

TAMILNAD MERCANTILE BANK LIMITED
CIN: U65110TN1921PLC001908
Regd. office: 57, V. E. Road, Thoothukudi – 628 002
Phone: 0461-2321932 (E), 2321929 (E)
Website: www.tmb.in | e-mail: secretarial@tmbank.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (the “MCA Circulars”) in view of COVID-19 pandemic and any other applicable laws and regulations, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Bank for passing by means of Postal Ballot by voting through electronic means (‘remote e-voting’). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

SPECIAL BUSINESS:

1. Appointment of Mr. S. Krishnan (DIN: 07261965) as Managing Director and Chief Executive Officer of the Bank and approval of Remuneration.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Section 10B, 35B and other 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 the Reserve Bank of India (‘RBI’) and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of Tamilnad Mercantile Bank Limited (the “Bank”), pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank and the approval granted by the RBI vide letter Ref.No.DOR.GOV.No.S3210/08.55.001/2022-23 dated August 18, 2022, approval of the Members of the Bank be and is hereby accorded to the appointment of Mr. S. Krishnan (DIN: 07261965) as the Managing Director & Chief Executive Officer of the Bank, for a period of three years with effect from September 04, 2022 till September 03, 2025 on such remuneration, terms and conditions as detailed in the explanatory statement to this notice and which is well within the limits prescribed under Schedule V of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** to give effect to this resolution, the Board be and is hereby authorized to do all deeds, matters, things, acts including the power to determine the variable pay within the limits approved by the Reserve Bank of India and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with RBI or any other regulatory authority and / or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/ Officer(s) of the Bank.”

2. Re-appointment of Mr. K Nagarajan (DIN: 02274426) as an Independent Director of the Bank

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made there under (the “Act”), the applicable provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Section 10A(2A) and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (the “RBI”), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of Tamilnad Mercantile Bank Limited (the “Bank”) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. K Nagarajan (DIN:02274426), whose first term as an Independent Director of the Bank would lapse on January 18, 2023 and who meets with the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be re-appointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Bank for his second term, with effect from January 19, 2023 upto February 28, 2024 (both days inclusive) on the existing terms and conditions of appointment and who shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.”

“**RESOLVED FURTHER THAT** to give effect to this resolution, the Board be and is hereby authorized to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Officer(s) of the Bank.”

3. Re-appointment of Mr. B Vijayadurai (DIN: 07403509) as an Independent Director of the Bank

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made there under (the “Act”), the applicable provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Section 10A(2A) and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (the “RBI”), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of Tamilnad Mercantile Bank Limited (the “Bank”) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, Mr. B Vijayadurai (DIN:07403509), whose first term as an Independent Director of the Bank would lapse on January 18, 2023 and who meets with the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be re-appointed as an Independent Director of the Bank, and in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 160 of the Act be and is hereby re-appointed as an Independent Director of the Bank for his second term, with effect from January 19, 2023 upto February 28, 2024 (both days inclusive) on the existing terms and conditions of appointment and who shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

“**RESOLVED FURTHER THAT** to give effect to this resolution, the Board be and is hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Officer(s) of the Bank.”

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited
Sd/-

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

Thoothukudi
October 27, 2022

Notes:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolution in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Wednesday, November 30, 2022. Members who wish to inspect the documents are requested to send an email to secretarial@tmbank.in mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
3. The Board of Directors have appointed M/s. S. Anantha & Ved LLP (LLPIN: AAH 8229), Practising Company Secretaries in practice, for conducting the Postal Ballot process in a fair and transparent manner.
4. The Hard Copy of the Postal Ballot Notice is being sent via registered post (to those shareholders who have not registered their e-mail id) and e-mail, to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on **Friday, October 28, 2022 (the “Cut-Off Date”)**. The electronic notice (via e-mail) is being sent to those members who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Bank, Link Intime India Private Limited (the “RTA”), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information only. This Notice is also available at the Bank’s website: <https://www.tmb.in/investor-relations.aspx> and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com/noticeResults.jsp
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular dated December 9, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the Bank is pleased to offer remote e-voting facility to Members to cast their vote electronically.
6. The Bank has engaged Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.
7. The remote e-voting period will commence at **9.00 A.M, Tuesday, November 01, 2022 and ends at 5.00 P.M, Wednesday, November 30, 2022.** (Refer below Point No.9 for detailed procedure to vote through e-voting).
8. 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 Friday, October 28, 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.
9. **The Instructions Of Shareholders For Remote E-Voting:**
 - (i) The voting period begins at 9.00 A.M, Tuesday, November 01, 2022 and ends at 5.00 P.M, Wednesday, November 30, 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 Friday, October 28, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions.
 - (iii) Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:**

Type of shareholders	Login Method
<p align="center">Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 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/myeasinew/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. Additionally, there is 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/myeasinew/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.
<p align="center">Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p align="center">Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>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</p>

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

Helpdesk 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 toll free no.: 1800 22 55 33.
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.

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual 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 as: Folio Number
4. Next enter the Image Verification as displayed and Click on Login.
5. Enter your **Sequence Number provided by RTA (M/s Link Intime India Pvt. Ltd)** in place of PAN:
6. Enter your **Folio Number** in place of Bank account Number:
7. After entering these details appropriately, click on “SUBMIT” tab.
8. Select the EVSN of “TMB” on which you choose to vote.
9. 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/s and option NO implies that you dissent to the Resolution/s.
10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. 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 proceed to modify your vote.

(v) 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.

(vi) 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, 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; secretarial@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.

10. Process for those Shareholders whose E-mail / Mobile No. are not registered with the Bank / 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Bank (Shareholders@tmbank.in) / the RTA (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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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 send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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

Item No.1

Appointment of Mr. S. Krishnan (DIN: 07261965) as Managing Director and Chief Executive Officer of the Bank and approval of Remuneration

Mr. S Krishnan (DIN: 07261965) has been appointed as the Managing Director & CEO ('MD & CEO') of the Bank w.e.f. September 04, 2022, in accordance with the provisions of the Articles of Association ('AOA') of the Bank, on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Bank and with the approval of Reserve Bank of India ('RBI'), vide letter Ref.No.DOR.GOV.No.S3210/08.55.001/2022-23 dated August 18, 2022 for a period of three years w.e.f. September 4, 2022 till September 3, 2025.

Further, RBI vide said letter also approved the Fixed Pay (including perquisites) and variable pay of Mr. S Krishnan effective from September 04, 2022 as stated below:

PART-A:	
Fixed Pay (including perquisites): w.e.f. September 04, 2022	
1. Salary	INR 48,00,000/-
2. Dearness allowance	-
3. Retiral /Superannuation benefits:	-
(a) Provident Fund	12 % of pay on contribution basis (Rs.5,76,000/- per annum)
(b) Gratuity	One month's pay for each completed year of service (INR.4,00,000/-)
(c) Pension	-
4. Leave Fare Concession/ Allowance	Air travel for himself and family members once a year to and from any place in India
5. Other fixed allowances, if any (please specify)*	
6. Perquisites:	
(i) Free Furnished House and its maintenance/House Rent Allowance	Free furnished house provided by the Bank. Standard rent of INR.401.50 per month to be recovered by the Bank. (INR.5,30,600)
(ii) Conveyance Allowance/Free use of bank's car for	-
a) Official purposes	Yes
b) Private purposes	Recovery of INR 250 per month up to 750 kms, For journey exceeding 750 km, recovery at 60% the rate fixed by RTA.
(iii) Driver(s)' salary	Borne by Bank (INR 50,000)
(iv) Club Membership(s)	Entertainment allowance inclusive of subscription to clubs (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 basis up to 100% for the MD & CEO and the dependent family member without internal limits, on production of bills (INR 50,000)
Any other perquisites (please specify)	
a. Phone	INR 10,000
b. News papers	INR 10,000

c. Entertainment	Subject to a ceiling of 60,000 per annum, 25% of which is reimbursable on declaration basis (INR 15,000)
d. Lodging & Boarding	Reimbursement on actuals inclusive of taxes for business purpose only on production on evidence and out of pocket expenses of INR 1000 per day. In case of own stay arrangements, halting allowance shall be INR 5,000 per day for Area I and INR 4,000 for other places
e. Insurance	Premium of INR 2,242 towards a cover of INR 15,00,000 for journey by road, rail or air.
f. Income Tax – perquisites	INR 2,46,211
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 all the time of demitting office. Accumulation allowed as applicable to other Bank staff (INR 4,00,000)
Travelling Expenses	-
Fixed Pay	INR 70,87,811
Target Variable Pay	INR 70,87,811
Total Remuneration	INR 1,41,75,622

Further, MD & CEO's appointment is in terms of the Articles of Association of the Bank, and in compliance with the provisions of Section 10B, in particular, on account of Mr. S Krishnan having the requisite experience / expertise required under Section 10B and other applicable provisions of the Banking Regulation Act, 1949.

Accordingly, approval of the members is requested for appointment of Mr. S Krishnan as MD & CEO of the Bank for a period of three years w.e.f. September 04, 2022 till September 03, 2025 and fixation of remuneration, as per the aforesaid terms.

Additional information in respect of Mr. S Krishnan, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. S Krishnan is given at Annexure B to this Notice.

The Nomination and Remuneration Committee and the Board of Directors recommends the resolution in relation to the appointment of Mr. S Krishnan as MD & CEO of the Bank as set out in item No.1 for approval of the Members of the Bank by way of an Ordinary Resolution.

Mr. S Krishnan and his relatives do not hold any equity share of the Bank and he is not related to any other Director or Key Managerial Personnel of the Bank.

Except Mr. S Krishnan and 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. 1.

Item No. 2

Re-appointment of Mr. K Nagarajan (DIN: 02274426) as an Independent Director of the Bank

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 Bank.

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.

Mr. K Nagarajan was appointed initially as Non-Executive Director of the Bank w.e.f. February 29, 2016 and subsequently, appointed as an Independent Director of Tamilnad Mercantile Bank Limited (the "Bank"), for a period of five (5) years with effect from January 19, 2018 and to hold office upto the January 18, 2023, in terms of the provisions of Section 149 of the Act and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). Accordingly, the first term of Mr. K Nagarajan, as an Independent Director of the Bank would lapse on the close of business hours on January 18, 2023.

Pursuant to the recommendation of the Nomination and Remuneration Committee (the “Committee”), the Board of Directors of the Bank (the “Board”) at its meeting held on October 27, 2022 considered and approved the proposal to re-appoint Mr. K Nagarajan for his second term, as an Independent Director of the Bank, with effect from January 19, 2023 till February 28, 2024 (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 a Special Resolution.

Mr. K Nagarajan has the requisite qualifications, skills, experience and expertise in specific functional areas viz., practicing as Advocate at Madras High Court from August 1984 to till date excluding the period from June 1988 to June 1992 during which he worked as Law officer at TMB Limited, He has substantial knowledge in the field of Agriculture and Rural Economics which are beneficial to the Bank. The Nomination and Remuneration Committee and the Board of Directors have satisfied themselves about the integrity, expertise and experience of Mr. K Nagarajan.

Additional information in respect of Mr. K Nagarajan, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. K Nagarajan is given at Annexure B to this Notice.

The Committee and the Board has determined that Mr. K Nagarajan is a fit and proper person to be re-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 Mr. K Nagarajan affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Board has established the veracity of the declaration of independence as provided by Mr. K Nagarajan and based on the said declarations the Board is of opinion that he is independent from the Management of the Bank.

Mr. K Nagarajan 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 re-appointment as prescribed under the relevant provisions of the Act and the relevant Rules made there under, the SEBI Listing Regulations, 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, Mr. K Nagarajan 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, Mr. K Nagarajan 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.

Mr. K Nagarajan and his relatives hold 21,517 (0.01%) equity shares of the Bank and he 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 Mr. K Nagarajan as an Independent Director of the Bank would be in the interest of the Bank and accordingly recommends the resolution in relation to the re-appointment of Mr. K Nagarajan as Independent Director of the Bank as set out in item No. 2 for approval of the Members by way of a Special Resolution.

Except Mr. K Nagarajan 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. 2.

Item No. 3

Re-appointment of Mr. B Vijayadurai (DIN: 07403509) as an Independent Director of the Bank

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 Bank.

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.

Mr. B Vijayadurai was appointed initially as Non-Executive Director of the Bank w.e.f. February 29, 2016 and subsequently, appointed as an Independent Director of Tamilnad Mercantile Bank Ltd (the “Bank”), for a period of five (5) years with effect from January 19, 2018 and to hold office upto the January 18, 2023, in terms of the provisions of Section 149 of the Act and Regulation 25 of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”). Accordingly, the first term of Mr. B Vijayadurai, as an Independent Director of the Bank would lapse on the close of business hours on January 18, 2023.

Pursuant to the recommendation of the Nomination and Remuneration Committee (the “Committee”), the Board of Directors of the Bank (the “Board”) at its meeting held on October 27, 2022 considered and approved the proposal to re-appoint Mr. B Vijayadurai for his second term, as an Independent Director of the Bank, with effect from January 19, 2023 till February 28, 2024 (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 a Special Resolution.

Mr. B Vijayadurai has the requisite qualifications, skills, experience and expertise in specific functional areas viz., practicing as a Chartered Accountant for about 23 years. Having rich knowledge and experience in Auditing, Accounting, Taxation and Finance. The Nomination and Remuneration Committee and the Board of Directors have satisfied themselves about the integrity, expertise and experience of Mr. B Vijayadurai.

Additional information in respect of Mr. B Vijayadurai, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. B Vijayadurai is given at Annexure B to this Notice.

The Committee and the Board has determined that Mr. B Vijayadurai is a fit and proper person to be re-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 Mr. B Vijayadurai affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Board has established the veracity of the declaration of independence as provided by Mr. B Vijayadurai and based on the said declarations the Board is of opinion that he is independent from the Management of the Bank.

Mr. B Vijayadurai 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 re-appointment as prescribed under the relevant provisions of the Act and the relevant Rules made there under, the SEBI Listing Regulations, 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, Mr. B Vijayadurai 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, Mr. B Vijayadurai 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.

Mr. B Vijayadurai and his relatives hold 15,025 (0.01%) equity shares of the Bank and he 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 Mr. B Vijayadurai as an Independent Director of the Bank would be in the interest of the Bank and accordingly recommends the resolution in relation to the re-appointment of Mr. B Vijayadurai as Independent Director of the Bank as set out in item No. 3 for approval of the Members of the Bank by way of a Special Resolution.

Except Mr. B Vijayadurai and 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. 3.

Toothukudi
October 27, 2022

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited
Sd/-
Prakash Chandra Panda
Company Secretary & Compliance Officer
(Membership No: ACS 22585)

Annexure- A
Details of Directors seeking appointment/re-appointment through Postal Ballot
[Pursuant to Secretarial Standard on General Meetings (SS-2)]

Name of the Directors	Mr. S Krishnan	Mr. K Nagarajan	Mr. B Vijayadurai
Date of Birth & Age	26.05.1962 & 60 Years	13.09.1957 & 65 Years	06.04.1974 & 48 Years
DIN & Nationality	07261965 & Indian	02274426 & Indian	07403509 & Indian
Date of first appointment to the Board	04.09.2022	29.02.2016	29.02.2016
Qualification(s)	M.Com., ICWA., CAIIB.,	B.Sc., L.L.B	M.Com., F.C.A., DISA
Experience in specific functional areas	<ol style="list-style-type: none"> 1. Having rich experience of about 39+ years in Banking 2. Worked upto General Manager Cadre in different position, geographies and verticals in Indian Bank. 3. Worked as Head of Risk and also HR in Indian Bank besides Board Secretary and other key verticals 4. Worked as Executive Director in Syndicate Bank and Canara Bank 5. Worked as Managing Director & CEO in Punjab & Sind Bank 6. Basically a Post graduate in Commerce with Accountancy, qualified Cost Accountant and a Certified Associate of Indian Institute of Bankers (CAIIB). 	Practicing as Advocate at Madras High Court from August 1984 to till date excluding the period from June 1988 to June 1992 during which he worked as Law officer at TMB Ltd., He has substantial knowledge in the field of Agriculture and Rural Economics.	Practicing as Chartered Accountant for the past 24 years and having rich knowledge and experience in Auditing, Accounting, Taxation and Finance.
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.
Directorship held in other Companies	Syndicate Bank – Executive Director (01.11.2017 to 31.03.2020) Canara Bank – Executive Director (01.04.2020 to 03.09.2020) Punjab & Sind Bank – MD & CEO (04.09.2020 to 31.05.2022)	Avanza E Solutions Pvt Ltd., - Director from 03.06.2004 to 15.12.2015	Nil
Memberships in the Committees of Board of other Companies	Nil	Nil	Nil

Name of the Directors	Mr. S Krishnan	Mr. K Nagarajan	Mr. B Vijayadurai
Membership and Chairmanship in the Committees of the Board of the Bank	<ol style="list-style-type: none"> 1. Management Committee 2. Information Technology Strategy Committee 3. HRM Committee 4. NPA Monitoring Committee 5. Risk and Asset Liability Management Committee 6. Fraud Monitoring Committee 7. Disciplinary Committee (Appellate Authority for Officers) 8. Corporate Social Responsibility Committee 9. Stakeholders Relationship and Capital Planning Committee 10. Review Committee on Wilful Defaulters 	<ol style="list-style-type: none"> 1. NPA Monitoring Committee 2. Risk and Asset Liability Management Committee 3. Fraud Monitoring Committee 4. Audit Committee 5. Nomination & Remuneration Committee 6. Disciplinary Committee (Appellate Authority for Officers) 7. Independent Directors Committee 8. Review Committee on Wilful Defaulters 	<ol style="list-style-type: none"> 1. Management Committee 2. Risk and Asset Liability Management Committee 3. Fraud Monitoring Committee 4. Audit Committee 5. Nomination & Remuneration Committee 6. Corporate Social Responsibility Committee 7. Stakeholders Relationship and Capital Planning Committee 8. Independent Directors Committee 9. Review Committee on Wilful Defaulters
Number of equity shares held in the Company as on 31.03.2022	Nil	10,514 (0.01%) Individually 11,003 (0.01%) with his Relatives	14,023 (0.01%) individually 1,002 (0.01%) with his Relatives
Number of meetings of the Board attended during the Financial Year 2022-23	5	20	20
Terms and conditions of appointment along with details of remuneration sought to be paid	As per RBI letter Ref No. DOR.GOV. No. S3210/08.55.001/2022-23 dated 18.08.2022	<p>He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as an Independent Director of the Bank with effect from 18.01.2018.</p> <p>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.</p>	<p>He was appointed by the members in its 97th annual general meeting dated October 28, 2020, as an Independent Director of the Bank with effect from 18.01.2018.</p> <p>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.</p>
Details of last drawn remuneration	Nil	Nil (Only sitting fees for meeting of the Board and Committees)	Nil (Only sitting fees for meeting of the Board and Committees)
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (Refer Regulation 36 (3) (f) of SEBI LODR)	NA	Majority – Law, Agriculture and Rural economy	Majority – Accountancy

Annexure-B

Brief profile of Directors seeking appointment/re-appointment through Postal Ballot

1. **Mr. S Krishnan** is a veteran banker having about four decades of experience, took charge as the MD & CEO of the Bank with effect from 4th September 2022.

Earlier, he was the MD & CEO of Punjab & Sind Bank. During his period there was total transformation of the Bank on all the fields. Further, during his period, the Bank was turned around.

Prior to joining Punjab & Sind Bank as MD & CEO, he was the Executive Director of Syndicate Bank and Canara Bank from 1st November 2017 to 3rd September 2020. He spearheaded the merger process of Syndicate Bank with Canara Bank.

He started his Banking career in January 1983 at Indian Bank. In a career spanning more than three decades, he gained expertise in almost all the key areas of banking. He headed vital verticals of the Bank like Risk Management, Information Systems Security, HR etc. He was also Executive Secretary to the Board of Indian Bank.

He was a member of the Managing Committee of IBA and also alternate Chairman of IBA's Standing Committee on Agriculture & Allied Activities. He was also a member of IBA's Sub-Committee on Performance Management System in Public Sector Banks.

2. **Mr. K Nagarajan** is practicing as an Advocate at Madras High Court since 1984 with the break of 4 years from 1988 to 1992. He is having about 36 years of experience in High Court. He is panel advocate in various Companies, Banks, Corporations, etc. He was also involved in various Agriculture activities, rural activities and associated in forming societies to get better valuation for coconuts and other agriculture products.
3. **Mr. B. Vijayadurai** is practicing as a Chartered Accountant for about 24 years. Having rich knowledge and experience in Auditing, Accounting, Taxation and Finance.