



TAMILNAD MERCANTILE BANK LIMITED
Regd. Office: 57, V.E.Road, Thoothukudi – 628002

NOTICES OF 98th to 100th ANNUAL GENERAL MEETINGS

(2020 - 2022)

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NOTICE OF THE 98TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 98th Annual General Meeting (AGM) of the Members of the Tamilnad Mercantile Bank Limited (CIN: U65110TN1921PLC001908) will be held on Thursday, the 09th June, 2022 at 11.30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors along with its annexure and the Auditors Report thereon.
2. To appoint a Director in place of Thiru. P.C.G. Asok Kumar (DIN:05142860), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Thiru. D. N. Nirranjan Kani (DIN:00455352), who retires by rotation, and being eligible, offers himself for re-appointment.
4. **To appoint M/s. G Balu Associates LLP, Chartered Accountants, Chennai (Firm Registration No. 000376S) as the Statutory Central Auditors of the Bank and fix their remunerations**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and the Banking Regulation Act, 1949 and the approval of Reserve Bank of India vide its letter no. Ref DOS. ARG. No. PS-34/08.25.005/2020-21 dated 17th September 2020, under Section 30(1A) of the Banking Regulation Act, 1949, the appointment of M/s. G Balu Associates LLP, Chartered Accountants, Chennai (Firm Registration No. 000376S) as statutory central auditors of the Bank for the financial year ending March 31, 2021, on a total remuneration of ₹23,00,000/- and reimbursement of other out of pocket expenses, be and is hereby confirmed, ratified and approved.”

SPECIAL BUSINESS

5. **To appoint Branch Auditors of the Bank and fix their remuneration.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT approval/ratification of members be and is hereby accorded for the action of the Board of Directors of having appointed various Statutory Branch Auditors to audit the accounts of the branches of the Bank in pursuant to the provisions of Sections

139 and 143 (8) of the Companies Act, 2013, the Banking Regulation Act, 1949 and other regulations and rules and of having paid remuneration and other out of pocket expenses to such Statutory Branch Auditors, for the year ended March 31, 2021.”

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited

Thoothukudi
May 06, 2022

Prakash Chandra Panda
Company Secretary
(Membership No: ACS 22585)

NOTES:

1. While pronouncing the results of the 94th to 97th AGM vide order dt.03.11.2020 & 29.01.2021 passed in WA 2/2016 & CMP. Nos.10145, 16385, 16388, 16389 and 16419 of 2019 & W.P.No.23056 of 2019 and W.M.P.No.22748, 22751 of 2019 & CMP. Nos.824, 6033, 21 of 2016, 1618 to 1620 of 2017, 7089, 7094, 12137, 12139, 12141, 12225, 12133, 12134 & 12144 of 2020 the Hon'ble High Court of Madras had permitted the elected Directors to take charge subject to the outcome of the pending litigations. In view of the above orders, the bank has not been able to hold the Annual General Meeting for the Year 2019 - 2020 (98th AGM) and had filed the necessary application before the Hon'ble High Court of Madras to permit the conduct of 98th AGM.

The Hon'ble High Court heard the above said application filed by the bank and passed order dated 22.04.2022 in W.P. No.35212 of 2019 and W.M.P. Nos.16962 & 14886 of 2021 and 9903 of 2022. In the above order, the court made it clear that in view of the dismissal of the Writ Appeal in W.A.No.2 of 2016, the bank is at liberty to conduct the Annual General Meetings in accordance with law, adopting the guidelines formulated by the Ministry of Corporate Affairs, Government of India. Further it was made clear that no Civil Court shall entertain any suits with regard to the subject matter pending before the High Court of Madras. Accordingly, the 98th AGM along with 99th AGM and 100th AGM are being held on the same day.

2. In view of the continuing global COVID-19 pandemic impact and to ensure social distancing, the Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 21/2021 dated December 14, 2021 read together with General Circulars No. 20/2020 dated May 05, 2020, General circular No. 2/2021 dated January 13, 2021 and General Circular No: 19/2021 dated December 08, 2021 permitted holding of the Annual General Meeting during the calendar year 2022, for the Financial Year ended / ending any time before / on 31.03.2022 through Video Conferencing or Other Audio Visual Means ('VC/OAVM') as per the respective due dates by 30th June 2022 in accordance with the requirements laid down in para 3 and para 4 of General Circular No.20/2020 dated May 05, 2020 without the physical presence of the Members at a common venue.
3. In compliance with the provisions of the Companies Act 2013 and Circular issued thereon, the AGM of the Tamilnad Mercantile Bank Ltd is being held through Video Conferencing or Other Audio Visual Means ('VC/OAVM').
4. Pursuant to the provisions of the Companies Act 2013 a member / beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance

of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of the AGM are not annexed to this Notice.

5. The Register of Members of the Bank will remain closed from Friday, June 03, 2022 to Thursday, June 09, 2022 (both days inclusive) for the purpose of AGM.
6. The Bank has fixed Thursday, June 02, 2022 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their votes through remote e-voting/ e-voting during the AGM.
7. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
8. The Bank has appointed Central Depository Services (India) Limited (CDSL), to provide VC/OAVM facility for the AGM.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and Statutory Registers shall be available for electronic inspection by the Members upto the date of the meeting i.e., June 09, 2022 without any fee. This Notice and the Annual Report will also be available on the Bank's website <https://www.tmb.in/investor-relations.aspx> annual-general-meeting/ for download.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special business to be transacted at the meeting is annexed hereto.
12. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 A.M, Monday, 06/06/2022 and will end at 5.00 P.M, Wednesday, 08/06/2022. In addition, the facility for voting on the day of the AGM shall also be made available and the members attending the AGMs through VC/OAVM who have not cast their votes by remote e-voting shall be eligible to vote at the AGMs (Refer point no 17 for detailed procedure to vote through e-voting).
13. The Voting Rights of the Members shall be in proportion to their shares of the paid-up share equity capital of the bank as on the "Cut-off" date being Thursday June 02, 2022 subject to the provision of the Banking Regulations Act, 1949 as amended and the extant RBI guidelines. The voting rights of the shareholders are also subject to the restriction imposed by the Reserve Bank of India.
14. The Bank has appointed Shri Nagendra D.Rao, Company Secretary in practice to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure as given below.
15. The scrutinizer shall after the conclusion of AGMs shall make a consolidated scrutinizer report of the total votes cast in favour or against, invalid votes, if any and whether the resolution has been carried or not. On completion of scrutiny, the scrutinizer will submit his report to the chairman, who shall counter sign the same and declare the results of the voting. Such report shall be made available on the website of the Bank <https://www.tmb.in> and the website of CDSL immediately after the declaration of results by the Chairman.
16. For any help regarding any query/assistance for participation in the AGM through VC/OAVM, please contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738, 23058542/43 and in case of any specific queries please call to this mobile no. 9566141888.

17. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins at 9.00 A.M, Monday, 06/06/2022 and ends at 5.00 P.M, Wednesday, 08/06/2022. During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, June 02, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Bank, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL and open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022 -23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and non-individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter **Folio Number** registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and non-individual shareholders holding shares in Demat.	
PAN	- Physical Shareholders - Enter your Sequence Number provided by RTA (M/s Link Intime India Pvt. Ltd) in place of PAN. - Non-Individual Demat Shareholders – Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
Dividend Bank Details	- Physical Shareholders - Enter your Folio Number - Non-Individual Demat Shareholders – Enter the Dividend Bank Details as recorded in your demat account. If the bank account details are not updated please mention the 16 digit demat A/C number in place of the bank account number field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant “TMB” on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- 15) You can also take a print of the votes casted by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(iv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@tmbank.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

18. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to have a camera fitted device and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at shareholders@tmbank.in. The shareholders who do not

wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at shareholders@tmbank.in. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

19. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company** (shareholders@tmbank.in) / **RTA** email [ID\(coimbatore@linkintime.co.in\)](mailto:ID(coimbatore@linkintime.co.in)).
2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or by sending an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

20. General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to shareholders@tmbank.in with a copy marked to helpdesk.evoting@cdslindia.com.
- b) Those members whose email address is not registered with the bank or with their respective depository participant and who wish to receive the notice / annual report / user ID and password and other communication sent by the bank at least 7 days prior to meeting, can get their email address registered by following the steps given below:
 - i. For members holding shares in physical form, please send scanned copy of signed request letter mentioning folio number, complete address, email address to be registered along with scanned self-attested copy of ID proof and address proof supporting the registered address of the member, by email to the bank email address shareholders@tmbank.in

- ii. Members holding shares in demat form are requested to update their email address through depository participant.
- c) Those members who lost the sequence number sent by M/s. Link Intime India Private Limited and who wish to receive again can request the bank through their registered email address, addressing shareholders@tmbank.in / RTA email Id:coimbatore@linkintime.co.in. or can send the request letter duly signed by post to the following address.

Tamilnad Mercantile Bank Limited,
Secretarial Department,
57 V E Road, Thoothukudi- 628002

The email/ post should reach us at least 7 days prior to the date of meeting.

- d) It is strongly recommended not to share your demat account password with any person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot Password” option available on www.evotingindia.com to reset the password by providing valid credentials to reset.
- e) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or send an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL) 022-23058542/43.
21. In terms of the Ministry of Corporate Affairs Notification G.S.R.853 (E) dated 10th September, 2018, securities of unlisted companies can only be transferred in dematerialized form with effect from 2nd October, 2018. In view of the above, members are advised to dematerialize shares held by them in physical form.
22. In terms of the relevant provisions of Sections 124 and 125 of the Companies Act, 2013 and the relevant Rules of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (“IEPF”), constituted by the Central Government. The Bank had, accordingly, transferred the unpaid dividend for the year 2011-12 to the IEPF and no claims shall lie against the Bank in respect of those dividends. The Bank has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF Authority. Members who have not encashed any Dividend for the F/Y 2012 - 13 (1st Interim) or any subsequent year declared by the Bank, are advised to write to the Bank immediately.
23. Transfer of Equity Shares to Investor Education and Protection Fund –As per Government of India Gazette Notification No. REGD. NO. D. L-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs (MCA) and subsequent notifications thereon, the Company is required to transfer to Investor Education and Protection Fund Authority (IEPF Authority), the shares on which dividend remains unclaimed for seven consecutive years as per Section 124 of the Act, and the applicable rules. Accordingly, during the financial year 2019 - 20 the Company had transferred 1,12,725 Equity shares of ₹10/- each respectively in respect of which the dividend is not claimed/remains unpaid for seven consecutive years. The Members who have a claim on above dividends and equity shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the bank, along with complete set of documents enumerated in the Form No. IEPF-5. Information on the procedure to be followed for claiming the dividend/shares are available on the web link:- <http://www.iepf.gov.in/iepf/refund.html>. No claims shall lie against the Bank in respect of the dividend, shares, etc. so transferred. The Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
24. Members may please note that there is a facility for nomination in prescribed form (Form No. SH-13), which is also available on the website of the Bank – www.tmb.in, for any person to

nominate to whom shares in the Bank held by such member shall vest in the event of his / her death.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Bank of any change in address or demise of any member as soon as possible.
26. Electronic copy of the Notice of the 98th Annual General Meeting and Annual Report for 2019-20 of the Bank, *inter alia*, indicating the process and manner of e-Voting is being sent to all the Members whose email IDs are registered with the Bank for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice of the 98th Annual General Meeting and Annual Report for the year 2019 -20 of the Bank *inter alia* indicating the process and manner of e-voting are being sent in the permitted mode.
27. Members may note that the Notice of the 98th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Bank's website: www.tmb.in for downloading. The physical copies of the said documents will also be available at the Company's Registered Office in Thoothukudi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form free of cost, up-on making a request for the same by post. The shareholders may also send requests any other communication to the Company's investor email id: shareholders@tmbank.in.
28. With a view to be able to respond to all the queries of the members of the Bank, members are requested to send the same to the Bank at its registered address or by email at shareholders@tmbank.in at least four days before the date of the AGM.

Update your KYC: The shareholders holding the shares in Physical / Demat form can update their KYC details with the Bank or with their respective Depository Participant (DP) by submitting –

a) ID Proof: Self Attested copy of PAN Card

b) Address Proof: Self Attested copy of Passport / Aadhaar Card / Bank Pass Book / Voter Card / Driving License

The shareholders are requested to update their Bank ECS Mandate by way of submitting duly attested copy of PAN card along with cancelled cheque leaf with the Bank or with their respective Depository Participant (DP) for receiving the corporate benefits by way of electronic credit to their respective Bank A/c. in time without any hassle

29. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Bank is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). Members may please note that the user name and password for E-voting will be sent to the shareholders holding share in physical mode to their registered address in the form of PIN mailer from CDSL, BSE Investor Service Centre, "Imperial", A-Tower, 8th Floor, No.610, Anna Salai, Teynampet, Chennai – 600 018. In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com; Toll Free No.1800-225-533
30. All correspondence relating to shares and dividend should be addressed to the Bank's Registrars and Share Transfer Agents, viz: Link Intime India Private Ltd, Coimbatore

Branch, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Phone No: (0422) 2314792 email: coimbatore@linkintime.co.in

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 4

Pursuant to the approval of the Board of Directors of the Bank and further to the approval of the Reserve Bank of India vide their letter Ref DOS. ARG. No. PS-34/08.25.005/2020-21 dated 17.09.2020 on the appointment of M/s. G. Balu Associates LLP, Chartered Accountants, Chennai as the Statutory Central Auditors of the Bank for the year 2020-21, the resolution proposing confirmation of appointment of M/s. G. Balu Associates, LLP, Chartered Accountants, Chennai is put forth before the shareholders.

The said firm of auditors meets the eligibility requirements laid down in Section 141 of Companies Act, 2013 and the related Rules.

The resolution is for ratification of appointment the aforesaid firm as the Statutory Central Auditors of the Bank for the year 2020-21. A total remuneration of ₹23.00 lakhs and other out of pocket expenses for undertaking the audit including limited reviews for the quarters within the year, as approved by RBI is also ratified.

Since in the case of Banking companies, specific approval of Reserve Bank of India is required to be taken for appointment of auditors every year in terms of the provisions of Section 30(1A) of Banking Regulation Act, 1949 and the maximum period prescribed by RBI for a firm of auditors to undertake audit of a Banking company is only four years, a proposal recommending appointment of the auditors for a continuous period of five years as required under Section 139(1) of Companies Act, 2013, is not placed.

Accordingly, the Board recommends the resolution as set out under Item No. 4 of the Notice for ratification of the Members.

None of the Directors, Key managerial persons or their relatives is concerned or interested in the said resolution.

Item No. 5

As per the provisions of Section 143 of the Companies Act, 2013, Branch offices of the Bank have to be audited by the Statutory Central Auditors or by other qualified auditors. The Bank has 509 branches as on March 31, 2021 including branches in Metropolitan cities. Since it is physically not practical for the Statutory Central Auditors to audit all the Branches which may result in some delay in the finalization of accounts, the Board of Directors considered it expedient to appoint separate Statutory Branch Auditors in consultation with the Statutory Central Auditors, to audit branches which were not audited by Statutory Central Auditors so that the work could be done expeditiously. The approval of RBI had been obtained in this regard.

Section 143(8) of Companies Act, 2013, require approval by way of an ordinary resolution of the shareholders of the Bank for appointing Statutory Branch Auditors and fixing their remuneration. The Board of Directors had already appointed 237 number of auditors/firms of auditors as per the list available at the registered office of the Bank for inspection by the members, in anticipation of the approval/ratification by the members. The proposed ordinary resolution is for seeking the approval/ratification of the members.

Accordingly, the Board recommends the resolution as set out under Item No.5 of the Notice for ratification of the members.

None of the Directors, Key Managerial Persons or their relatives is concerned or interested in the said resolution

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited

Thoothukudi
May 06, 2022

Prakash Chandra Panda
Company Secretary
(Membership No: ACS 22585)

Annexure- A
Details of Directors seeking appointment/re-appointment at the 98th Annual General Meeting to be held on June 09, 2022, [Pursuant to Secretarial Standard on General Meetings (SS-2)]

Name of the Directors	Thiru P.C.G. Asok Kumar	Thiru. D. N. Nirranjan Kani
Date of Birth & Age	07.07.1959 63 Years	14.03.1960 62 years
DIN & Nationality	1599504 Indian	1053727 Indian
Date of first appointment to the Board	29.02.2016	28.10.2017
Qualification(s)	SSLC, <u>B.Sc.</u> ,	M.A.,
Experience in specific functional areas	Having rich knowledge and experience in SSI unit for the past 23 years and having experience in the stock market both primary and secondary market for more than 30 years.	Over 36 years of entrepreneurship experience in various companies. Having special knowledge in SSI and marketing. He is an Executive Director in VVD & Sons Pvt Ltd., manufacturing branded coconut oil. The brand is a market leader in Tamilnadu.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.
Directorship held in other Companies	Nil	Executive Director - VVD & Sons Private Limited
Memberships in the Committees of Board of other Companies	Nil	Nil
Membership and Chairmanship in the Committees of the Board of the Bank	1. Management Committee 2. HRM Committee 3. NPA Monitoring Committee 4.Stakeholders Relationship and Capital Planning Committee	1.Management Committee 2.Information Technology Strategy Committee 3.HRM Committee 4.NPA Monitoring Committee 5.Corporate Social Responsibility Committee 6.Stakeholders Relationship and Capital Planning Committee

Number of equity shares held in the Company as on 31.03.2021	15,99,504	10,53,727
Number of meetings of the Board attended during the Financial Year 21-22	17	18
Terms and conditions of appointment along with details of remuneration sought to be paid	He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as a Director of the Bank. Initially, he was appointed as a Director of the Bank w.e.f. 29.02.2016. He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board	He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as a Director of the Bank. Initially, he was appointed as Additional Director of the Bank w.e.f. 28.10.2017 He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board
Details of last drawn remuneration	Nil	Nil

NOTICE OF THE 99TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 99th Annual General Meeting (AGM) of the Members of the Tamilnad Mercantile Bank Limited (CIN: U65110TN1921PLC001908) will be held on Thursday, the 09th June, 2022 at 12.00 noon IST or at the conclusion of the previous 98th AGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2021 and the Reports of the Board of Directors along with its annexure and the Auditors Report thereon.
2. To appoint a Director in place of Thiru. S. R. Asok (DIN:07933713), who retires by rotation, and being eligible, offers himself for re-appointment.
3. **To appoint M/s.Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) and M/s.Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) as the Joint Statutory Central Auditors of the Bank and fix their remunerations.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and the Banking Regulation Act, 1949 and the approval of Reserve Bank of India vide its letter no. CO.DOS.RPD.No.S170/08-25-003/2021-22 dt.14th June, 2021, under Section 30(1A) of the Banking Regulation Act, 1949, the appointment of M/s.Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) and M/s.Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) as the Joint Statutory Central Auditors of the Bank for the financial year ending March 31, 2022, for a total remuneration of ₹15,00,000/- each and reimbursement of other out of pocket expenses, be and are hereby confirmed, ratified and approved.”

SPECIAL BUSINESS

4. **To appoint Branch Auditors of the Bank and fix their remuneration.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT approval/ratification of members be and is hereby accorded for the action of the Board of Directors of having appointed various Statutory Branch Auditors to audit the accounts of the branches of the Bank subject to the applicable provisions of the Companies Act, 2013, the Banking Regulation Act, 1949 and other regulations and rules and of having paid remuneration and other out of pocket expenses to such Statutory Branch Auditors, for the year ended March 31, 2022.”

5. To approve the re-appointment and to fix the remunerations of Shri K.V. Rama Moorthy (DIN 07034994) as Managing Director & Chief Executive Officer of the Bank with effect from 04.09.2020 to 03.09.2021.

To consider and if thought fit, to pass, with or without modifications the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of Section 152,196,197,203 and all other applicable provisions, if any of the Companies Act, 2013 and the relevant rules made thereunder, the provisions of Sections 10B, 10BB, 35B and other applicable provisions of the Banking Regulation Act, 1949, Articles of Associations of the Bank and the approval granted by Reserve Bank of India vide email dated August 31, 2020, the re-appointment of Shri K. V. Rama Moorthy (DIN 07034994), as Managing Director and Chief Executive Officer with effect from September 4, 2020 to September 3, 2021 for a period of one year on such terms and conditions as specified by RBI vide their approval by e-mail dt.31.08.2020, be and is hereby confirmed, ratified and approved.

Details of remuneration to Shri K. V. Rama Moorthy, Managing Director and Chief Executive Officer w.e.f. September 4, 2020 :

Sr. No.	Items	Remuneration
1.	Salary	₹45,00,000/- per annum
2.	Dearness Allowance / FPS / PQA / HRA / Conveyance Allowance	Nil
3.	Entertainment Allowance	Subject to ceiling of ₹60,000/- per annum, 25% of which is reimbursable on declaration basis. Entertainment allowance will be inclusive of subscription to clubs (maximum two clubs).
4.	Residence	Free furnished house at Thoothukudi will be provided by Bank. Standard rent of ₹401.50 per month to be recovered by the Bank.
5.	Use of Bank's car for official / private purposes	Provision of Bank's car with driver for official use. If used for personal purposes, recovery of ₹250/- per month upto 750 kms shall be made. For journey exceeding 750 kms, recovery shall be at 60% of the rate fixed by RTA.
6.	Telephone	Provision of Bank's phone at residence
7.	Subscription to news papers	Reimbursement of newspapers as required
8.	Provident Fund	12% of pay on contribution basis
	Gratuity	One month's pay for each completed years of service
9.	Mode of travel	Single fare by AC 1 st Class or Air fare business class return fare for travel on official purposes while on duty.
	Lodging & Boarding	Reimbursement of actual expenses inclusive of taxes on production of evidence and out of pocket expenses of ₹1000 per day. In case of making own arrangements to stay, the halting allowance payable with ₹2000 per day for Area I and ₹1500 in case of other Areas.

Sr. No.	Items	Remuneration
10.	Medical benefits	All medical expenses viz, hospitalization and non-hospitalization expenses including domiciliary treatment to be reimbursed on actual basis upto 100% for the MD & CEO and dependent family Members without internal limits, on production of bills.
11.	Sitting fees	Not eligible.
12.	Insurance cover	Premium for ₹15 lakh cover for journey by road, rail or air.
13.	Income Tax	The Bank shall pay the income tax, if any, for non-monetary perquisites
14.	Casual Leave	12 days per year
15.	Ordinary Leave	1 day for every 11 days
16.	Sick Leave	30 days for each completed year of service as MD & CEO
17.	Leave encashment	Ordinary leave at credit at the time of demitting office, accumulation allowed as applicable to other staff of TMBL
18.	Leave Fare Concession	Air travel for himself and family Members once in a year to and from any place in India

6. **To approve the re-appointment of Shri K.V. Rama Moorthy (DIN 07034994) as Managing Director & Chief Executive Officer of the Bank with effect from 04.09.2021 to 03.09.2022.**

To consider and if thought fit, to pass, with or without modifications the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of Section 152,196,197,203 and all other applicable provisions, if any of the Companies Act, 2013 and the relevant rules made thereunder, the provisions of Sections 10B, 10BB, 35B and other applicable provisions of the Banking Regulation Act, 1949, Articles of Associations of the Bank and the approval granted by Reserve Bank of India vide its letter No. DOR.GOV.No.62549/08.55.001/2021-22 dated June 29, 2021, the reappointment of Shri K. V. Rama Moorthy (DIN 07034994), as Managing Director and Chief Executive Officer with effect from September 4, 2021 to September 3, 2022 for a period of one year, be and is hereby confirmed, ratified and approved.

7. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, in accordance with the memorandum of association and articles of association of the Bank and in compliance with Sections 149 and 152 read with Schedule IV, Section 161 and the other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended (the "Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") & Banking Regulation Act, 1949, appointment of Thiru C.Chiranjeeviraj (DIN : 08730382), who had signified his consent to act as an independent director of the Bank and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act,2013 as an independent director of the Bank for a period of five consecutive years from 16th July, 2021 to 15th July 2026, be and is hereby approved and confirmed and that he shall be entitled to

receive sitting fees for attending meetings of the Board or any committees thereof, in terms of the appointment letter dated 16th July, 2021 or as may be determined by the Board from time to time and who shall not be liable to retire by rotation.”

8. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, in accordance with the memorandum of association and articles of association of the Bank and in compliance with Sections 149 and 152 read with Schedule IV, Section 161 and the other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) & Banking Regulation Act, 1949, appointment of Tmt S.Ezhil Jothi (DIN : 07772888), who had signified her consent to act as an independent director of the Bank and submitted a declaration that she meets the criteria for appointment of an independent director under the Companies Act, 2013 for a period of three years and eight months from 16th July, 2021 to 26th March 2025, be and is hereby approved and confirmed and that she shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, in terms of the appointment letter dated 16th July, 2021 or as may be determined by the Board from time to time and who shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, in accordance with the Memorandum of Association and Articles of Association of the Bank and in compliance with Sections 149 and 152 read with Schedule IV, Section 161 and the other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), & Banking Regulation Act, 1949, appointment of Mr.B.Prabaharan (DIN : 00209875), who has signified his consent to act as an independent director of the Bank and submitted a declaration that he meets the criteria for appointment of an independent director under the Companies Act, 2013 as an independent director of the Bank for a period of five consecutive years from 3rd August, 2021 to 2nd August 2026 be and is hereby approved and confirmed and that he shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, in terms of the appointment letter dated 3rd August, 2021 or as may be determined by the Board from time to time and who shall not be liable to retire by rotation.”

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited

Thoothukudi
May 06, 2022

Prakash Chandra Panda
Company Secretary
(Membership No: ACS 22585)

NOTES:

1. While pronouncing the results of the 94th to 97th AGM vide order dt.03.11.2020 & 29.01.2021 passed in WA 2/2016 & CMP. Nos.10145, 16385, 16388, 16389 and 16419 of 2019 & W.P.No.23056 of 2019 and W.M.P.No.22748, 22751 of 2019 & CMP. Nos.824, 6033, 21 of 2016, 1618 to 1620 of 2017, 7089, 7094, 12137, 12139, 12141, 12225, 12133, 12134 & 12144 of 2020 the Hon'ble High Court of Madras had permitted the elected Directors to take charge subject to the outcome of the pending litigations. In view of the above orders, the bank has not been able to hold the Annual General Meeting for the Year 2020 -2021 (99th AGM) and had filed the necessary application before the Hon'ble High Court of Madras to permit the conduct of 99th AGM.

The Hon'ble High Court heard the above said application filed by the bank and passed order dated 22.04.2022 in W.P. No.35212 of 2019 and W.M.P. Nos. 16962 & 14886 of 2021 and 9903 of 2022. In the above order, the court made it clear that in view of the dismissal of the Writ Appeal in W.A.No.2 of 2016, the bank is at liberty to conduct the Annual General Meetings in accordance with law, adopting the guidelines formulated by the Ministry of Corporate Affairs, Government of India. Further it was made clear that no Civil Court shall entertain any suits with regard to the subject matter pending before the High Court of Madras. Accordingly, the 98th AGM along with 99th AGM and 100th AGM are being held on the same day.

2. In view of the continuing global COVID-19 pandemic impact and to ensure social distancing, the Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 21/2021 dated December 14, 2021 read together with General Circulars No. 20/2020 dated May 05, 2020, General circular No. 2/2021 dated January 13, 2021 and General Circular No: 19/2021 dated December 08, 2021 permitted holding of the Annual General Meeting during the calendar year 2022, for the Financial Year ended / ending any time before / on 31.03.2022 through Video Conferencing or Other Audio Visual Means ('VC/OAVM') as per the respective due dates by 30th June 2022 in accordance with the requirements laid down in para 3 and para 4 of General Circular No.20/2020 dated May 05, 2020 without the physical presence of the Members at a common venue.
3. In compliance with the provisions of the Company Act 2013 and Circular issued thereon, the AGM of the Tamilnad Mercantile Bank Ltd is being held through Video Conferencing or Other Audio Visual Means ('VC/OAVM').
4. Pursuant to the provisions of the Companies Act 2013 a member/beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of the AGM are not annexed to this Notice.
5. The Register of Members of the Bank will remain closed from Friday, June 03, 2022 to Thursday, June 09, 2022 (both days inclusive) for the purpose of AGM.
6. The Bank has fixed Thursday, June 02, 2022 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their votes through remote e-voting/ e-voting during the AGM.
7. Any person who is not a member on the cut-off date should treat this notice for information purposes only.

8. The Bank has appointed Central Depository Services (India) Limited (CDSL), to provide VC/OAVM facility for the AGM.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and Statutory Registers shall be available for electronic inspection by the Members upto the date of the meeting i.e., June 09, 2022 without any fee. This Notice and the Annual Report will also be available on the Bank's website <https://www.tmb.in/investor-relations.aspx> annual-general-meeting / for download.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special business to be transacted at the meeting is annexed hereto.
12. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 A.M, Monday, 06/06/2022 and will end at 5.00 P.M, Wednesday, 08/06/2022. In addition, the facility for voting on the day of the AGM shall also be made available and the members attending the AGMs through VC/OAVM who have not cast their votes by remote e-voting shall be eligible to vote at the AGMs (Refer point no 17 for detailed procedure to vote through e-voting).
13. The Voting Rights of the Members shall be in proportion to their shares of the paid-up share equity capital of the bank as on the "Cut-off" date being Thursday June 02, 2022 subject to the provision of the Banking Regulations Act, 1949 as amended and the extant RBI guidelines. The voting rights of the shareholders are also subject to the restriction imposed by the Reserve Bank of India.
14. The Bank has appointed Shri Nagendra D.Rao, Company Secretary in practice to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure as given below.
15. The scrutinizer shall after the conclusion of AGMs shall make a consolidated scrutinizer report of the total votes cast in favour or against, invalid votes, if any and whether the resolution has been carried or not. On completion of scrutiny, the scrutinizer will submit his report to the chairman, who shall counter sign the same and declare the results of the voting. Such report shall be made available on the website of the Bank <https://www.tmb.in> and the website of CDSL immediately after the declaration of results by the Chairman.
16. For any help, regarding any query/assistance for participation in the AGM through VC/OAVM, please contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738, 23058542/43 and in case of any specific queries please call to this mobile no.9566141888.

17. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins at 9.00 A.M, Monday, 06/06/2022 and ends at 5.00 P.M, Wednesday, 08/06/2022. During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, June 02, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Bank, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL and open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022 -23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and non-individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter **Folio Number** registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used

6) If you are a first-time user follow the steps given below:

For Physical shareholders and non-individual shareholders holding shares in Demat.	
PAN	- Physical Shareholders - Enter your Sequence Number provided by RTA (M/s Link Intime India Pvt. Ltd) in place of PAN. - Non-Individual Demat Shareholders – Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
Dividend Bank Details	- Physical Shareholders - Enter your Folio Number - Non-Individual Demat Shareholders – Enter the Dividend Bank Details as recorded in your demat account. If the bank account details are not updated please mention the 16 digit demat A/C number in place of the bank account number field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant “TMB” on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes casted by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (iv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@tmbank.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

18. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to have a camera fitted device and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at shareholders@tmbank.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at shareholders@tmbank.in. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

19. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company** (shareholders@tmbank.in) / **RTA email ID** (coimbatore@linkintime.co.in).

2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or by sending an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

20. General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to shareholders@tmbank.in with a copy marked to helpdesk.evoting@cdslindia.com.
- b) Those members whose email address is not registered with the bank or with their respective depository participant and who wish to receive the notice / annual report / user ID and password and other communication sent by the bank at least 7 days prior to meeting, can get their email address registered by following the steps given below:
 - i. For members holding shares in physical form, please send scanned copy of signed request letter mentioning folio number, complete address, email address to be registered along with scanned self-attested copy of ID proof and address proof supporting the registered address of the member, by email to the bank email address shareholders@tmbank.in.
 - ii. Members holding shares in demat form are requested to update their email address through depository participant.
- c) Those members who lost the sequence number sent by M/s. Link Intime India Private Limited and who wish to receive again can request bank through their registered email address, addressing shareholders@tmbank.in /RTA Email id: coimbatore@linkintime.co.in or can send the request letter duly signed by post to the following address.

Tamilnad Mercantile Bank Limited,
Secretarial Department,
57 V E Road, Thoothukudi– 628002

The email/ post should reach us at least 7 days prior to the date of meeting.

- d) It is strongly recommended not to share your demat account password with any person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot Password” option available on www.evotingindia.com to reset the password by providing valid credentials to reset.

- e) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or send an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL) 022-23058542/43.
21. In terms of the Ministry of Corporate Affairs Notification G.S.R.853 (E) dated 10th September, 2018, securities of unlisted companies can only be transferred in dematerialized form with effect from 2nd October, 2018. In view of the above, members are advised to dematerialize shares held by them in physical form.
22. In terms of the relevant provisions of Sections 124 and 125 of the Companies Act, 2013 and the relevant Rules of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (“IEPF”), constituted by the Central Government. The Bank had, accordingly, transferred the unpaid dividend for the year 2012 - 13 to the IEPF and no claims shall lie against the Bank in respect of those dividends. The Bank has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF Authority. Members who have not encashed any Dividend for the F/Y 2013 - 14 (1st Interim) or any subsequent year declared by the Bank, are advised to write to the Bank immediately.
23. Transfer of Equity Shares to Investor Education and Protection Fund –As per Government of India Gazette Notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs (MCA) and subsequent notifications thereon, the Company is required to transfer to Investor Education and Protection Fund Authority (IEPF Authority), the shares on which dividend remains unclaimed for seven consecutive years as per Section 124 of the Act, and the applicable rules. Accordingly, during the financial year 2020 - 21 the Company had transferred 35,571 Equity shares of ₹ 10/- each respectively in respect of which the dividend is not claimed/remains unpaid for seven consecutive years. The Members who have a claim on above dividends and equity shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the bank, along with complete set of documents enumerated in the Form No. IEPF-5. Information on the procedure to be followed for claiming the dividend/shares are available on the web link:-<http://www.iepf.gov.in/iepf/refund.html>. No claims shall lie against the Bank in respect of the dividend, shares, etc. so transferred. The Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
24. Members may please note that there is a facility for nomination in prescribed form (Form No. SH-13), which is also available on the website of the Bank – www.tmb.in, for any person to nominate to whom shares in the Bank held by such member shall vest in the event of his / her death.
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Bank of any change in address or demise of any member as soon as possible.
26. Electronic copy of the Notice of the 99th Annual General Meeting and Annual Report for 2020-21 of the Bank, *inter alia*, indicating the process and manner of e-Voting is being sent to all the Members whose email IDs are registered with the Bank for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice of the 99th Annual

General Meeting and Annual Report for the year 2020-21 of the Bank *inter alia* indicating the process and manner of e-voting are being sent in the permitted mode.

27. Members may note that the Notice of the 99th Annual General Meeting and the Annual Report for 2020-21 will also be available on the Bank's website: www.tmb.in for downloading. The physical copies of the said documents will also be available at the Company's Registered Office in Thoothukudi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form free of cost, up-on making a request for the same by post. The shareholders may also send requests any other communication to the Company's investor email id: shareholders@tmbank.in.
28. With a view to be able to respond to all the queries of the members of the Bank, members are requested to send the same to the Bank at its registered address or by email at shareholders@tmbank.in at least four days before the date of the AGM.

Update your KYC: The shareholders holding the shares in Physical / Demat form can update their KYC details with the Bank or with their respective Depository Participant (DP) by submitting –

a) ID Proof: Self Attested copy of PAN Card

b) Address Proof: Self Attested copy of Passport / Aadhaar Card / Bank Pass Book / Voter Card / Driving License

The shareholders are requested to update their Bank ECS Mandate by way of submitting duly attested copy of PAN card along with cancelled cheque leaf with the Bank or with their respective Depository Participant (DP) for receiving the corporate benefits by way of electronic credit to their respective Bank A/c. in time without any hassle

29. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Bank is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). Members may please note that the user name and password for E-voting will be sent to the shareholders holding share in physical mode to their registered address in the form of PIN mailer from CDSL, BSE Investor Service Centre, "Imperial", A-Tower, 8th Floor, No.610, Anna Salai, Teynampet, Chennai – 600 018. In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com; Toll Free No.1800-225-533
30. All correspondence relating to shares and dividend should be addressed to the Bank's Registrars and Share Transfer Agents, viz: Link Intime India Private Ltd, Coimbatore Branch, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Phone No: (0422) 2314792 email: coimbatore@linkintime.co.in

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 3

RBI guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks, vide Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, applicable from FY 2021-22 onwards, inter alia mandates that in order to protect the independence of the auditors'/audit firms, entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, Commercial Banks can remove the audit firms during the above period only with the prior approval of the concerned office of RBI (Department of Supervision).

In order to compliance with the requirement of the above RBI circular, pursuant to the approval of the Board of Directors of the Bank and further to the approval of the Reserve Bank of India vide their letter no. CO.DOS.RPD.No.S170/08-25-003/2021-22 dated 14.06.2021 M/s.Suri & Co, Chartered Accountants, Chennai and M/s.Abarna & Ananthan, Chartered Accountants, Bangalore, were appointed as the Joint Statutory Central Auditors of the Bank for the year 2021-22 subject to the approval of the shareholders of the Bank. Hence, the resolution proposing ratification of appointment of M/s.Suri & Co, Chartered Accountants, Chennai and M/s.Abarna & Ananthan, Chartered Accountants, Bangalore is put forth before the shareholders.

The said firm of auditors meets the eligibility requirements laid down in Section 141 of Companies Act, 2013 and the related Rules.

The resolution is for ratification of appointment of the aforesaid firm as the Statutory Central Auditors of the Bank for the year 2021-22. A total remuneration of ₹15.00 lakhs each and other out of pocket expenses for undertaking the audit including limited reviews for the quarters within the year, as approved by RBI is also ratified.

Accordingly, the Board recommends the resolution as set out under Item No. 3 of the Notice for ratification of the Members by way of an ordinary resolution.

None of the Directors, Key managerial persons or their relatives is concerned or interested in the said resolution.

Item No. 4

As per the provisions of Section 143 of the Companies Act, 2013, Branch offices of the Bank have to be audited by the Statutory Central Auditors or by other qualified auditors. The Bank has 509 branches as on March 31, 2021 including branches in Metropolitan cities. Since it is physically not practical for the Statutory Central Auditors to audit all the Branches which may result in some delay in the finalization of accounts, the Board of Directors considered it expedient to appoint separate Statutory Branch Auditors in consultation with the Statutory Central Auditors, to audit branches which were not audited by Statutory Central Auditors so that the work could be done expeditiously. The approval of RBI had been obtained in this regard.

Section 143(8) of Companies Act, 2013, require approval by way of an ordinary resolution of the shareholders of the Bank for appointing Statutory Branch Auditors and fixing their remuneration. The Board of Directors had already appointed 248 number of auditors/firms of auditors as per the list available at the registered office of the Bank for inspection by the members, in anticipation of the approval/ratification by the members. The proposed ordinary resolution is for seeking the approval/ratification of the members.

Accordingly, the Board recommends the resolution as set out under Item No. 4 of the Notice for ratification of the members.

None of the Directors, Key Managerial Persons or their relatives is concerned or interested in the said resolution

Item No. 5

Shri K. V. Rama Moorthy has been serving as Managing Director and CEO of the Bank since September 04, 2017. Despite various turbulence and COVID -19 Pandemic Situation, under his leadership the bank has performed well. The Board felt that the time was not conducive to look for the other candidate at this Juncture. Considering his performance, the Board of Directors of the Bank at their meeting held on 30th April, 2020 had approved the re-appointment as Managing Director and CEO of the Bank as per the recommendation of the Nomination and Remuneration Committee at their meeting held on 30th April, 2020. The Bank had received the approval of the Reserve Bank of India for the aforesaid reappointment of Shri K. V. Rama Moorthy as Managing Director and CEO in accordance with Sections 10B and 35B of the Banking Regulation Act, 1949 for a period of one year with effect from September 4, 2020 on such terms and conditions as conveyed to the Bank vide Reserve Bank of India email dated August 31, 2020. The Members may note that a resolution regarding the re-appointment and payment of remuneration of Shri. K. V. Rama Moorthy is part of the agenda of the 99th Annual General Meeting.

Further MD & CEO's re-appointment is in terms of the Articles of Associations of the Bank, and in compliance with the provisions of section 10B, and other applicable provisions of the Banking Regulation Act, 1949.

Accordingly, the Board recommends the resolution as set out under Item no.5 of the Notice for ratification of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives of the bank except Shri. K.V. Rama Moorthy and his relatives are concerned or interested in the said resolution.

PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED, AS PER SECRETARIAL STANDARDS-2 : - given in item No:6

Item No. 6

Shri K. V. Rama Moorthy has been serving as Managing Director and CEO of the Bank since September 04, 2017. Despite unfavorable market conditions, under his leadership the bank has performed in all parameter in comparison to peer Banks. Considering his performance and keeping in mind the need to complete the IPO process in time, the Board of Directors of the Bank at their meeting held on 16th March, 2021 had approved the re-appointment as Managing Director and CEO of the Bank as per the recommendation of the Nomination and Remuneration Committee at their meeting held on 16th March, 2021. The Bank had received the approval of the Reserve Bank of India for the aforesaid reappointment of Shri K. V. Rama Moorthy as Managing Director and CEO in accordance with Sections 10B and 35B of the Banking Regulation Act, 1949 for a period of one year with effect from September 4, 2021 on such terms and conditions as conveyed to the Bank vide Reserve Bank of India letter Ref.No.DOR.GOV.No.62549/08.55.001/2021-22 dated June 29, 2021. The Members may note that a resolution regarding the re-appointment of Shri. K. V. Rama Moorthy is part of the agenda of the 99th Annual General Meeting.

Further MD & CEO's re-appointment is in terms of the Articles of Associations of the Bank, and in compliance with the provisions of section 10B, and other applicable provisions of the Banking Regulation Act, 1949.

Accordingly, the Board recommends the resolution as set out under Item no.6 of the Notice for ratification of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives of the bank except Shri. K.V. Rama Moorthy and his relatives are concerned or interested in the said resolution.

PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED, AS PER SECRETARIAL STANDARDS-2:

Name	Shri K. V. Rama Moorthy
Age	62 years
Qualification	B.Sc. (Agri), CAIIB
Experience	38 years
Terms and conditions of appointment and details of remuneration	Item No. 5 – As per the RBI approval by e-mail dated August 31, 2020 Item No. 6 - As per the RBI approval letter Ref. No. DOR.GOV.No.62549/08.55.001/2021-22 dated June 29, 2021
Remuneration last drawn	Rs.45,00,000/- per annum
Date of first appointment on Board	04.09.2017
Shareholding in Company	Nil
Relationship with other Directors	Not related to any of the Director(s)/ KMP
Number of Meetings of Board attended	17
Directorships in other Companies	Nil
Other memberships / chairmanships of committees of other Boards	Nil

Item no. 7

As per the provisions of Section 149(10) of the Companies Act, 2013 (the “Act”), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the company.

Further, no Independent Director shall hold office for more than two terms of five consecutive years each. However, in case of banking companies, which are governed under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

As your Bank is in the process of listing, the bank is required to comply with, among other things, provisions related to corporate governance, as provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the Companies Act, 2013 and the rules made thereunder, each as amended (the “Companies Act”) and the Reserve Bank of India Circular DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021 (the “RBI Circular”) in relation to the framework of corporate governance to be adopted by commercial banks in India.

In accordance with the SEBI Listing Regulations, at least half of the board of directors of a company will be required to be constituted of independent directors, if the chairperson is: (i) an executive director; (ii) a promoter of the company; (iii) related to any promoter; (iv) related to any person occupying a management position on the board of directors or at a level below the board of directors; or (v) where the listed company has outstanding Special Rights (SR) equity shares.

However, if the chairperson of the board of directors is a non-executive director (and does not qualify under (ii) to (iv) above), at least one-third of the board of director should comprise independent directors. Further, in terms of the RBI Circular, the chairperson of the board of directors shall be an independent director.

In terms of the RBI Circular, the quorum for a meeting of the board of directors shall be either three members or one third of the total members, whichever is greater, provided that at least half of the members attending the meeting are independent directors.

In order to comply with the SEBI Listing Regulations and the RBI circular on Corporate Governance, your Board of Directors appointed Thiru C.Chiranjeeviraj (DIN : 08730382), as one of the Independent Directors of the Bank, for a period of five consecutive years from 16th July, 2021 to 15th July 2026, subject to approval of shareholders of the Bank.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Bank at its meeting held on July 16, 2021 considered and approved the proposal to appoint Thiru C.Chiranjeeviraj for his first term, as an Independent Director of the Bank, from 16th July, 2021 to 15th July 2026 (both days inclusive), being the period up to which he can continue as a Director of the Bank, under the provisions of section 10A(2A) of the Banking Regulation Act, 1949, subject to the approval of the Members of the Bank, by means of Ordinary Resolution.

Thiru C.Chiranjeeviraj has the requisite qualifications, skills, experience and expertise in specific functional areas viz., Auditing and Finance which are beneficial to the Bank. The Board has satisfied itself about the integrity, expertise and experience of Thiru C.Chiranjeeviraj. Additional information in respect of Thiru C.Chiranjeeviraj, pursuant to the Secretarial Standard on General Meetings (SS-2) and brief profile of Thiru C.Chiranjeeviraj is given in **Annexure A**:

The Committee and the Board has determined that Thiru C.Chiranjeeviraj is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the RBI. The Bank has also received declarations from Thiru C.Chiranjeeviraj affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act. The Board has established the veracity of the declaration of independence as provided by Thiru C.Chiranjeeviraj and based on the said declarations the Board is of opinion that he is independent from the Management of the Bank.

Thiru C.Chiranjeeviraj is not disqualified from being re-appointed as Director of the Bank, in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfills the conditions relating to his appointment as prescribed under the relevant provisions of the Act and the relevant Rules made there under, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, in this regard, from time to time.

During his tenure as an Independent Director of the Bank, Thiru C.Chiranjeeviraj shall not be liable to retire by rotation, in terms of Section 149(13) of the Act. In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Thiru C.Chiranjeeviraj has enrolled his name in the online databank of Independent Directors maintained by the Government and he is in compliance of all requirements of the said Rules.

Thiru C.Chiranjeeviraj does not hold any equity shares of the Bank and is not related to any other Director or Key Managerial Personnel of the Bank. Based on the above and after taking into account the outcome of his performance evaluation, the Committee and the Board is of the opinion that the continuation of Thiru C.Chiranjeeviraj as an Independent Director of the Bank would be in the interest of the Bank and accordingly recommends the resolution in relation to

the appointment of Thiru C.Chiranjeeviraj as Independent Director of the Bank as set out in item No. 7 for approval / ratification of the Members by way of an Ordinary Resolution.

Except Thiru C.Chiranjeeviraj or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 7.

Item no. 8

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the company.

Further, no Independent Director shall hold office for more than two terms of five consecutive years each. However, in case of banking companies, which are governed under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

As your Bank are in the process of listing, the bank required to comply with, among other things, provisions related to corporate governance, as provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the Companies Act, 2013 and the rules made thereunder, each as amended (the "Companies Act") and the Reserve Bank of India Circular DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021 (the "RBI Circular") in relation to the framework of corporate governance to be adopted by commercial banks in India.

In accordance with the SEBI Listing Regulations, at least half of the board of directors of a company will be required to be constituted of independent directors, if the chairperson is: (i) an executive director; (ii) a promoter of the company; (iii) related to any promoter; (iv) related to any person occupying a management position on the board of directors or at a level below the board of directors; or (v) where the listed company has outstanding Special Rights (SR) equity shares.

However, if the chairperson of the board of directors is a non-executive director (and does not qualify under (ii) to (iv) above), at least one-third of the board of director should comprise independent directors. Further, in terms of the RBI Circular, the chairperson of the board of directors shall be an independent director.

In terms of the RBI Circular, the quorum for a meeting of the board of directors shall be either three members or one third of the total members, whichever is greater, provided that at least half of the members attending the meeting are independent directors.

In order to comply with the SEBI Listing Regulations and the RBI circular on Corporate Governance, your Board of Directors appointed Tmt S.Ezhil Jothi (DIN : 07772888), as one of the Independent Director of the Bank, for a period of three years and eight months from 16th July, 2021 to 26th March 2025, subject to approval of shareholders of the Bank.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Bank at its meeting held on July 16, 2021 considered and approved the proposal to appoint Tmt S.Ezhil Jothi for her first term, as an Independent Director of the Bank, from 16th July, 2021 to 26th March 2025 (both days inclusive), being the period up to which she can continue as a Director of the Bank, under the provisions of section 10A(2A) of the Banking Regulation Act, 1949, subject to the approval of the Members of the Bank, by means of Ordinary Resolution.

Tmt S.Ezhil Jothi has the requisite qualifications, skills, experience and expertise in specific functional areas viz., Company Law, Registered Valuer and Risk Management which are beneficial to the Bank. The Board has satisfied itself about the integrity, expertise and experience of Tmt S.Ezhil Jothi. Additional information in respect of Tmt S.Ezhil Jothi, pursuant to the Secretarial Standard on General Meetings (SS-2) and brief profile of Tmt S.Ezhil Jothi is given in **Annexure A**:

The Committee and the Board has determined that Tmt S.Ezhil Jothi is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the RBI. The Bank has also received declarations from Tmt S.Ezhil Jothi affirming that she meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act. The Board has established the veracity of the declaration of independence as provided by Tmt S.Ezhil Jothi and based on the said declarations the Board is of opinion that she is independent from the Management of the Bank.

Tmt S.Ezhil Jothi is not disqualified from being re-appointed as Director of the Bank, in terms of the provisions of Section 164 of the Act and has given her consent to act as a Director of the Bank. In the opinion of the Board, she fulfills the conditions relating to her appointment as prescribed under the relevant provisions of the Act and the relevant Rules made there under, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, in this regard, from time to time.

During her tenure as an Independent Director of the Bank, Tmt S.Ezhil Jothi shall not be liable to retire by rotation, in terms of Section 149(13) of the Act. In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Tmt S.Ezhil Jothi has enrolled her name in the online databank of Independent Directors maintained by the Government and she is in compliance of all requirements of the said Rules.

Tmt S.Ezhil Jothi holds 1000 Nos of equity shares of the Bank and is not related to any other Director or Key Managerial Personnel of the Bank. Based on the above and after taking into account the outcome of her performance evaluation, the Committee and the Board are of the opinion that the continuation of Tmt S.Ezhil Jothi as an Independent Director of the Bank would be in the interest of the Bank and accordingly recommends the resolution in relation to the appointment of Tmt S.Ezhil Jothi as Independent Director of the Bank as set out in item No. 8 for approval / ratification of the Members by way of an Ordinary Resolution.

Except Tmt S.Ezhil Jothi or her relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 8

Item no. 9

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the company.

Further, no Independent Director shall hold office for more than two terms of five consecutive years each. However, in case of banking companies, which are governed under the provisions of Section 10A(2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

As your Bank are in the process of listing, the bank required to comply with, among other things, provisions related to corporate governance, as provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, as amended (the “SEBI Listing Regulations”), the Companies Act, 2013 and the rules made thereunder, each as amended (the “Companies Act”) and the Reserve Bank of India Circular DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021 (the “RBI Circular”) in relation to the framework of corporate governance to be adopted by commercial banks in India.

In accordance with the SEBI Listing Regulations, at least half of the board of directors of a company will be required to be constituted of independent directors, if the chairperson is: (i) an executive director; (ii) a promoter of the company; (iii) related to any promoter; (iv) related to any person occupying a management position on the board of directors or at a level below the board of directors; or (v) where the listed company has outstanding Special Rights (SR) equity shares.

However, if the chairperson of the board of directors is a non-executive director (and does not qualify under (ii) to (iv) above), at least one-third of the board of director should comprise independent directors. Further, in terms of the RBI Circular, the chairperson of the board of directors shall be an independent director.

In terms of the RBI Circular, the quorum for a meeting of the board of directors shall be either three members or one third of the total members, whichever is greater, provided that at least half of the members attending the meeting are independent directors.

In order to comply with the SEBI Listing Regulations and the RBI circular on Corporate Governance, your Board of Directors appointed Thiru B.Prabakaran (DIN : 00209875), as one of the Independent Directors of the Bank, for a period of five consecutive years from August 03, 2021 to August 02, 2026, subject to approval of shareholders of the Bank.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Bank at its meeting held on August 03, 2021 considered and approved the proposal to appoint Thiru B.Prabakaran for his first term, as an Independent Director of the Bank, from August 03, 2021 to August 02, 2026 (both days inclusive), being the period up to which he can continue as a Director of the Bank, under the provisions of section 10A(2A) of the Banking Regulation Act, 1949, subject to the approval of the Members of the Bank, by means of Ordinary Resolution.

Thiru B.Prabakaran has the requisite qualifications, skills, experience and expertise in specific functional areas viz. Information Technology and Risk Management which are beneficial to the Bank. The Board has satisfied itself about the integrity, expertise and experience of Thiru B.Prabakaran. Additional information in respect of Thiru B.Prabakaran, pursuant to the Secretarial Standard on General Meetings (SS-2) and brief profile of Thiru B.Prabakaran is given **Annexure A**

The Committee and the Board has determined that Thiru B.Prabakaran is a fit and proper person to be appointed as a Director of the Bank, as per the fit and proper norms prescribed by the RBI. The Bank has also received declarations from Thiru B.Prabakaran affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act. The Board has established the veracity of the declaration of independence as provided by Thiru B.Prabakaran and based on the said declarations the Board is of opinion that he is independent from the Management of the Bank.

Thiru B.Prabakaran is not disqualified from being appointed as Director of the Bank, in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfills the conditions relating to his appointment as prescribed under the relevant provisions of the Act and the relevant Rules made there under, the Banking Regulation, Act, 1949 and other guidelines issued by the RBI, in this regard, from time to time.

During his tenure as an Independent Director of the Bank, Thiru B.Prabaharan shall not be liable to retire by rotation, in terms of Section 149(13) of the Act. In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Thiru B.Prabaharan has enrolled his name in the online databank of Independent Directors maintained by the Government and he is in compliance of all requirements of the said Rules.

Thiru B.Prabaharan hold 14,523 Nos of equity shares of the Bank and is not related to any other Director or Key Managerial Personnel of the Bank. Based on the above and after taking into account the outcome of his performance evaluation, the Committee and the Board are of the opinion that the continuation of Thiru B.Prabaharan as an Independent Director of the Bank would be in the interest of the Bank and accordingly recommends the resolution in relation to the appointment of Thiru B.Prabaharan as Independent Director of the Bank as set out in item No. 9 for approval / ratification of the Members by way of an Ordinary Resolution.

Except Thiru B.Prabaharan or his relatives, none of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 9

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited

Thoothukudi
May 06, 2022

Prakash Chandra Panda
Company Secretary
(Membership No: ACS 22585)

Annexure- A
Details of Directors seeking appointment/re-appointment at the 99th Annual General Meeting to be held on June 09, 2022, [Pursuant to Secretarial Standard on General Meetings (SS-2)]

Name of the Directors	Thiru. S. R. Asok	Thiru C.Chiranjeeviraj	Tmt S.Ezhil Jothi	Thiru B.Prabaharan
Date of Birth & Age	24.07.1962 59 years	20.03.1976 46 years	21.06.1978 43 years	08.07.1955 66 years
DIN & Nationality	07933713 Indian	08730382 Indian	07772888 Indian	00209875 Indian
Date of first appointment to the Board	28.10.2017, 28.10.2020	28.10.2020	27.03.2017, 28.10.2020	26.11.2009 – 29.01.2016, 28.10.2020
Qualification(s)	MBBS., D.ORTHO Hailing from business family having basic knowledge about the trade and SSI. He is a Physician by profession, presently servicing at Thoothukudi Medical College Hospital. He served abroad, under the Ministry of Health, Kingdom of Saudi Arabia from June 2005 to May 2008 and also served as professor in Pondicherry Institute of Medical Science (PIMS) from May 2010 to October 2013.	B.Com, F.C.A, DISA Practicing as a Chartered Accountant since 2005. Having rich knowledge and experience in Auditing, Accounting, Taxation and Finance. He is a Managing Partner in M/s S. Chandrasekaran & Co, Chartered Accountants.	B.Com, F.C.S, RV She is a Commerce Graduate and an Associate Member of the Institute of Company Secretaries of India (ACS). At present she is a Practicing Company Secretary having experience in the areas of Company Secretarial Compliance and Corporate Governance. She is also a resource person in teaching various Corporate Laws at ICSI, Madurai and other Institutions.	B.Tech, M.S., Ph.d He is B.Tech., (Metallurgy) and M.S. (Biomaterials) from IIT, Chennai and Ph.D. (Biomedical Engineering), Rensselaer Polytechnic Institute, Troy, N.Y.U.S.A. He is a technical Director of M/s Sree Ayyanar Spinning and Weaving Mills private Limited since 1989. Before 1989, he served as a Computer system Consultants to "The Rivwood Group" Chicago, IL and New York.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.
Directorship held in other Companies	Nil	Nil	Nil	Technical Director - Sree Ayanar Spinning and Weaving Mills Private Limited
Memberships in the Committees of Board of other Companies	Nil	Nil	Nil	Nil

Membership and Chairmanship in the Committees of the Board of the Bank	1.Management Committee 2.Information Technology Strategy Committee 3.Human Resources Management Committee 4.Fraud Monitoring Committee 5.Diciplinary Committee 6.Corporate Social Responsibility Committee 7.Stakeholders Relationship and Capital Planning Committee	1.NPA Monitoring Committee 2.Fraud Monitoring Committee 3.Audit Committee 4.Independent Directors Committee	1.Management Committee 2.Risk Management Committee 3.Independent Directors Committee 4.Review Committee on Wilful Defaulters	1.NPA Monitoring Committee 2.Risk Management Committee 3.Disciplinary Committee 4.Corporate Social Responsibility Committee 5.Information Technology Strategy Committee 6.Independent Directors Committee
Number of equity shares held in the Company as on 31.03.2021	47,595	Nil	1000	14,523
Number of meetings of the Board attended during the Financial Year 21-22	18	14	17	18
Terms and conditions of appointment along with details of remuneration sought to be paid	He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as a Director of the Bank. Initially he was appointed as Additional Director of the Bank on October 28, 2017. He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-	He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as a Director of the Bank. Subsequently, to comply with listing requirement and RBI circular on Corporate Governance, the Board in its meeting held on July 16, 2021, re-designate him as Independent Director for a period of five years with effect from the date of his appointment by the Board	She was appointed by the members in its 97th annual general meeting dated October 28, 2020, as a Director of the Bank. Initially she was appointed as Additional Director by the Board on March 27, 2017. Subsequently, to comply with listing requirement and RBI circular on Corporate Governance, the Board in its meeting held on July 16, 2021, re-designate her as Independent Director for a	He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as a Director of the Bank. Subsequently, to comply with listing requirement and RBI circular on Corporate Governance, the Board in its meeting held on August 03, 2021, re-designate him as Independent Director for a period of five years with effect from the date of his appointment by the Board

	Executive Independent Directors/ Directors for attending the meetings of Board /Committees of Board.	subject to the approval of the Members. He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board.	period of three years and eight months with effect from the date of her appointment by the Board subject to the approval of the Members. She is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board.	subject to the approval of the Members. He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board.
Details of last drawn remuneration	Nil	Nil	Nil	Nil

NOTICE OF THE 100TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 100th Annual General Meeting (AGM) of the Members of the Tamilnad Mercantile Bank Limited (CIN: U65110TN1921PLC001908) will be held on Thursday, the 09th June, 2022 at 12.30 p.m. IST or at the conclusion of the previous 99th AGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors along with its annexure and the Auditors Report thereon.
2. To appoint a Director in place of Thiru. A. Niranjan Sankar (DIN: 00084014), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To declare the final dividend of ₹10/- per equity share of ₹10/- each for the financial year end March 31, 2022.
4. **To appoint M/s.Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) and M/s.Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) as the Joint Statutory Central Auditors of the Bank and fix their remunerations**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules there under and pursuant to Section 30 of the Banking Regulation Act, 1949 and guidelines issued by the Reserve Bank of India (RBI) including any amendments, modifications, variations or re-enactments thereof and subject to approval of the RBI, M/s.Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) and M/s.Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S), be and are hereby appointed as the Joint Statutory Central Auditors of the Bank to hold the office from the conclusion of this 100th Annual General Meeting until the conclusion of 101th Annual General Meeting of the Bank, for a total remuneration of ₹18,00,000/- each and reimbursement of other out of pocket expenses.”

SPECIAL BUSINESS

5. **To appoint Branch Auditors of the Bank and fix their remuneration.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any modification / amendment thereof and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by Reserve Bank of India, including any statutory modification(s) or re-enactment(s) thereof, the Board of Directors be and is hereby authorized to arrange for the audit of the Bank’s branches for the financial year 2022-23 and to appoint and fix the remuneration of branch auditors in consultation with the Joint Statutory Central Auditors”.

6. To fix the remunerations of Shri K.V. Rama Moorthy (DIN 07034994) as Managing Director & Chief Executive Officer of the Bank for the period 04.09.2021 to 03.09.2022.

To consider and if thought fit, to pass, with or without modifications the following resolutions as an **Ordinary Resolution**

“RESOLVED THAT in terms of section 35B, other applicable provision of Banking Regulations Act, 1949 and applicable provisions of Companies Act, 2013 and Rules made thereunder and as per the approval granted by Reserve Bank of India vide its Letter Number DOR.GOV.No.S3860/08.55.001/2021-22 dated February 21, 2022 and DOR.GOV.No.S4853/08.55.001/2021-22 dated April 01, 2022, the approval of the members be and is hereby accorded for revision in the remunerations payable to Shri K. V. Rama Moorthy (DIN 07034994), for the period September 04, 2021 to September 03, 2022 as per details given in the table below.”

“RESOLVED FURTHER THAT in terms of Section 35B, other applicable provisions of the Banking Regulation Act, 1949 and applicable provisions of the Companies Act, 2013 and as per the approval granted by the RBI vide its letter no DOR.GOV.No.S3860/08.55.001/2021-22 dated February 21,2022 the payment of performance linked variable pay of ₹47,00,000/- (Rupees Forty Seven Lakh only) to Shri K. V. Rama Moorthy (DIN : 07034994) for the period September 04, 2021 to September 03, 2022 be and is hereby approved on such term and conditions and which is subject to further approval of RBI.”

Details of remuneration to Shri K. V. Rama Moorthy, Managing Director and Chief Executive Officer w.e.f. September 4, 2021:

S. No.	Items	Remuneration
	PART – A Fixed Pay (including perquisites):	
1.	Salary	INR 42,00,000
2.	Dearness allowance & other allowances	-
3.	Retiral / Superannuation benefits:	
	(a) Provident Fund	12 % of pay on contribution basis (INR 5,04,000)
	(b) Gratuity	One month’s pay for each completed years of services (INR 3,50,000)
	(c) Pension	-
4.	Leave Fare Concession/ Allowance	Air travel for self and family once a year to and from any place in India

5.	Other fixed allowances, if any	
	Entertainment Allowance	Subject to ceiling of 60,000 per annum, 25% of which is reimbursable on declaration basis. (INR 15,000)
6.	Perquisites:	
	(i) Free Furnished House and its maintenance/House Rent Allowance	Free furnished house will be provided by Bank. Standard rent of INR 401.50 per month to be recovered by the Bank. (INR 5,07,398)
	(ii) Conveyance Allowance/Free use of bank's car for	
	a) Official purposes	Yes, with driver
	b) Private purposes	Recovery of INR 250 per month up to 750 km. For journey exceeding 750 km, recovery at 60% of the rate fixed by RTA.
	(iii) Driver(s)' salary	Borne by the Bank (INR 50,000)
	(iv) Club Membership(s)	Entertainment allowance inclusive of club subscription (maximum two clubs)
	(v) Reimbursement of medical expenses	All medical expenses viz., hospitalization and non-hospitalization expenses including domiciliary treatment to be reimbursed on actual, up to 100% for the self and dependent family member without internal limits, based on production of bills. (INR 50,000)
	(vi) Any other perquisites (please specify)	---
a.	Telephone	INR 4,234
b.	News papers	INR 7,330
c.	Travel	Single fare AC 1 st Class or business class return airfare for official travel.
d.	Lodging and Boarding	Reimbursement of actual inclusive of taxes for business purpose only on production of evidence and out of pocket expenses of INR 1,000 per day. In case of own stay arrangements, halting allowance payable shall be INR 5,000 per day for Area I and INR 4,000 for other places.
e.	Insurance cover	Premium for INR 2,242 towards a cover of INR 15,00,000 for journey by road, rail or air
f.	Income Tax	The bank shall pay income tax for non-monetary perquisites (INR 1,74,139)
g.	Causal Leave	12 days
h.	Ordinary Leave	1 day for every 11 days
i.	Sick Leave	30 days for each completed year of service as MD & CEO
j.	Leave Encashment	Encashment of ordinary leave at the time of demitting office. Accumulation allowed as applicable to other bank staff (INR 3,50,000)
	Total Fixed pay (including perquisites)	INR 62,14,343
	Variable Pay	INR 47,00,000 (#)

- Subject to the further approval of RBI

7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies, the existing Regulations as detailed below be and is hereby amended and in its place the following new Articles be and is hereby adopted as follows :

SI No.	Article No.	Existing	Amendment
1	4	<u>Allotment</u> 4. Subject to the provisions of the Act and these Articles and any other law for the time being in force, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.	<u>“Shares at the disposal of the Board”</u> 4. Subject to the provisions of the Act and these Articles and any other law for the time being in force, the shares in the capital of the bank shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit <i>and with the sanction of the Bank in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors thinks fit, and may issue and allot shares in the capital of the Bank on payment in full or part of any property sold and transferred or for any services rendered to the Bank in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares Provided that the option or right to call of shares shall not be given to any person without the sanction of the Bank in the General Meeting.</i>
2	7	<u>Increase in capital how carried out</u> 7. Whenever the Capital of the	<u>Increase in capital how carried out</u> <i>7. (1) Whenever the Capital of the Bank</i>

SI No.	Article No.	Existing	Amendment
		Bank is to be increased by the issue of further shares, then, unless the Bank in General Meeting shall otherwise determine by a special resolution, such further shares shall be offered to the persons who at the date of offer are holders of equity shares of the Bank in proportion as nearly as circumstances admit, to the Capital paid up on those shares at that date and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time, not being less than fifteen days and not exceeding thirty days from the date of offer, within which the offer, if not accepted, will be deemed to have been declined, and after the expiration of such time or on receipt of an intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of the same in such manner as they think most beneficial to the Bank.	<i>is to be increased by the issue of further shares, then, unless the Bank in General Meeting shall otherwise determine by a special resolution, such further shares shall be offered to:</i> <i>(a) the persons who at the date of offer are holders of equity shares of the Bank in proportion as nearly as circumstances admit, to the Capital paid up on those shares at that date; and</i> <i>(b) such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time, not being less than fifteen days and not exceeding thirty days from the date of offer, within which the offer, if not accepted, will be deemed to have been declined; and</i> <i>(c) after the expiration of such time or on receipt of an intimation from the person to whom such notice is given, that he declines to accept the shares offered, the Board may dispose of the same in such manner as they think most beneficial to the Bank.</i> <i>Notwithstanding anything contained in Article 7(1), the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in Article 7(1)(a)) in any manner whatsoever.</i> <i>(a) If a Special Resolution to that effect is passed by the Bank in the General Meeting, or</i> <i>(b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman)</i>

SI No.	Article No.	Existing	Amendment
			<i>by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the bank.</i>
3	7	Provided that the person, to whom an offer as aforesaid is made, shall have the right to renounce the shares offered to him or any of them in favour of any other person and the notice referred to above shall contain a statement of this right.	Provided that the person, to whom an offer as aforesaid is made, shall have the right to renounce the shares offered to him or any of them in favour of any other person and the notice referred to above shall contain a statement of this right. <i>Provided that the Board may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce share offered to him.</i> <i>(3) Nothing in sub-clause (c) of (1) hereof shall be deemed:</i> <i>(a) To extend the time within which the offer should be accepted; or</i> <i>(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.</i>
			<i>(4) Nothing in this Articles shall apply to the increase of the subscribed capital of the bank caused by the exercise of an option attached to the debentures issued by the bank:</i> <i>(a) To convert such debentures or loans into shares in the bank; or</i> <i>(b) To subscribe for shares in the bank.</i> <i>Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:</i>

SI No.	Article No.	Existing	Amendment
			<i>(a) Either has been approved by the Central Government before the issue of debentures or the raising of the loans or is in conformity with rules, if any, made by that Government in this behalf; and</i> <i>(b) In the case of debentures or loans other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the bank in general meeting before the issue of the loans</i>
4	15 A	(insertion)	<u>15 A “Term of Issue of Debenture”</u> <i>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors, and otherwise, debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the bank in the General Meeting by a Special Resolution and subject to provisions of the Act.</i>
5	16	<u>Share Certificates</u> 16. (1) Subject to the Regulation 7(a), every person whose name is entered in the Register of Members except for those shareholders holding shares in dematerialized form, shall without payment, be entitled to a Certificate or Certificates under the Common Seal of the Bank, specifying the share or shares held by him and the amount paid thereon. It shall be signed by two of the Directors of the Bank and	<i>16. (1) Subject to the Regulation 7(6)(a), every person whose name is entered in the Register of Members except for those shareholders holding shares in dematerialized form, shall without payment, be entitled to a Certificate or Certificates under the Common Seal of the Bank, specifying the share or shares held by him, and the amount paid-up thereto. It shall be signed by two of the Directors of the Bank and countersigned by the Whole Time Chairman or by the Company Secretary or by any person or persons appointed for the purpose by the Directors. In respect of any shares</i>

SI No.	Article No.	Existing	Amendment
		countersigned by the Whole Time Chairman or by the Company Secretary or by any person or persons appointed for the purpose by the Directors. In respect of any shares held jointly by several persons, the Bank shall not be bound to issue more than one certificate and delivery of a certificate for a share or shares to one or several joint holders shall be sufficient delivery to all.	<i>held jointly by several persons, the Bank shall not be bound to issue more than one certificate and delivery of a certificate for a share or shares to one or several joint holders shall be sufficient delivery to all. The Bank shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be.</i>
6	18	<u>Renewal of Certificate</u> 18. If any such certificate be worn-out, damaged or lost, it may be renewed or replaced on payment of a sum of fifty rupees for every such certificate and on such terms as to evidence and indemnity and the payment of out-of –pocket expenses of the Bank in investigating evidence as the Board thinks fit.	<i>18. If any such certificate be worn-out, defaced, mutilated, torn, damaged or lost, or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Bank, it may be renewed or replaced. Every certificate under this Article shall be issued without payment of fees, or on payment of such fees (not exceeding Rs. 2 for each certificate) for each certificate as the Board shall prescribe and on such terms as to evidence and indemnity and the payment of out of pocket expenses of the Bank in investigating evidence as the Board thinks fit.</i> <i>Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable thereof in this behalf.</i>

SI No.	Article No.	Existing	Amendment
			<i>The provisions of this Article shall mutatis mutandis apply to the debentures of the bank.</i> (All the additions are made in accordance with clause D of BSE checklist)
7	23A	<u>Insertion</u>	<u>“Payment in anticipation of Call may carry Interest”</u> <i>23A. (i) The Board may, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid up on any shares held by him, and upon all or any of the monies so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made on the shares in respect of which such advance has been made, the Bank may pay interest at such rate, as the member paying such sum in advance and Board agree upon, provided that the money paid in advance of call shall not confer to a right to participate in the profits or dividend. The Board may any time repay the amount so advanced.</i> <i>(ii) The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</i> <i>(iii) The provisions of these Articles shall mutatis mutandis apply to the calls on the debentures of the Bank</i>
8	34	<u>Bank’s Lien</u> 34. (1) The Bank shall have a first and paramount lien on every share (not being fully paid shares) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share.	<u>“Bank's Lien on Shares/ Debentures”:</u> <i>34. (1) The Bank shall have a first and paramount lien on every share/debentures (not being fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in</i>

SI No.	Article No.	Existing	Amendment
		(2) The Bank's lien on a share shall extend to all dividends payable thereon and bonuses declared from time to time in respect of such shares.	<i>respect of such share/ debentures and no equitable interest in the any share shall be created except upon the footing and condition that this Article will have full effect.</i> <i>(2) The Bank's lien on a share shall extend to all dividends payable thereon and bonuses declared from time to time in respect of such shares/ debentures.</i> <i>(3) Unless otherwise agreed the registration of a transfer of shares/ debentures shall operate as a waiver of the Bank's lien if any, on such shares/debentures.</i> <i>(4) The board may at any time declare any shares / debentures wholly or in part to be exempt from the provisions of this clause.</i> <i>(5) The fully paid up Shares shall be free from all lien and in the case of partly paid up Shares the bank's lien shall be restricted to moneys called or payable at a fixed time in respect of such Shares</i>
9	46	<u>By whom transfer deed to be executed</u> 46. (i) The instrument of transfer of any share in the Bank shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. (ii) Every holder of shares or securities of the Bank, who intends to transfer such shares or securities on or after 2nd October, 2018, shall get such securities dematerialised before the transfer and such transfer of shares or securities shall be made only in dematerialised	<u>By whom transfer deed to be executed</u> 46. (i) The instrument of transfer of any share in the Bank shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. (ii) Every holder of shares or securities of the Bank, who intends to transfer such shares or securities on or after 2nd October, 2018, shall get such securities dematerialised before the transfer and such transfer of shares or securities shall be made only in dematerialised form. <i>(iii) The instrument of transfer shall be in writing and all provisions of the Act and statutory modifications thereof for the time being shall be duly complied with in respect of all</i>

SI No.	Article No.	Existing	Amendment
		form.	<i>transfer of shares and registration thereof.</i>
10	48	<u>Registry be refused if the transferee not approved</u> 48. The Board may subject to the right of appeal conferred by Section 58 of the Act, decline to register any transfer of share not being fully paid, to a person of whom they do not approve and may also decline to register any transfer of share on which the Bank has a lien.	<u>Registry be refused if the transferee not approved</u> <i>48. Subject to the provisions of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Board may, at their own absolute discretion and by giving reasons, subject to the right of appeal conferred by Section 58 of the Act, decline to register any transfer of share not being fully paid, to a person of whom they do not approve and may also decline to register any transfer of share on which the Bank has a lien, and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Bank, but in such cases, the Board shall within fifteen days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Bank, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for the refusal to register such transfer provided that the registration of such transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Bank on any account whatsoever except when the Bank has lien on the shares.</i> <i>Transfer of shares and debentures in whatever lots shall not be refused.</i>

SI No.	Article No.	Existing	Amendment
11	52 93A (g)	<u>Transfer and Transmission Fee</u> 52. There shall be paid to the Bank in respect of the transfer or transmission of shares a fee not exceeding Rupees five as the Board may from time to time prescribe. <u>Disqualification of Directors</u> (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or	<u>Transfer and Transmission Fee</u> <i>52. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.</i> <u>Disqualification of Directors</u> (g) he has been convicted of the offence dealing with related party transactions under section 188 of the Act at any time during the last preceding five years; or
12	95	<u>Vacancy how created</u> 95. The office of a director shall become vacant in case— (a) he incurs any of the disqualifications specified in Article No. 93; (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; (c) he acts in contravention of the provisions of section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested; (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184; (e) he becomes disqualified by an order of a court or the Tribunal;	<u>Vacancy how created</u> 95. The office of a director shall become vacant in case- (a) he incurs any of the disqualifications specified in Article No. 93; (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; (c) he acts in contravention of the provisions of section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested; (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184; (e) he becomes disqualified by an order of a court or the Tribunal; he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months; (f) Provided that the office shall be

SI No.	Article No.	Existing	Amendment
		(f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months: Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court; (g) he is removed in pursuance of the provisions of this Act	vacated by the director even if he has filed an appeal against the order of such court, <i>until the expiry of seven days of the disposal of such appeal or petition, provided the appeal is filed within 30 days of the date of such order or sentence</i> (g) he is removed in pursuance of the provisions of this Act
13	108	<u>Questions how decided</u> 108. The Chairman may at any time and, shall, upon the request of a Director convene a meeting of the Board.	<u>Who may convene Board Meetings</u> 108. The Chairman may at any time and shall, upon the request of a Director convene a meeting of the Board.
14	119	<u>Dividend payable from net Profits</u> 119. No dividend shall be paid otherwise than out of the profits of the year or any other undistributed profits.	<u>Dividend payable from net Profits</u> <i>119. Subject to provisions of Section 123 of the Act,</i> no dividend shall be paid otherwise than out of the profits of the year or any other undistributed profits.
15	125A		<u>“Unpaid or unclaimed dividend”</u> <i>125A. Where the bank has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Bank shall within 7 days of the date of the expiry of the 30 days, open a special account in that behalf in any scheduled bank, to be called “Unpaid Dividend of Tamilnad Mercantile Bank Limited”.</i>

SI No.	Article No.	Existing	Amendment
16	126	<u>Unclaimed dividends - Transfer to IEPF</u> 126. Any money transferred by the Bank to the unpaid dividend account pursuant to Section 124 of the Act and which remains unpaid or unclaimed for a period of seven years shall be transferred by the Bank to the fund established by the Central Government under Section 125 of the Act. Further, there will be no forfeiture of unclaimed dividends before the claim becomes barred by law.	<u>Unclaimed dividends -Transfer to IEPF</u> 126. Any money transferred by the Bank to the unpaid dividend account pursuant to Section 124 of the Act and which remains unpaid or unclaimed for a period of seven years <i>from the date of such transfer</i> shall be transferred by the Bank to the fund established by the Central Government under Section 125 of the Act. Further, there will be no forfeiture of unclaimed or <i>unpaid</i> dividends <i>unless the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.</i>
17	151	<u>Winding UP</u> 151. If the Bank shall be wound up and the surplus assets shall be insufficient to repay the whole of the paid up capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up on the shares held by them respectively at the commencement of the winding up. But this clause is without prejudice to the rights of the holders of shares issued upon special conditions.	<u>Winding UP</u> <i>151. Subject to the provisions of the Act, the Banking Regulation Act, 1949 and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable),</i> if the Bank shall be wound up and the surplus assets shall be insufficient to repay the whole of the paid up capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up on the shares held by them respectively at the commencement of the winding up. But this clause is without prejudice to the rights of the holders of shares issued upon special conditions.

RESOLVED FURTHER THAT the aforesaid alteration of the Articles of Association of the Company be and is hereby approved and the inserted / substituted clauses of the Articles of Association be adopted as the Articles of Association of the Company and the Articles be renumbered wherever required”.

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited

Thoothukudi
May 06, 2022

Prakash Chandra Panda
Company Secretary
(Membership No: ACS 22585)

NOTES:

1. While pronouncing the results of the 94th to 97th AGM vide order dt.03.11.2020 & 29.01.2021 passed in WA 2/2016 & CMP. Nos.10145, 16385, 16388, 16389 and 16419 of 2019 & W.P.No.23056 of 2019 and W.M.P.No.22748, 22751 of 2019 & CMP. Nos.824, 6033, 21 of 2016, 1618 to 1620 of 2017, 7089, 7094, 12137, 12139, 12141, 12225, 12133, 12134 & 12144 of 2020 the Hon'ble High Court of Madras had permitted the elected Directors to take charge subject to the outcome of the pending litigations. In view of the above orders, the bank has not been able to hold the Annual General Meeting for the Year 2021 - 2022 (100th AGM) and had filed the necessary application before the Hon'ble High Court of Madras to permit the conduct of 100th AGM.

The Hon'ble High Court heard the above said application filed by the bank and passed order dated 22.04.2022 in W.P. No.35212 of 2019 and W.M.P. Nos. 16962 & 14886 of 2021 and 9903 of 2022. In the above order, the court made it clear that in view of the dismissal of the Writ Appeal in W.A.No.2 of 2016, the bank is at liberty to conduct the Annual General Meetings in accordance with law, adopting the guidelines formulated by the Ministry of Corporate Affairs, Government of India. Further it was made clear that no Civil Court shall entertain any suits with regard to the subject matter pending before the High Court of Madras. Accordingly, the 98th AGM along with 99th AGM and 100th AGM are being held on the same day.

2. In view of the continuing global COVID-19 pandemic impact and to ensure social distancing, the Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 21/2021 dated December 14, 2021 read together with General Circulars No. 20/2020 dated May 05, 2020, General circular No. 2/2021 dated January 13, 2021 and General Circular No: 19/2021 dated December 08, 2021 permitted holding of the Annual General Meeting during the calendar year 2022, for the Financial Year ended / ending any time before / on 31.03.2022 through Video Conferencing or Other Audio Visual Means ('VC/OAVM') as per the respective due dates by 30th June 2022 in accordance with the requirements laid down in para 3 and para 4 of General Circular No.20/2020 dated May 05, 2020 without the physical presence of the Members at a common venue.
3. In compliance with the provisions of the Company Act 2013 and Circular issued thereon, the AGM of the Tamilnad Mercantile Bank Ltd is being held through Video Conferencing or Other Audio Visual Means ('VC/OAVM').
4. Pursuant to the provisions of the Companies Act 2013 a member / beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of the AGM are not annexed to this Notice.
5. The Register of Members of the Bank will remain closed from Friday, June 03, 2022 to Thursday, June 09, 2022 (both days inclusive) for the purpose of AGM.
6. The Bank has fixed Thursday, June 02, 2022 as the 'Cut-off Date' to record the entitlement of the shareholders to cast their votes through remote e-voting / e-voting during the AGM.

7. The Bank has fixed Thursday, June 02, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
8. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made subject to the approval of RBI as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Thursday, June 02, 2022.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Bank as of the close of business hours on Thursday, June 02, 2022.
9. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Bank is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and RTA (if shares held in physical form).

Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source to coimbatore@linkintime.co.in / shareholders@tmbank.in on or before May 31, 2022. Shareholders are requested to note that in case their PAN is registered, the tax will be deducted at 10%, otherwise it will be deducted at 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents to coimbatore@linkintime.co.in / shareholders@tmbank.in. The aforesaid declarations and documents needs to be submitted by the shareholders on or before May 31, 2022.

10. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
11. The Bank has appointed Central Depository Services (India) Limited (CDSL), to provide VC/OAVM facility for the AGM.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and Statutory Registers shall be available for electronic inspection by the Members upto the date of the meeting i.e., June 09, 2022 without any fee. This Notice and the Annual Report will also be available on the Bank's website <https://www.tmb.in/investor-relations.aspx> annual-general-meeting/ for download.
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special business to be transacted at the meeting is annexed hereto.

15. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 A.M, Monday, 06/06/2022 and will end at 5.00 P.M, Wednesday, 08/06/2022. In addition, the facility for voting on the day of the AGM shall also be made available and the members attending the AGM through VC/OAVM who have not cast their votes by remote e-voting shall be eligible to vote at the AGMs (Refer point no 20 for detailed procedure to vote through e-voting).
16. The Voting Rights of the Members shall be in proportion to their shares of the paid-up share equity capital of the bank as on the "Cut-off" date being Thursday June 02, 2022 subject to the provision of the Banking Regulations Act, 1949 as amended and the extant RBI guidelines. The voting rights of the shareholders are also subject to the restriction imposed by the Reserve Bank of India.
17. The Bank has appointed Shri Nagendra D.Rao, Company Secretary in practice to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure as given below.
18. The scrutinizer shall after the conclusion of AGMs shall make a consolidated scrutinizer report of the total votes cast in favour or against, invalid votes, if any and whether the resolution has been carried or not. On completion of scrutiny, the scrutinizer will submit his report to the chairman, who shall counter sign the same and declare the results of the voting. Such report shall be made available on the website of the Bank <https://www.tmb.in> and the website of CDSL immediately after the declaration of results by the Chairman.
19. For any help regarding any query/assistance for participation in the AGM through VC/OAVM, please contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738, 23058542/43 and in case of any specific queries please call to this mobile no.9566141888.

20. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins at 9.00 A.M, Monday, 06/06/2022 and ends at 5.00 P.M, Wednesday, 08/06/2022. During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, June 02, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Bank, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are

CDSL	https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL and open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting &

	voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022 -23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and non-individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - d. For CDSL: 16 digits beneficiary ID,
 - e. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - f. Shareholders holding shares in Physical Form should enter **Folio Number** registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and non-individual shareholders holding shares in Demat.	
PAN	- Physical Shareholders - Enter your Sequence Number provided by RTA (M/s Link Intime India Pvt. Ltd) in place of PAN. - Non-Individual Demat Shareholders – Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

Dividend Bank Details	- Physical Shareholders - Enter your Folio Number - Non-Individual Demat Shareholders – Enter the Dividend Bank Details as recorded in your demat account. If the bank account details are not updated please mention the 16 digit demat A/C number in place of the bank account number field.
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- 7) After entering these details appropriately, click on “SUBMIT” tab.
 - 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 10) Click on the EVSN for the relevant “TMB” on which you choose to vote.
 - 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
 - 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - 15) You can also take a print of the votes casted by clicking on “Click here to print” option on the Voting page.
 - 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (iv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@tmbank.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

21. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to have a camera fitted device and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at shareholders@tmbank.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at shareholders@tmbank.in. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company (shareholders@tmbank.in) / RTA email ID(coimbatore@linkintime.co.in)**.
2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or by sending an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

23. General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to shareholders@tmbank.in with a copy marked to helpdesk.evoting@cdslindia.com.
- b) Those members whose email address is not registered with the bank or with their respective depository participant and who wish to receive the notice / annual report / user ID and password and other communication sent by the bank at least 7 days prior to meeting, can get their email address registered by following the steps given below:
 - i. For members holding shares in physical form, please send scanned copy of signed request letter mentioning folio number, complete address, email address to be registered along with scanned self-attested copy of ID proof and address proof supporting the registered address of the member, by email to the bank email address shareholders@tmbank.in.
 - ii. Members holding shares in demat form are requested to update their email address through depository participant.
- c) Those members who lost the sequence number sent by M/s. Link Intime India Private Limited and who wish to receive again can request the bank through their registered email address, addressing shareholders@tmbank.in / RTA Email id: coimbatore@linkintime.co.in or can send the request letter duly signed by post to the following address.

Tamilnad Mercantile Bank Limited,
Secretarial Department,
57 V E Road, Thoothukudi– 628002

The email/ post should reach us at least 7 days prior to the date of meeting.

- d) It is strongly recommended not to share your demat account password with any person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot Password” option available on www.evotingindia.com to reset the password by providing valid credentials to reset.
- e) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or send an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL) 022-23058542/43.

24. In terms of the Ministry of Corporate Affairs Notification G.S.R.853 (E) dated 10th September, 2018, securities of unlisted companies can only be transferred in dematerialized form with effect from 2nd October, 2018. In view of the above, members are advised to dematerialize shares held by them in physical form.
25. In terms of the relevant provisions of Sections 124 and 125 of the Companies Act, 2013 and the relevant Rules of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Bank had, accordingly, transferred the unpaid dividend for the year 2013-14 to the IEPF and no claims shall lie against the Bank in respect of those dividends. The Bank has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF Authority. Members who have not encashed any Dividend for the F/Y 2014-15 (1st Interim) or any subsequent year declared by the Bank, are advised to write to the Bank immediately.
26. Transfer of Equity Shares to Investor Education and Protection Fund –As per Government of India Gazette Notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017 issued by Ministry of Corporate Affairs (MCA) and subsequent notifications thereon, the Company is required to transfer to Investor Education and Protection Fund Authority (IEPF Authority), the shares on which dividend remains unclaimed for seven consecutive years as per Section 124 of the Act, and the applicable rules. Accordingly, during the financial year 2021- 22 the Company had transferred 65,862 Equity shares of ₹ 10/- each respectively in respect of which the dividend is not claimed/remains unpaid for seven consecutive years. The Members who have a claim on above dividends and equity shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the bank, along with complete set of documents enumerated in the Form No. IEPF-5. Information on the procedure to be followed for claiming the dividend/shares are available on the web link:-<http://www.iepf.gov.in/IEPF/refund.html>. No claims shall lie against the Bank in respect of the dividend, shares, etc. so transferred. The Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
27. Members may please note that there is a facility for nomination in prescribed form (Form No. SH-13), which is also available on the website of the Bank – www.tmb.in, for any person to nominate to whom shares in the Bank held by such member shall vest in the event of his / her death.
28. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Bank of any change in address or demise of any member as soon as possible.
29. Electronic copy of the Notice of the 100th Annual General Meeting and Annual Report for 2021-22 of the Bank, *inter alia*, indicating the process and manner of e-Voting is being sent to all the Members whose email IDs are registered with the Bank for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice of the 100th Annual General Meeting and Annual Report for the year 2021-22 of the Bank *inter alia* indicating the process and manner of e-voting are being sent in the permitted mode.
30. Members may note that the Notice of the 100th Annual General Meeting and the Annual Report for 2021-22 will also be available on the Bank's website: www.tmb.in for downloading. The physical copies of the said documents will also be available at the Company's Registered Office in Thoothukudi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form free of cost, up-on making a request for the same by post.

The shareholders may also send requests any other communication to the Company's investor email id: shareholders@tmbank.in.

31. With a view to be able to respond to all the queries of the members of the Bank, members are requested to send the same to the Bank at its registered address or by email at shareholders@tmbank.in at least four days before the date of the AGM.

Update your KYC: The shareholders holding the shares in Physical / Demat form can update their KYC details with the Bank or with their respective Depository Participant (DP) by submitting –

a) ID Proof: Self Attested copy of PAN Card

b) Address Proof: Self Attested copy of Passport / Aadhaar Card / Bank Pass Book / Voter Card / Driving License

The shareholders are requested to update their Bank ECS Mandate by way of submitting duly attested copy of PAN card along with cancelled cheque leaf with the Bank or with their respective Depository Participant (DP) for receiving the corporate benefits by way of electronic credit to their respective Bank A/c. in time without any hassle

32. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Bank is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). Members may please note that the user name and password for E-voting will be sent to the shareholders holding share in physical mode to their registered address in the form of PIN mailer from CDSL, BSE Investor Service Centre, "Imperial", A-Tower, 8th Floor, No.610, Anna Salai, Teynampet, Chennai – 600 018. In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com; Toll Free No.1800-225-533
33. All correspondence relating to shares and dividend should be addressed to the Bank's Registrars and Share Transfer Agents, viz: Link Intime India Private Ltd., Coimbatore Branch, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Phone No: (0422) 2314792 email : coimbatore@linkintime.co.in

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

General:

The Hon'ble High Court heard the AGMs application filed by the bank and passed order dated 22.04.2022 in W.P. No.35212 of 2019 and W.M.P. Nos. 16962 & 14886 of 2021 and 9903 of 2022. In the above order, the court made it clear that in view of the dismissal of the Writ Appeal in W.A.No.2 of 2016, the bank is at liberty to conduct the Annual General Meetings in accordance with law, adopting the guidelines formulated by the Ministry of Corporate Affairs, Government of India.

As per section 152(6) of the Companies Act 2013, for the purpose of retirement of Directors by rotation 2 Independent Directors elected in the 97th AGM shall not be counted for total number of Directors. Further MD & CEO and RBI Nominee Directors also shall not be considered for rotation. Therefore, 2 Directors are to be retired by rotation in the 98th AGM.

Out of the Ten Directors appointed at the 97th AGM held on 28.10.2020, 3 Directors were re-designated as Independent Directors by Board on 16.07.2021, 16.07.2021 and 03.08.2021 to comply with the listing requirements. Out of the remaining 4 Directors, two Directors are to be retired in the 98th AGM as stated above, one director is to be retired in the 99th AGM (FY 2020-2021) and balance one director is to be retired in the 100th AGM (FY 2021-2022).

This time too, the election of directors for the 1 post vacated can be taken up at the 100th AGM (Mr.B.S.Keshavamurthy resigned on 17.07.2021), being the last three AGMs conducted together and notice for candidature of directors will be informed to shareholders through newspaper publications. The candidatures for directorship can be proposed up to 14 days before the meeting. A separate notice shall be sent to the members after receipt of nominations in the prescribed manner in due course.

As per Reserve Bank of India Circular DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021 (the "RBI Circular") in relation to the framework of corporate governance, the quorum for a meeting of the Board of Directors shall be either three members or one third of the members, whichever is greater, provided that at least half of the members attending the meeting are Independent Directors.

The composition of the Board to be compliant with the provisions of the Companies Act, 2013, which would require the appointment of Independent Directors and a woman Director. The total Board strength is 11 directors as per the Articles of Association of the Bank, the Bank is required to appoint a minimum of 6 Independent Directors.

Further, the Bank is also required to comply with the requirements of Section 10A (2) of Banking Regulation Act, 1949 which requires that:

Section 10 A (2); Not less than fifty-one per cent, of the total number of Members of the Board of Directors of Banking Company shall consist of persons, who – (a) shall have special knowledge or practical experience in respect of one or more of the following matters namely: -

- (i) accountancy,
- (ii) agriculture and rural economy,
- (iii) banking,
- (iv) co-operation,
- (v) economics,
- (vi) finance,
- (vii) law,
- (viii) small-scale industry
- (ix) any other matter the special knowledge of, and practical experience in, which would, in the opinion of the Reserve Bank, be useful to the Banking company:

Provided that out of the aforesaid number of directors, not less than two shall be persons having knowledge or practical experience of agriculture and rural economy, co-operation or small-scale industry; and

(b) shall not –

- (1) have substantial interest in, or be connected with, whether as employee, manager or managing agent, --

(i) any company, not being a company registered under section 25 of the Companies Act, 1956 (1 of 1956), or

(ii) any firm, which carries on any trade, commerce or industry and which, in either case, is not a small-scale industrial concern, or

- (2) *be proprietors of any trading, commercial or industrial concern, not being a small-scale industrial concern*

Further, the directors are also required to meet the 'fit and proper' criteria as laid down in RBI circular DoR.Appt.No.58/29.67.001/2019-20 dated March 31, 2020 and are required to submit a declaration in the prescribed format in order to enable the Bank to undertake the process of due diligence to determine the suitability of the person for appointment as a director on the Board.

All the persons proposing to be appointed as directors are required to give their respective consents in form DIR-2 of Companies (Appointment and Qualification of Directors), Rules, 2014 under Section 152(5) of Companies Act, 2013 and declaration in DIR-8 of the said Rules confirming that they are not disqualified to act as directors under Section 164(2) of Companies Act, 2013. They are also required to deposit a Notice under Section 160 of the Companies Act, 2013 along with requisite deposit of ₹1 lakh with the Registered Office of the Bank.

As per Section 10A(2-A) (i) of the Banking Regulation Act, 1949, no director (other than the Chairman, Managing or Whole – Time Director) of a Banking company can continuously hold office for a period exceeding 8 years from the date of appointment.

Those proposing to be appointed, as Independent Director has to additionally declare to the effect that he/she meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013 and his/her name is included in the database of Independent director maintained by the Institute of Corporate Affairs.

The Nomination Committee of the Board or the Board of Directors shall keep in mind the requirements of the aforesaid RBI circular, composition of the Board as per the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the diligence conducted by the Bank on the candidates undertake a process of assessment of 'Fit and Proper' criteria of the persons proposing to be appointed a Directors.

The Bank shall then notify the names of candidates to the shareholders.

Item No. 4

The Board of Directors pursuant to the recommendation of the Audit Committee, at its meeting held on May 05, 2022 considered and approved the appointment of M/s.Suri & Co, Chartered Accountants, Chennai and M/s.Abarna & Ananthan, Chartered Accountants, Bangalore, as the Joint Statutory Central Auditors of the Bank for the 2nd term for the financial year 2022-23, subject to the approval of shareholders of the bank and Reserve Bank of India

The said firm of auditors meets the eligibility requirements laid down in Section 141 of Companies Act, 2013 and the related Rules.

The resolution is for approval of appointment of the aforesaid firm as the Statutory Central Auditors of the Bank for the year 2022-23.

RBI guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks, vide Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, applicable from FY 2021-22 onwards, inter alia mandates that in order to protect the independence of the auditors' /audit firms, entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, Commercial Banks can remove the audit firms during the above period only with the prior approval of the concerned office of RBI (Department of Supervision).

Specific approval of Reserve Bank of India is required to be taken for appointment of auditors every year in terms of the provisions of Section 30(1A) of Banking Regulation Act, 1949.

Accordingly, the Board recommends the resolution as set out under Item No. 4 of the Notice for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key managerial persons or their relatives is concerned or interested in the said resolution.

Item No. 5

In accordance with the provisions of Section 139 and Section 143(8) of the Companies Act, 2013, RBI and other regulatory requirements, the shareholders of the Bank may authorize its Board of Directors to appoint branch auditors in consultation with the Bank's Joint Statutory Central Auditors.

The Board of Directors recommends the resolution in relation to appointment and to fix the remuneration of branch auditors as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Shri K. V. Rama Moorthy was re-appointed for the period from September 04, 2021 to September 03, 2022, by the Board of Directors of the Bank at their meeting held on 16th March, 2021 as Managing Director and CEO of the Bank pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on 16th March, 2021. The Bank had received the approval of the Reserve Bank of India for the aforesaid reappointment vide their letter dated DOR.GOV.No.62549 /08.55.001/2021-22 dated June 29, 2021.

Further the Board of Directors in its meeting held on July 16, 2021 approved the remuneration of fixed pay of ₹62.14 lakh and variable pay of ₹63.75 lakh payable to Managing Director and CEO subject to the approval of Reserve Bank of India and Shareholders of the Bank for the period from September 04, 2021 to September 03, 2022. Reserve Bank of India vide its letter DOR.GOV.No.S3860 /08.55.001/2021-22 dated February 21, 2022 and DOR.GOV.No.S4853 /08.55.001/2021-22 dated April 01, 2022 approved the proposal of fixed pay of ₹62.14 lakh and variable pay of ₹47.00 lakh. The Reserve Bank of India approval regarding the actual variable pay after the completion of review period for the performance of Financial year 2021-2022 is yet to be obtained.

Accordingly, the Board recommends the resolution as set out under Item no.6 of the Notice for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives of the bank except Shri. K.V. Rama Moorthy and his relatives are concerned or interested in the said resolution.

Item No. 7

The Bank is in the process of the initial public offer of its equity shares. In order to undertake the Offer, the Bank is required to ensure that prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India (the "SEBI"), the Articles of Association of the Bank is to be in conformity to the requirements and directions provided by the SEBI and the relevant stock exchanges in which the equity shares are proposed to be listed and contain such other articles as required by a listed company under the applicable laws (including the applicable provisions of the Companies Act, 2013 and the applicable rules and regulations notified thereunder, each as amended (the "Companies Act").

In order to align with listing requirement, your Board of Directors thought it fit to amend the related provisions of Articles of Associations.

The Board commends the Special Resolution set out at Item No.7 of the Notice for the approval by the Members.

The Articles of Association and the proposed amended Articles of Association will be available for inspection during business hours at the registered office of the Bank on all working days between 11.00 AM and 01.00 PM up to the date of AGM.

None of the Directors / Key Managerial Personnel/ their relatives are in any way, concerned or interested, financially or otherwise in the Resolution set out at the Item No. 7 of the Notice.

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited

Thoothukudi
May 06, 2022

Prakash Chandra Panda
Company Secretary
(Membership No: ACS 22585)

Annexure- A
Details of Directors seeking appointment/re-appointment at the 100th Annual General Meeting to be held on June 09, 2022, [Pursuant to Secretarial Standard on General Meetings (SS-2)]

Name of the Directors	Thiru A. Niranjan Sankar
Date of Birth & Age	03.05.1974 48 Years
DIN & Nationality	000884014 Indian
Date of first appointment to the Board	28.10.2020
Qualification(s)	B.Tech, MBA
Experience in specific functional areas	A leading businessman with close to 22 years of General Management experience in many SSI / Large Scale Industries. He is an Executive Director of M/s Pioneer Jellice India Private Limited.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.
Directorship held in other Companies	Executive Director- M/s.Poineer Jellice India Private Limited Managing Director - M/s. Jellice pioneer Europe B V., Director - M/s. Ashok Matches and Timber Industries private limited, Director - M/s. Pioneer NF Forging India Private Limited, Director - M/s.Tamarai Homes Private Limited, Director - M/s. Pioneer Marine Products Private Limited.
Memberships in the Committees of Board of other Companies	Nil
Membership and Chairmanship in the Committees of the Board of the Bank	1. Information Technology Strategy Committee 2. Nomination & Remuneration Committee 3. Corporate Social Responsibility Committee 4. Stakeholders Relationship and Capital Planning Committee
Number of equity shares held in the Company as on 31.03.2021	84,168
Number of meetings of the Board attended during the Financial Year 21-22	18
Terms and conditions of appointment along with details of remuneration sought to be paid	He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as a Director of the Bank. He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board / Committees of Board.
Details of last drawn remuneration	Nil

Annex 1

Name of Bank: _____

‘Declaration and Undertaking’ by a proposed Director/ MD & CEO/ CEO (with appropriate enclosures)

Sr No	Particulars	Information Disclosed		
1. Personal Details				
1.	Name in full	First Name	Middle Name	Last Name
2.	Father's name			
3.	Gender (M/F/others)			
4.	Present address			
5.	E-mail address & alternate e-mail address: Telephone Number with STD code: Mobile Number:			
6.	Nationality			
7.	Date of Birth (dd/mm/yyyy) and Age	-- /-- / ----- Age: - - years - - months		
8.	Educational qualifications			
9.	Director Identification Number (DIN)			
10.	Aadhaar Number (Optional)			
11.	(a) Permanent Account Number (PAN) (b) Charge where the proposed director is assessed to tax (Income Tax jurisdiction)/name and address of Income Tax Circle/Ward (c) Details of filing of return(s) and payment of taxes for past 3 years	Date of filing	Amount of tax paid (INR)	
12.	Permanent address			
13.	Details in the form of a brief write up on the relevant knowledge or experience in respect of one or more of the matters namely accountancy, agriculture and rural economy, banking, co-operation, economics, finance, law, small scale industry, information technology, payment and settlement systems, human resources, risk management, business management or any other matter the special knowledge			

Sr No	Particulars	Information Disclosed			
	of and practical experience of which would in the opinion of the Reserve Bank be useful to the Banking Company.				
14.	Present occupation (designation, name of the organisation and brief write-up on experience)				
15.	Previous occupation covering minimum of past ten years, with complete address of the organisation worked in, date of joining, date of relieving (including reasons), designation, etc.				
16.	In case a Chartered Accountant, indicate the following: (a) Membership Number of Institute of Chartered Accountants of India (ICAI): (b) Date of registration with the ICAI: (c) Name and Address of the registered firm/s: (d) Details of the Audit(s) presently undertaken by the firm(s) or by you:				
17.	Name of the banker(s) with Branch and Account Numbers (savings/current/loan accounts) where you are a primary account holder:	Bank Name	Branch	Type of A/c	A/c Number
18.	Details of shareholding, if held in any entity, either in physical or dematerialized form, by you, spouse, and your minor child. (attach demat/shareholding certificate)				
19.	Any other information relevant to directorship of the bank:				
II. Relevant Relationships of proposed director					
20.	List of relatives, [Refer Section 2(77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definition) Rules, 2014] if any, who are connected with any bank:				
21.	List of entities in which: (a) interested [Refer Section 184 of the Companies Act, 2013]:				

Sr No	Particulars	Information Disclosed
	(b) beneficial ownership [Refer Section 89 of Companies Act, 2013 as also the applicable Significant Beneficial Ownership Rules of MCA]: (c) Trustee (also mention any other relationship with reference to a trust):	
22.	List of entities, existing and proposed, in which holding substantial interest within the meaning of Section 5(ne) ⁴ of the Banking Regulation Act, 1949.	Name of the company /firm
		Country of incorporation
		Number of shares
		Face Value of each share
		Total face value of share holding
		Shareholding as % of total Paid up Capital
		Beneficial interest (in value as well as %)
		Whether the entity is a Section 8 Company under Companies Act, 2013
23.	Details of holdings in entities incorporated abroad and having a place of business in India.	
24.	Name of Bank/NBFC/any other company in which currently or in the past a member of the Board/ Advisor etc. (giving details of period during which such office is being/was held).	
25.	If connected with any entity undertaking hire purchase, financing, investment, leasing and other para banking activities (nature of association to be mentioned), details thereof.	
26.	If a stock broker or connected with any entity engaged in share broking activities, details thereof.	

⁴ "substantial interest" (i) in relation to a company, means the holding of a beneficial interest by an individual or his spouse or minor child, whether singly or taken together, in the shares thereof, the amount paid up on which exceeds five lakhs of rupees or ten percent of the paid-up capital of the company, whichever is less; (ii) in relation to a firm, means the beneficial interest held therein by an individual or his spouse or minor child, whether singly or taken together, which represents more than ten per cent of the total capital subscribed by all the partners of the said firm.

Sr No	Particulars	Information Disclosed
27.	Details of fund and non-fund-based facilities, if any, presently availed in person and/or by entities listed in (21) to (26) above.	
28.	Cases, if any, where as an individual or the entities listed at (21) to (26) above have defaulted or declared as willful defaulter in the past in respect of credit facilities obtained from a bank/NBFC/any other lending institution.	
III. Records of professional achievements		
29.	Professional achievements relevant for the directorship.	
IV. Proceedings, if any, against the proposed director		
30.	(a) As a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past or whether been banned from entry at any profession/ occupation at any time, details thereof.	
	(b) If subject of any written complaint or accusation regarding individual professional conduct or activities, details thereof.	
31.	Details of prosecution, if any, pending or commenced or resulting in conviction of self or the entities listed at (21) to (26) above for violation of economic laws and regulations.	
32.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction.	
33.	If indulged in any breach of AML/CFT guidelines, details thereof.	
34.	If attracting any of the disqualifications envisaged under Section 164 of the Companies Act, 2013, details thereof.	
35.	If adjudicated insolvent or has suspended payment or has compounded with creditors, details thereof.	

Sr No	Particulars	Information Disclosed
36.	If found to be of unsound mind and stands so declared by a competent Court, details thereof.	
37.	(a) If convicted by a Criminal Court of an offence which involves moral turpitude or otherwise, details thereof.	
	(b) If convicted by any Court of law, details thereof?	
38.	If holding any office of profit under any nationalised bank or State Bank of India, except for holding the post of a whole-time director, details thereof.	
39.	If as an individual or any of the entities at (21) to (26) above have been subject to any investigation/vigilance/ matters of enquiry from any of the previous employers or government departments or agency, details thereof.	
40.	If found guilty of violation of rules/ regulations/ legislative requirements by customs/ excise/ income tax/ foreign exchange/ other revenue authorities, details thereof.	
41.	If reprimanded, censured, restricted, suspended, barred, enjoined, or otherwise sanctioned by any regulator such as SEBI, IRDAI, PFRDA etc., professional organisation, government agency, or court because of professional conduct or activities, details thereof. <i>(Though it shall not be necessary for a candidate to mention in the column about orders and findings which have been later on reversed/ set aside in toto, it would be necessary to make a mention of the same, in case the reversal/ setting aside is on technical reasons like limitation or lack of jurisdiction, and not on merit. If the order is temporarily stayed and the appellate/ court proceedings are pending, the same also should be mentioned).</i>	

Sr No	Particulars	Information Disclosed
V. General Information		
42.	If a professional like Chartered Accountant, Advocate etc. and presently undertaking/ undertaken any professional work in any bank, provide details thereof including the name of the bank and period of association with the bank.	
43.	If a sitting MP/MLA/MLC or holding political position in Municipal Corporation or Municipality or other local bodies, provide details thereof.	
VI. In the interest of disclosure and transparency, should there be any other information relevant for assessing 'fit and proper', provide details thereof.		
	<u>Undertaking</u>	
I confirm that the above information is to the best of my knowledge and belief, true and complete. I undertake to keep the bank fully informed, as soon as possible, of all events which take place after my appointment which are relevant to the information provided above.		
I also undertake to execute a 'Deed of Covenant' as required to be executed with the bank.		
	Place :	Signature of proposed Director/ MD & CEO/CEO
	Date :	
	Remarks of Nomination and Remuneration Committee (NRC) of having satisfied itself that the above information is true and complete.	
	Place :	Signature of the Chair of the NRC
	Date :	

Form DIR-2

Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To

Tamilnad Mercantile Bank Limited
57, V. E. Road
Thoothukudi – 628 002

Subject: Consent to act as a director

I,, hereby give my consent to act as director of Tamilnad Mercantile Bank Limited pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

1	Director Identification Number (DIN)	
2	Name (in full)	
3	Father's Name (in full)	
4	Address	
5	E-mail id	
6	Mobile No.	
7	Income-tax PAN	
8	Occupation	
9	Date of birth	
10	Nationality	
11	No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager	
12	Particulars of membership No. and Certificate of Practice No. if the applicant is a member of any professional Institute (Specifically state NIL ,if none)	

Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature:

Designation: Director

Date:

Place:

Attachments:

1. Proof of identity :
2. Proof of residence :

FORM 'DIR-8'

Intimation by Director

[Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company : U65110TN1921PL001908
Nominal Capital : ₹ 280,00,00,000/-
Paid-up Capital : ₹ 142,51,14,540/-
Name of the Company : Tamilnad Mercantile Bank Ltd.,
Address of its Registered Office : 57, V. E. Road,
Thoothukudi- 628 002

To

The Board of Directors of Tamilnad Mercantile Bank Limited,

I,, son/daughter/wife of resident of director
(*proposed to be*) in the company (bank) hereby give notice that I am/was a director in the following
companies during the last three years:-

S.No.	Name of the Company	Date of Appointment	Date of Cessation
1			
2			

I further confirm that I have not incurred disqualification under section 164 (2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director

Signature :
Name :

Dated day of 2022

DECLARATION OF INDEPENDENCE

To
The Board of Directors
Company Name
Full Add of Regd office.

Date:

Sub: Declaration of independence under section 149 (6) of the Companies Act, 2013.

I, Mr. _____, hereby certify that I am complying with all the criteria of independent director as envisaged in the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
 - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
 - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - c) holds together with my relatives 2% or more of the total voting power of the company; **or**
 - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters,

directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said informations are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

Name of Director

DIN:

Complete Address with Phone / Mobile No. email, PINCODE.

Our Vision

To be a progressive bank with strong brand equity, enhancing value for all the stake holders through excellence in performance and good governance

Our Mission

We shall provide exemplary service with highest delivery efficiency, based on ethics, honesty and sincerity with cutting edge technology and emerge as a truly national bank.