poll	193571991	588199	0.3039	583109	4850	99.1346	0.8246	240
	Postal Ballot (if applicable)								
	Total	193571991	20984465	10.8407	20979358	4867	99.9757	0.0232	240
Total		282607327	84794433	30.0043	84641927	152266	99.8201	0.1796	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (7)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				PAYMENT OF REMUNERATION TO MR. P JAYARAMA BHAT, PART-TIME NON-EXECUTIVE CHAIRMAN OF THE BANK.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Institutions	E-Voting		63809968	71.6681	63809968	0	100.0000	0.0000	0
	Poll	89035336	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63809968	71.6681	63809968	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting		20396266	10.5368	20396034	232	99.9989	0.0011	0
	Poll	193571991	587999	0.3038	578370	9389	98.3624	1.5968	240
	Postal Ballot (if applicable)								
	Total	193571991	20984265	10.8405	20974404	9621	99.9530	0.0458	240
Total		282607327	84794233	30.0043	84784372	9621	99.9884	0.0113	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (8)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				APPOINTMENT OF MR. MAHABALESHWARA M S AS DIRECTOR OF THE BANK.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Institutions	E-Voting		63809968	71.6681	55125026	8684942	86.3894	13.6106	0
	Poll	89035336	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63809968	71.6681	55125026	8684942	86.3894	13.6106	0
Public- Non Institutions	E-Voting		20386648	10.5318	20073172	313476	98.4623	1.5377	0
	Poll	193571991	588199	0.3039	583109	4850	99.1346	0.8246	240
	Postal Ballot (if applicable)								
	Total	193571991	20974847	10.8357	20656281	318326	98.4812	1.5177	240
Total		282607327	84784815	30.0009	75781307	9003268	89.3808	10.6190	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (9)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

APPOINTMENT OF MR. MAHABALESHWARA M S AS MANAGING DIRECTOR & CEO OF THE BANK AND PAYMENT OF REMUNERATION AND OTHER PERQUISITES TO HIM.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Institutions	E-Voting		63809968	71.6681	53154004	10655964	83.3005	16.6995	0
	Poll	89035336	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63809968	71.6681	53154004	10655964	83.3005	16.6995	0
Public- Non Institutions	E-Voting		20386648	10.5318	20073072	313576	98.4619	1.5381	0
	Poll	193571991	592924	0.3063	587834	4850	99.1415	0.8180	240
	Postal Ballot (if applicable)								
	Total	193571991	20979572	10.8381	20660906	318426	98.4811	1.5178	240
Total		282607327	84789540	30.0026	73814910	10974390	87.0566	12.9431	240
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Home

Validate

Resolution (10)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

INTRODUCTION OF EMPLOYEES STOCK OPTION SCHEME 2017 (ESOS2017).

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Institutions	E-Voting		63809968	71.6681	33613443	30196525	52.6774	47.3226	0
	Poll	89035336	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	89035336	63809968	71.6681	33613443	30196525	52.6774	47.3226	0
Public- Non Institutions	E-Voting		20402443	10.5400	20071026	331417	98.3756	1.6244	0
	Poll	193571991	574499	0.2968	561213	13046	97.6874	2.2708	240
	Postal Ballot (if applicable)								
	Total	193571991	20976942	10.8368	20632239	344463	98.3568	1.6421	240
Total		282607327	84786910	30.0017	54245682	30540988	63.9788	36.0209	240
Whether resolution is Pass or Not.							No		
Disclosure of notes on resolution							Add Notes		



To

The Chairman
The Karnataka Bank Ltd
Regd & Head Office
Kankanady,
Mahaveera Circle,
Mangalore-575002

Dear Sir,

I, M V Shanker Bhat, Advocate, Mangaluru appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting process of The Karnataka Bank Ltd ("The Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 93rd Annual General Meeting of the Company held on Monday, July 17, 2017 at 11.30 AM at the Regd. and Head Office, Mahaveera Circle, Kankanady, Mangaluru-575002 submit my report as under:

1. The remote e-voting commenced on July 13, 2017 at 10.00 AM and concluded on July 16, 2017 at 5.00 PM. The remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
2. The shareholders holding shares as on the "Cut-off" date i.e. July 10, 2017 were entitled to vote on the proposed resolutions stated in the Notice of the Company.
3. The e-votes were unblocked on July 17, 2017 around 01.00 PM in the presence of two witnesses Mr.Shashidhara Moily, residing at Flat No : 601A, Sai Grandeur, Near Subramanya Sabha, Jail Road, Karangalpady, Mangaluru and Mr.Purushothama Adyar, F-2, Raju's Crystal, No : 64, Gandhi Street, Mogappair East, Chennai-600037 who are not in the employment of the Company.
4. The results of the remote e-voting along with the list of shareholders who voted "For" and "Against" the below mentioned resolutions were downloaded from the e-voting website of CDSL.

The results of the remote e-voting are as under:

- a) **Resolution No.1 : Adoption of the audited financial statements (Balance Sheet and Profit & Loss Account for the year ended March 31, 2017) and the reports of the Auditors and the Directors thereon.**

- (i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
382	83225658	99.62%

- (ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
8	313469	0.38%



(iii) **Invalid Votes/persons** who did not vote for this resolution:

Number of members who did not electronically	% of total number of votes not cast
Nil	Nil

b) **Resolution No.2: Declaration of Dividend on equity shares.**

(i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
389	83939000	99.68%

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
4	273411	0.32%

(iii) **Invalid Votes/persons** who did not vote for this resolution :

Number of members who did not electronically	% of total number of votes not cast
Nil	Nil

c) **Resolution No. 3: Appointment of M/s. Abarna & Ananthan, Chartered Accountants, Bengaluru and M/s. R K Kumar & Co, Chartered Accountants, Chennai jointly as Statutory Central Auditors of the Bank for the year 2017-18 and fixing their remuneration.**

(i) Voted **in favour** of Resolution

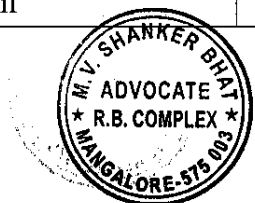
Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
366	73651207	87.99%

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
26	10053974	12.01%

(iii) **Invalid Votes/persons** who did not vote for this resolution :

Number of members who did not electronically	Total number of votes not cast
Nil	Nil



d) Resolution No.4: Appointment of Branch Auditors to audit the accounts of Branches/Offices for the year 2017-18 and fixing their remuneration.

(i) Voted **in favour** of Resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
387	83421089	99.66%

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

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
5	284092	0.34%

(iii) **Invalid** Votes/persons who did not vote for this resolution :

Number of members who did not vote electronically	% of total number of votes not cast
Nil	Nil

e) Resolution No.5: Appointment of Mr. D Surendra Kumar as an Independent Director of the Bank.

(i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
390	84212216	99.99%

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
2	17	0.01%

(iii) **Invalid** Votes/persons who did not vote for this resolution:

Number of members who did not vote electronically	% of total number of votes not cast
Nil	Nil

f) Resolution No.6: Appointment of Mr. P Jayarama Bhat as Director of the Bank.

(i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
386	84058818	99.82%



M.Bhat

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
3	147416	0.18%

(iii) **Invalid** Votes/persons who did not vote for this resolution :

Number of members who did not electronically	% of total number of votes not cast
Nil	Nil

Resolution No.7: Payment of remuneration to Mr. P Jayarama Bhat, Part-time Non-executive Chairman of the Bank.

(i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
385	84206002	99.99%

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
4	232	0.01

(iii) **Invalid** Votes/persons who did not vote for this resolution :

Number of members who did not electronically	% of total number of votes not cast
Nil	Nil

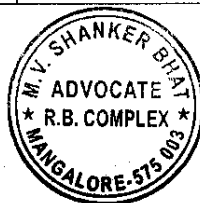
Resolution No.8: Appointment of Mr. Mahabaleshwara M S as Director of the Bank.

(i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
362	75198198	89.31%

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
28	8998418	10.69%



MSPhat

(iii) **Invalid** Votes/persons who did not vote for this resolution :

Number of members who did not electronically	% of total number of votes not cast
Nil	

Resolution No.9: Appointment of Mr. Mahabaleshwara M S as Managing Director & CEO of the Bank and payment of remuneration and other perquisites to him.

(i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
355	73227076	86.97%

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
35	10969540	13.03%

(iii) **Invalid** Votes/persons who did not vote for this resolution :

Number of members who did not electronically	% of total number of votes not cast
Nil	Nil

Resolution No.10: Introduction of Employees Stock Option Scheme 2017 (ESOS 2017).

(i) Voted **in favour** of Resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
302	53684469	63.75%

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
91	30527942	36.25%


(iii) **Invalid** Votes/persons who did not vote for this resolution :

Number of members who did not electronically	% of total number of votes not cast
Nil	Nil



M.S. Mahabaleshwara


The relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 93rd Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.



M V Shanker Bhat



We the undersigned witnesseth that the votes were unblocked from the e-voting website of CDSL in our presence at 01.00 PM on July 17, 2017 at the office of the Scrutinizer.


Shashidhara Moily


Purushothama Adyar


Countersigned by the Chairman

FORM No. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
The Karnataka Bank Limited

93rd Annual General Meeting of the Equity Shareholders of "The Karnataka Bank Limited" ("The Company") held on Monday, the 17th of July 2017 at the Bank's Registered & Head Office, Mahaveera Circle, Kankanady, Mangaluru-575002.

Dear Sir,

I, M V Shanker Bhat, Advocate, Mangaluru, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 93rd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Monday, the 17th of July 2017 at 11.30 AM at the Bank's Registered & Head Office, Mahaveera Circle, Kankanady, Mangaluru-575002 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 4 (Four) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened by me in the presence of two witnesses Mr. Shashidhara Moily, residing at Flat No : 601A, Sai Grandeur, Near Subramanya Sabha, Jail Road, Karangalpadu, Mangaluru and Mr. Purushothama Adyar, F-2, Raju's Crystal, No : 64, Gandhi Street, Mogappair East, Chennai-600037 who are not in the employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:
 - a) **Resolution No. 1: Adoption of the audited financial statements (Balance Sheet and Profit & Loss Account for the year ended March 31, 2017) and the reports of the Auditors and the Directors thereon.**

(i) Voted in favour of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
274	587212	99.18 %

(ii) Voted against the resolution



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	4872	0.82%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

b) Resolution No. 2: Declaration of Dividend on Equity Shares.

(i) Voted **in favour** of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
272	582287	99.17%

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4850	0.83%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

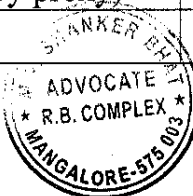
c) Resolution No. 3: Appointment of M/s. Abarna & Ananthan, Chartered Accountants, Bengaluru and M/s. R K Kumar & Co, Chartered Accountants, Chennai jointly as Statutory Central Auditors of the Bank for the year 2017-18 and fixing their remuneration.

(i) Voted **in favour** of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	587234	99.18%

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4850	0.82%



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them
1	240

d)Resolution No. 4: Appointment of Branch Auditors to audit the accounts of Branches/Offices for the year 2017-18 and fixing their remuneration.

(i) Voted **in favour** of Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
273	582269	99.07%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5490	0.93%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

e)Resolution No. 5: Appointment of Mr. D Surendra Kumar as an Independent Director of the Bank.

(i) Voted **in favour** of Resolution

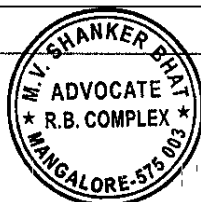
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
271	574718	97.85%

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	12641	2.15%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240



f) Resolution No. 6: Appointment of Mr. P Jayarama Bhat as Director of the Bank.

(i) Voted **in favour** of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
275	583109	99.18%

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4850	0.82%

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

g) Resolution No. 7: Payment of remuneration to Mr. P Jayarama Bhat, Part-time Non-executive Chairman of the Bank.

(i) Voted **in favour** of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
270	578370	98.40%

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	9389	1.60%

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

h) Resolution No. 8: Appointment of Mr. Mahabaleshwara M S as Director of the Bank.

(i) Voted **in favour** of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

M.S. Bhat
SHARAD
ADVOCATE
R.B. COMPLEX
MANGALORE-575 003

275	583109	99.18%
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(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4850	0.82%

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

i) Resolution No. 9: Appointment of Mr. Mahabaleshwara M S as Managing Director & CEO of the Bank and payment of remuneration and other perquisites to him.

a)

(iv) Voted **in favour** of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
276	5834	99.18%

(v) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4850	0.82%

(vi) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

j) Resolution No. 10: Introduction of Employees Stock Option Scheme 2017 (ESOS 2017).

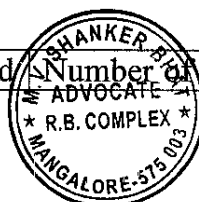
b)

(vii) Voted **in favour** of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
267	561213	97.73%

(viii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



MSBhat

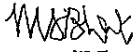
voting (in person or by proxy)	by them	of valid votes cast
8	13046	2.27%

(ix) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	240

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were initialled and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
7. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this report.

Thanking You,
Yours faithfully



(M V Shanker Bhat)



We the undersigned witnesseth that the sealed and locked polling boxes (four) were opened in our presence at 2.30 PM on July 17, 2017 at the Registered Office of the Company.


Shashidhara Moily


Purushothama Adyar

Place: Mangaluru
Date: July 17, 2017



Countersigned by the Chairman