



D. A. Kamat & Co

Company Secretaries

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CONSOLIDATED SCRUTINISER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies
(Management and Administration) Rules, 2014

To,
Shri Rajnish Kumar
Chairman
Indian Institute of Banking & Finance
Kohinoor City, Commercial II
Tower-1, 2nd Floor, Kiroli Road, Kurla (w),
Mumbai-400070

Kind Attention: Dr. J N Misra, Chief Executive Officer

Dear Sir,

Subject: Scrutinizer's Report on Remote E-Voting conducted 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 E-Voting at the 93rd Annual General Meeting of Indian Institute of Banking and Finance held on Saturday, 5th September, 2020 at 11:00 AM IST

1. The Indian Institute of Banking and Finance ('Institute' or 'IIBF') at their Council Meeting held on 27th July, 2020 appointed the undersigned as the Scrutiniser to ensure that the conduct of process of remote e-voting and e-voting at the 93rd Annual General Meeting to be held on Saturday, 5th September, 2020 on the resolutions as contained in the Notice dated 27th July, 2020 to be carried out in a fair and transparent manner.
2. The Management of the Institute is responsible to ensure that the compliance of the requirements of the Companies Act, 2013 and rules made there under, relating to remote e-voting and e-voting at AGM on the resolutions as contained in the aforesaid notice is undertaken. Our responsibility as a Scrutiniser is to scrutinise and ensure that the voting done through remote e-voting and e-voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinisers Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Ltd (NSDL), the agency engaged by the Institute to provide remote e-voting and e-voting facilities at the AGM.





3. Further to the above, I submit my Scrutinisers Report on the e-voting as follows:

- 3.1. As required under Section 101 and 102 of the Companies Act, 2013, the Notice for the 93rd Annual General Meeting was despatched by permitted electronic means for seeking approval of the Voting members by 11th August 2020.
- 3.2. By virtue of their existing Articles of Association, the voting rights are available to only Associate, Fellow and Institutional Members, who were members as on the cut-off date. Ordinary members were sent the Annual Report and are eligible to attend the AGM, but do not have any voting rights.
- 3.3. The members eligible to vote were provided with the facility of remote e-Voting facility offered by NSDL and e-voting at the AGM, conducted through VC/OAVM, to those who wished to avail the same.
- 3.4. The Notices sent by the Institute (electronic) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- 3.5. The Institute published an Advertisement in The Indian Express, New Indian Express and Free Press Journal in English Language and in Navshakti in Marathi Language on 3rd August, 2020 as mandated under Clause 3(A)(IV) of the General Circular No.20/2020 dated 5th May 2020.
- 3.6. The Institute published an Advertisement in The Indian Express and New Indian Express in English Language and in Navshakti in Marathi Language on 13th August, 2020 providing the details of the despatch of Notice, details of cut-off date and e-voting facilities provided by the Institute, as required under Rule 20 of Companies (Management and Administration) Rules, 2014.
- 3.7. The cut-off date for determining the eligibility of members for casting their votes by remote e-voting and e-voting at the AGM was Saturday, 29th August 2020. Only those members, whose names were registered as on the cut-off date with the Institute and being eligible were entitled to vote.





- 3.8. The facility of remote e-voting for all eligible voting members commenced from Tuesday, 1st September 2020 at 9.00 AM IST and ended on Friday, 4th September, 2020 at 5.00 PM IST. As informed by the Company, the NSDL e-voting platform was blocked by NSDL thereafter. Only remote e-votes casted during this period have been considered for scrutiny.
- 3.9. At the 93rd AGM conducted through two-way Video Conferencing, the voting was conducted through e-voting on the resolutions proposed to be transacted in the AGM Notice. The e-voting and remote e-voting module was unblocked in the presence of two witnesses, who are not in employment of the Institute – Ms. Maithili Padiyar and Ms. Kiran Loke and whose signatures are appended below:

Ms. Maithili Padiyar

Ms. Kiran Loke

- 3.10. On the basis of the votes cast by the members by way of electronic voting, remotely and at the AGM held on 5th September 2020, I have issued my scrutinisers' report dated 5th September 2020.
- 3.11. A summary of the votes cast by the members through remote e-voting/ e-voting at the AGM at the 93rd AGM with their pattern of voting is attached as an Annexure - I to this Report.
- 3.12. The Results of the electronic voting (including remote e-voting and e-voting at AGM) is as follows:

No	Particulars	Type of Resolution	Result
1	To consider, receive and adopt the Audited Financial Statements of the Institute for the Financial Year ending 31st March, 2020 and reports of the Governing Council and the Auditors	Ordinary	Passed Unanimously





	thereon		
2	To elect a member of the Council in place of, Smt. Smita Sandhane (DIN: 07637529) who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible offers herself for re-election.	Ordinary	Passed Unanimously
3	To elect a member of the Council in place of Shri V G Mathew (DIN: 05332797) who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.	Ordinary	Passed Unanimously
4	To elect a member of the Council in place of Ms. Zarin B Daruwala (DIN: 00034655) who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers herself for re-election.	Ordinary	Passed Unanimously
5	Appointment of Shri Rajnish Kumar (DIN: 05328267) , as a President of the Institute from the conclusion of the 93 rd AGM till the conclusion of the 94 th AGM in 2021.	Ordinary	Passed Unanimously
6	Fixation of tenure of Prof. G. Sivakumar (DIN: 07537575) as a Council Member	Ordinary	Passed Unanimously
7	Appointment of Smt Nanda Dave (DIN: 08673208) as a Council Member, liable to retire by rotation with effect from 29 th June, 2020	Ordinary	Passed Unanimously
8	Appointment of Shri Pallav Mohapatra (DIN: 02300885) as a Council Member, liable to retire by rotation	Ordinary	Passed Unanimously
9	Appointment of Shri Rajkiran Rai G (DIN: 07427647) as a Council Member, liable to retire by rotation	Ordinary	Passed Unanimously





10	Appointment of Shri Atul Kumar Goel (DIN: 07266897) as a Council Member, liable to retire by rotation	Ordinary	Passed Unanimously
11	Appointment of Shri Sunil Mehta (DIN: 07430460) as a Council Member in casual vacancy in place of Shri V G Kannan	Ordinary	Passed Unanimously
12	Appointment of Shri Biswaketan Das (DIN: 08067282) as Chief Executive Officer of the Institute with effect from 1 st October, 2020	Special	Passed Unanimously

4. Based on the above, the Resolution Nos 1 to 12 may be deemed to have been passed unanimously as on date of AGM i.e. 5th September 2020. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the CEO for safe keeping thereon.

Thank You

D. A. Kamat
Partner, D A Kamat & Co
FCS 3843
CP 4965
Place: Mumbai
Date: 5th September, 2020
UDIN: F003843B000667781



Countersigned by
For, Indian Institute of Banking & Finance

Dr J N Misra
CEO
(Authorised by Chairman of the AGM)
DIN: 06807266
Place: Mumbai
Date: 5th September, 2020



ANNEXURE - I
TO SCRUTINISER REPORT FOR 93RD AGM

The summary of votes cast through ELECTRONIC VOTING (Remotely and during AGM) at the 93rd AGM for each of the resolutions is as follows:

Resolution No. 1: To consider, receive and adopt the Audited Financial Statements of the Institute for the Financial Year ending 31st March, 2020 and reports of the Governing Council and the Auditors thereon

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
47	3653	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

Resolution No. 2: To elect a member of the Council in place of, Smt. Smita Sandhane (DIN: 07637529) who retires by rotation under the Article 48 of the Articles of Association of the Institute and being eligible offers herself for re-election.

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
47	3653	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously





Resolution No. 3: To elect a member of the Council in place of **Shri V G Mathew (DIN: 05332797)** who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers himself for re-election.

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
47	3702	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

Resolution No. 4: To elect a member of the Council in place of **Ms. Zarin B Daruwala (DIN: 00034655)** who retires by rotation under the Article 48 of the Articles of Association of the Institute and, being eligible, offers herself for re-election.

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
46	3652	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously





Resolution No. 5: Appointment of Shri Rajnish Kumar (DIN: 05328267) as President of the Institute from the conclusion of the 93rd AGM till the conclusion of the 94th AGM in 2021.

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
47	3653	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

Resolution No. 6: Fixation of tenure of Prof. G. Sivakumar (DIN: 07537575) as a Council Member

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
47	3653	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

Resolution No. 7: Appointment of Smt Nanda Dave (DIN: 08673208) as a Council Member, liable to retire by rotation with effect from 29th June, 2020

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
46	3652	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously





Resolution No. 8: Appointment of Shri Pallav Mohapatra (DIN: 02300885) as a Council Member, liable to retire by rotation

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
47	3653	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

Resolution No. 9: Appointment of Shri Rajkiran Rai G (DIN: 07427647) as a Council Member, liable to retire by rotation

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
46	3652	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously





Resolution No. 10: Appointment of Shri Atul Kumar Goel (DIN: 07266897) as a Council Member, liable to retire by rotation

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
46	3652	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

Resolution No. 11: Appointment of Shri Sunil Mehta (DIN: 07430460) as a Council Member in casual vacancy in place of Shri V G Kannan

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
46	3652	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

Resolution No. 12: Appointment of Shri Biswaketan Das (DIN: 08067282) as Chief Executive Officer of the Institute with effect from 1st October, 2020

(a) Votes in favour of the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
47	3653	100

(b) Votes against the resolution:

No. of Members voted	No. of votes casted by them	% of total no. of valid votes cast
0	0	0

Result: Passed Unanimously

