

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 : Nil

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 against	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 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.							
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	15764796	289386	98.20	1.80
Total (A)	188449257	50507162	26.80	50217776	289386	99.43	0.57

For THE KARNATAKA BANK LTD.

[Signature]
Company Secretary



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{(2)}$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $\frac{[(4)]}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{[(5)]}{(2)} * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 2							
Declaration of Dividend on Equity Shares.							
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	16043522	10660	99.93	0.07
Total (A)	188449257	50507162	26.80	50496502	10660	99.98	0.02
Resolution 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.							
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	29982512	50.02	29639941	342571	98.86	1.14
Public -Others	128509860	16054182	12.49	16039777	14405	99.91	0.09
Total (A)	188449257	46036694	24.43	45679718	356976	99.22	0.78



For THE KARNATAKA BANK LTD.

[Signature]
Company Secretary

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 against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 4							
Appointment of Mr. B A Prabhakar, as an Independent Director of the Bank to hold office upto September 5, 2019.							
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	16041817	12365	99.92	0.08
Total (A)	188449257	50507162	26.80	50494797	12365	99.98	0.02
Resolution 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.							
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	15764433	289749	98.20	1.80
Total (A)	188449257	50507162	26.80	50217413	289749	99.43	0.57

For THE KARNATAKA BANK LTD...



[Signature]
Company Secretary

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 against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 6							
Amendment of Clause 5 of the Memorandum of Association of the Bank.							
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	15763300	290882	98.19	1.81
Total (A)	188449257	50507162	26.80	50216280	290882	99.42	0.58

Resolution 7
Amendment of Article 3(a) of the Articles of Association of the Bank.

Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	15762456	291726	98.18	1.82
Total (A)	188449257	50507162	26.80	50215436	291726	99.42	0.58

Resolution 8
Amendments to the various clauses of Articles of Association of the Bank.

Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	16042887	11295	99.93	0.07
Total (A)	188449257	50507162	26.80	50495867	11295	99.98	0.02



FOR THE KARNATAKA BANK LTD.

[Signature]
Company Secretary

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 against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 9							
Authorization to the Board to issue and allot equity shares by way of Qualified Institutions.							
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public - Institutional holders	59939397	34452980	57.48	34452980	0	100.00	0.00
Public -Others	128509860	16054182	12.49	15706420	347762	97.83	2.17
Total (A)	188449257	50507162	26.80	50159400	347762	99.31	0.69



For THE KARNATAKA BANK LTD

[Signature]
Company Secretary

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.

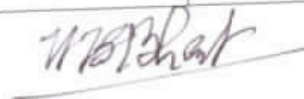
Dear Sir,

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.
4. 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)	Number of votes cast by them	% of total number of valid votes cast
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 total number of valid votes cast
1	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	563

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
385	507290	97.94%

(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
4	10660	2.06%

(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

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 voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
388	508995	98.27%

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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
1	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
3	563

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	% of total number of valid votes cast
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 total number of valid votes cast
1	8955	1.73%

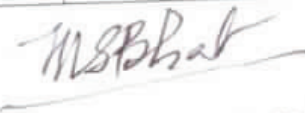
(iii) **Invalid** Votes:

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

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	% of total number of valid votes cast
387	508782	98.23%



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

(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	9801	1.89%

(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

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)	Number of votes cast by them	% of total number of valid votes cast
386	507305	97.94%



(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	10645	2.06%

(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

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

(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	10645	2.06%

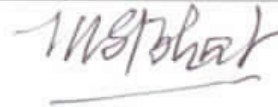
(iii) **Invalid** Votes:

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

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



(ii) Voted **against** the resolution

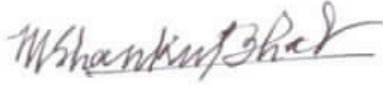
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	60672	11.71%

(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

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 sealed 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 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

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 91st 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:

1. 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).
2. 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.
3. 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.
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:

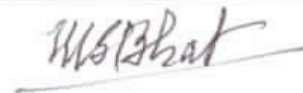
- a) **Resolution No.1: Adoption of the audited financial statements for the financial year ended March 31, 2015 (Balance Sheet as at March 31, 2015 and Profit & Loss Account etc. for the year ended on that date) together with the reports of the Auditors and the Directors thereon.**

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

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

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

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

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
276	49989212	100%

(ii) Voted **against** the resolution

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

(ii) Voted **against** the resolution

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



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 voted electronically	Number of votes cast by them	% of total number of valid votes cast
274	49985802	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	3410	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

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

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number 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 vote electronically	% of total number of votes not cast
Nil	Nil

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

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(ii) Voted **against** the resolution

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

(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number 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 vote electronically	% of total number of votes not cast
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 voted electronically	Number of votes cast by them	% of total number of valid votes cast
274	49988562	100%

(ii) Voted **against** the resolution

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



(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

i) **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 voted electronically	Number of votes cast by them	% of total number of valid votes cast
264	49702122	99.43%

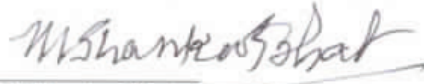
(ii) Voted **against** the resolution

Number of members voted electronically	Number of votes cast by them	% of total number 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 91st 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