

## **NOTICES OF ANNUAL GENERAL MEETINGS, BOOK CLOSURE AND E-VOTING**

**NOTICE** is hereby given that the 88<sup>th</sup>, the 89<sup>th</sup>, the 90<sup>th</sup>, the 91<sup>st</sup>, the 92<sup>nd</sup> and the 93<sup>rd</sup> Annual General Meetings of the Members of Tamilnad Mercantile Bank Limited pertaining to the years 2010, 2011, 2012, 2013, 2014 and 2015 respectively, will be held on Friday, January 29, 2016 from 10.00 a.m. onwards at Manickam Mahal, 1/1A, Tiruchendur Road, Thoothukudi – 628 003 to transact the business mentioned in the respective notices convening the said AGMs.

These Annual General Meetings (AGMs) are being convened pursuant to an order passed by the Hon'ble High Court of Madras on November 26, 2015 vacating an earlier order of the said High Court staying conduct of AGMs in a Writ Petition No. 11159 of 2011 filed by a shareholder. Hon'ble Shri Justice R. Balasubramanian (retired) has been appointed by the Hon'ble Court as the Chairman of the AGMs.

### **Book Closure:**

Notice is further given that pursuant to the provisions of Section 91 of Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, January 23, 2016 to Friday, January 29, 2016 (both days inclusive) for the purpose determining the names of members eligible to vote (including e-voting as arranged with National Securities Depository Limited) and for payment of dividends, if declared, at the 88<sup>th</sup>, the 89<sup>th</sup>, the 90<sup>th</sup> and the 91<sup>st</sup> AGMs.

### **E-voting:**

1. Individual notices along with the respective annexure (annual reports containing audited financial statements, reports of auditors and directors etc., and proxy forms and attendance slips) have been sent to persons whose names appeared in the Register of Members of the Bank as on December 22, 2015 and others entitled to receive the same either by email to the email ids registered with the Bank or by registered business parcel at the addresses registered with the Bank. A copy of the same is available on Bank's website i.e., [www.tmb.in](http://www.tmb.in) and on website of the e-voting Agency i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The dispatch of the notices has been completed on Monday, January 4, 2016.
2. The Bank is providing remote e-voting facility to the members to enable them to cast their votes electronically on the items mentioned in the notice for which Bank has engaged the services of National Security Depository Limited (NSDL) as e-voting agency. Further, the facility for **tablet based e-voting** provided by NSDL shall be made available at the AGMs and the members attending the meetings who have not cast their vote by remote e-voting shall be able to exercise their right at the meetings to cast vote electronically at the venue using handheld tablets.

3. The voting period will commence at 9:00 a.m. on Tuesday, January 26, 2016 and will end at 5.00 p.m. on Thursday, January 28, 2016 (both days inclusive). The e-voting module shall also be disabled by NSDL thereafter and e-voting shall not be allowed beyond the said date and time.
4. The e-voting rights of the members shall be reckoned on the shares held by them as on January 22, 2016 being the cut-off date for the purpose. Shareholders of the Bank holding shares as on that date **shall only** be entitled to avail the facility of remote e-voting/ tablet based e-voting at the meeting. The voting rights shall be *subject to the restrictions imposed by the Hon'ble High Court of Madras in its order dated November 26, 2015 in Writ Petition No. 11159 of 2011 and the connected Writ Petitions, on voting rights of a particular group of shareholders referred to in that Order.*
5. Members are advised to take particular care of the User ID and the Password as appearing in the multi coloured attendance slips enclosed in the packets sent to them or appearing in the .pdf file sent by NSDL to the registered e-mail ids. In the event of appointing proxies, the members may tear off that portion of attendance slip containing the user ID and Password and hand over the remaining portion alone to such proxies along with the proxy form. Sharing of passwords and resultant exercise of e-voting will be entirely at the sole risk and responsibility of the member concerned. The members are also advised to change the password after logging into the system immediately on receipt of the login credentials. Please note that the User ID and the Password are same for all the six AGMs.
6. In case a person has become a member of the Bank after the dispatch of AGM Notice but on or before the cutoff date for e-voting i.e. January 22, 2016, he/she may write to NSDL on the email id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Bank at [secretarial@tmbank.in](mailto:secretarial@tmbank.in) requesting for the Login ID and the Password.
7. The members who have not exercised remote e-voting can attend and participate in the tablet based e-voting at the AGMs. Kindly note that the members who have cast their e-vote may attend the meeting but shall not be entitled to cast their vote again at the AGMs.
8. Shri S. N. Ananthasubramanian, Senior Partner or failing him Ms. Malati Kumar, Partner of S N ANANTHASUBRAMANIAN & CO., Company Secretaries and Past President ICSI – 2013 has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process in a fair and transparent manner.
9. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Bank and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing.
10. In case of any grievance in respect of e-voting, the members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. They may also contact Shri Deepak C S, Company Secretary at Tamilnad Mercantile Bank Limited, 57, V. E. Road, Thoothukudi-628002, or at email: [secretarial@tmbank.in](mailto:secretarial@tmbank.in) or [shareholders@tmbank.in](mailto:shareholders@tmbank.in) or through phones numbers: 0461-2325136, 2321932, (Extn.305,306).

**11.** Entry to the venue of the AGMs will be permitted only on the basis of valid Attendance Slips accompanied with proof of identity. The Proxy-holder, in particular shall have to prove his identity at the time of attending the Meeting.

For Tamilnad Mercantile Bank Limited

Place : Thoothukudi  
Date : January 5, 2016

Deepak C S  
Company Secretary