# THE KARNATAKA BANK LIMITED

Date of Annual General Meeting: JULY 16, 2015

Total number of shareholders on record date: 120420

No. of Shareholders present in the meeting either in person or through proxy: 490

Promoters and Promoter Group : NIL

Public

: 490

No. of Shareholders attended the meeting through Video conferencing: NA

Promoters and Promoter Group : NA

Public

No Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) /(1)] *100	No. of Votes in favour	No. of Votes no. of Votes in favour against	favour on rotes polled (6) = [(4) /(2)]*100	against on votes polled (7) = [(5) /(2)]*100
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	(1)	(2)	(3)	(4)	(c)	(0)	1.1

Adoption of the audited financial statements for the financial year ended March 31, 2015 (Balance Sheet as at March 31, 2015 and Profit & Loss Account etc. for the year ended on that date) together with the reports of the Auditors and the Directors thereon.

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FOR THE KARNATAKA BANK L.

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t of Mr. B A Prabhakar, as an independent Director of the Bank to hold office upto September 5, 2019.  d Promoter Group NA	Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) /(1)] *100			% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% of Votes against on votes polled (7) = [(5) /(2)]*100
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NA NA NA NA	Promoter and Promoter Group	TAN 00000						
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FOR THE KARNATAKA BANK LID...

Page 3 of 5

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tional holders 29999999 10.499		11295	5 99.93	3 0.07
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Page 4 of 5

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) /(1)] *100		No. of Votes in favour against	% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% or votes against on votes polled (7) = [(5) /(2)]*100
	(1)	(2)	(3)	(4)	(5)	(9)	(7)
Resolution 9 Authorization to the Board to issue and allot equity shares by way of Qualified Institutions.	ue and allot equity s	hares by way of (	Qualified Institu	tions.			
Promoter and Promoter Group	NA	NA	AN	AN	A'N	NA	AN
Duklic Inctitutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public Others	128509860	16054182	12.49	15706420	347762	97.83	2.17
rubiic -Omers	100440357	50507162		50159400	347762	99.31	0.69



For THE KARNATAKA BASK LILL
Company Secretary

Page 5 of 5

M.V. SHANKER BHAT H-3, IInd Floor Ramabhayana Complex Kodiyalball, Mangalore - 575 003

#### 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

91st Annual General Meeting of the Equity Shareholders of "The Karnataka Bank Limited" ("The Company") held on Thursday, the 16th of July, 2015 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 91st Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Thursday, the 16th of July, 2015 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. B Ramachandra Achar, residing at 4-12/1, Balebail, 22, Padavu, Mangaluru-575004 and Mr. Krishnamoorthy Rao Y residing at 1/29/2460-1, Ashiyana Layout, Ashokanagar Mangaluru-575006 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.
- The result of the Poll is as under:
  - a) Resolution No. 1: Adoption of the audited financial statements for the financial year ended March 31, 2015 (Balance Sheet as at March 31, 2015 and Profit & Loss Account etc. for the year ended on that date) together with 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)  388	Number of votes cast by them 508995	% of total number of valid votes cast 98.27%
	117873h	Page 1 o

Number of members present and voting (in person or by proxy)	Number of votes cast by them	CIL TAILING
Young (in person of 02 pro-22)	8955	1.73%

#### (iii) Invalid Votes:

Total number of members (in person or by	Total number of
proxy) whose votes were declared invalid	votes cast by them
3	505

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

## (i) Voted in favour of Resolution

voting (in person of by prong)	Number of votes cast by them 507290	% of total number of valid votes cast 97.94%
385	307270	

## (ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Of runa
4	10660	2.06%

### (iii) Invalid Votes:

Total number of members (in person or by	Total number of
proxy) whose votes were declared invalid	votes east by them
3	303

## c) Resolution No. 3: Appointment of M/s Kamath & Rau, Chartered Accountants (Firm Reg No.001689S) and M/s Abarna & Ananthan, Chartered Accountants (Firm Reg No.000003S) jointly as Statutory Central Auditors of the Bank and appointment of Branch Auditors and fixing their remuneration.

## (i) Voted in favour of Resolution

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
388	508995	98.27%
300	-1116	Bhat

Page 2 of 6

Number of members present and voting (in person or by proxy)	Number of votes cast by them	
voting (in person or by protey)	8955	1.73%

#### (iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declare invalid	Total number of votes cast by them 563
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## d) Resolution No. 4: Appointment of Mr. B A Prabhakar, as an Independent Director of the Bank to hold office upto September 5, 2019.

## (i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	UL THITE
388	508995	98.27%

## (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Of Third
voting (in person of e) prospy	8955	1.73%

#### (iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	200

## e) Resolution No. 5: Re-appointment of Mr. P Jayarama Bhat, as MD & CEO of the Bank for the further period of three years w.e.f. July14,2015 and payment of remuneration.

## (i) Voted in favour of Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them 508782	% of total number of valid votes cast 98.23%
207	7	USBhat

Page 3 of 6

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
2	9168	1.77%

#### (iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	563

#### f) Resolution No. 6: Amendment of Clause 5 of the Memorandum of Association of the Bank.

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

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
387	508149	98.11%

#### (ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	120	% of total number of valid votes cast
2	9801	1.89%

#### (iii) Invalid Votes:

Total number of members (in person or by	Total number of
proxy) whose votes were declared invalid	votes cast by them
3	563

#### g) Resolution No. 7: Amendment of Article 3(a) of the Articles of Association of the Bank.

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
386	507305	97.94%

Page 4 of 6

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
3	10645	2.06%

#### (iii) Invalid Votes:

Total number of members (in person or by	Total number of
proxy) whose votes were declared invalid	votes cast by them
3	563

#### Resolution No. 8: Amendments to the various clauses of Articles of Association of the Bank.

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

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
386	507305	97.94%

#### (ii) Voted against the resolution

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
3	10645	2.06%

#### (iii) Invalid Votes:

Total number of members (in person or by	Total number of
proxy) whose votes were declared invalid	votes cast by them
3	563

#### Resolution No. 9: Authorization to the Board to issue and allot equity shares by way of Qualified Institutions.

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

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
375	457278	88.29%

Page 5 of 6

Number of members present and	Number of votes cast	% of total number
voting (in person or by proxy)	by them	of valid votes cast
14	60672	11.71%

#### (iii) Invalid Votes:

Total number of members (in person or by	Total number of
proxy) whose votes were declared invalid	votes cast by them
3	563

- 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.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
- 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

Whankuf 3her (M V Shanker Bhat)

We the undersigned witnesseth that the sealed and locked polling boxes (four) were opened in our presence at 1.15 PM on July 16, 2015 at the Registered Office of the Company.

B Ramachandra Achar

Krishnamoorthy Rao Y

Place: Mangaluru Date: July 16, 2015

Countersigned by the Chairman

To

M.V. SHANKER BHAADVOCATE B.A.B.L
H-3, lind Floor
Ramabhavana Complex
Kodiyalbail, Mangalore 575 407

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 91<sup>st</sup> Annual General Meeting of the Company be held on July 16, 2015 at 11.30 AM at the Regd. and Head Office, Mahaveera Circle, Kankanady, Mangaluru-575002 submit my report as under:

- The remote e-voting period commenced on July 12, 2015 at 9.00 AM and concluded on July 15, 2015 at 5.00 PM. The remote e-voting services were provided by Central Depository Services (India) Ltd (CDSL).
- The shareholders holding shares as on the "Cut-off" date i.e. July 09, 2015 were entitled to vote on the proposed resolutions stated in the Notice of the Bank.
- The votes were unblocked on July 16, 2015 around 2.30 PM in the presence of two witnesses Mr. B Ramachandra Achar, residing at 4-12/1, Balebail, 22, Padavu, Mangaluru-575004 and Mr. Krishnamoorthy Rao Y, residing at 1/29/2460-1, Ashiyana Layout, Ashokanagar Mangaluru-575006 who are not in the employment of the Bank.
- 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 for the financial year ended March 31, 2015 (Balance Sheet as at March 31, 2015 and Profit & Loss Account etc. for the year ended on that date) together with the reports of the Auditors and the Directors thereon.
  - (i) Voted in favour of Resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
271	49708781	99.44%

(ii) Voted against the resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
5	280431	0.56%

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(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	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
276	49989212	100%

#### (ii) Voted against the resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
Nil	Nil	Nil

(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 Kamath & Rau (Firm Reg No.001689S), Chartered Accountants and M/s Abarna & Ananthan (Firm Reg No.000003S), Chartered Accountants jointly as Statutory Central Auditors of the Bank and appointment of Branch Auditors and fixing their remuneration.
  - (i) Voted in favour of Resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
265	45170723	99.24%

(ii) Voted against the resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
6	348021	0.76%

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

Number of members who did not electronically	Total number of votes not cast
5	4470468

Page 2 of 5

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- Resolution No.4: Appointment of Mr B A Prabhakar, as an Independent Director of the Bank to hold office upto September 5, 2019.
  - (i) Voted in favour of Resolution:

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
274	49985802	99.99%

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
2	3410	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

- e) Resolution No.5: Re-appointment of Mr P Jayarama Bhat as Managing Director & CEO of the Bank for a further period of three years w.e.f. July 14, 2015 and payment of remuneration.
  - (i) Voted in favour of Resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
270	49708631	99.44%

(ii) Voted against the resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
6	280581	0.56%

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

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

- Resolution No.6: Amendment of Clause 5 of the Memorandum of Association of the Bank.
  - (i) Voted in favour of Resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
269	49708131	99.44%

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Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
7	281081	0.56%

#### (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

#### g) Resolution No.7: Amendment of Article 3(a) of the Articles of Association of the Bank.

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

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
269	49708131	99.44%

#### (ii) Voted against the resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
7	281081	0.56%

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

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

# h) Resolution No.8: Amendments to the various clauses of Articles of Association of the Bank.

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

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
274	49988562	100%

#### (ii) Voted against the resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
2	650	0.00%

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#### (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.9: Authorization to the Board to issue and allot equity shares by way of Qualified Institutions Placement.

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

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
264	49702122	99.43%

#### (ii) Voted against the resolution

Number of members	Number of votes cast by	% of total number
voted electronically	them	of valid votes cast
12	287090	0.57%

#### (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

The relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 91<sup>st</sup> 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 2.30 PM on July 16, 2015 at the office of the Scrutinizer.

B Ramachandra Achar

Krishnamoorthy Rao Y

Countersigned by the Chairman