



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

NOTICES OF 94th to 97th ANNUAL GENERAL MEETINGS
(2016 - 2019)

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

NOTICE OF THE 94TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 94th Annual General Meeting of the Members of Tamilnad Mercantile Bank Limited (CIN: U65110TN1921PLC001908) will be held on Thursday, the 9th of April, 2020 at 10.00 a.m. at AVM Kamalavel Mahal, 109-E, Ettayapuram Road, Thoothukudi – 628 002 to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Bank including Balance Sheet as at March 31, 2016 and the Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors along with its annexure and the Auditors Report thereon.
2. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules to the Companies Act, 2013 and the Banking Regulation Act, 1949, and in accordance with the approval of Reserve Bank of India under Section 30(1A) of the Banking Regulation Act, 1949, the appointment of M/s. Maharaj N. R. Suresh & Co., Chartered Accountants, Chennai (Firm Registration No. 01931S) as the Statutory Central Auditors of the Bank, be and is hereby ratified for the financial year ending on March 31, 2017, on a total remuneration of ₹17,00,000 and other out of pocket expenses.”

SPECIAL BUSINESS

3. 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, rules and in accordance with approval of RBI and for having paid remuneration and other out of pocket expenses to such Statutory Branch Auditors, for the year ended March 31, 2017.”

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

"RESOLVED THAT pursuant to provisions of Section 197 of The Companies Act, 2013 and Rules made thereunder, the provisions of Sections 10B, 10BB, 35B and other applicable provisions of the Banking Regulation Act, 1949 and in accordance with the approval granted by Reserve Bank of India vide its letter No. DBR.Appt.No.3980/08.55.001/2016-17 dated 03.10.2016, the approval / rectification of the Members be and is hereby accorded for increase in remuneration payable to Shri H. S. Upendra Kamath, Managing Director and CEO (DIN 02648119) with effect from April 1, 2016 with corresponding increase in other allowances and perquisites, as per details given in table given below.”

Increase in Remuneration payable of Shri H. S. Upendra Kamath, Managing Director and Chief Executive Officer (w.e.f. 1st April,2016)

Sr. No.	Items	Remuneration
1.	Salary	₹ 50,00,000/- 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).
	Perquisites	
4.	Residence	Free furnished house 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

Sr. No.	Items	Remuneration
		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 news papers 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 ₹2000 per day in case of Metro Cities, ₹1500 in case of other areas.
10.	Medical benefits	Full reimbursement of the actual medical expenses incurred by the MD & CEO and his spouse, irrespective of whether the expenses are casual medical expenses or expenses for domiciliary treatment or hospitalization
11.	Sitting fees	Not eligible
	Leave	
12.	Casual Leave	12 days per year
13.	Ordinary Leave	1 day for every 11 days
14.	Sick Leave	30 days for each completed year of service as MD & CEO
15.	Leave encashment	Ordinary leave at credit at the time of demitting office, accumulation allowed as applicable to other staff of TMBL
16.	Leave Fare Concession	Air travel for himself and family Members once in a year to and from any place in India
17.	Insurance cover	Premium for ₹15 lakh cover for journey by road, rail or air.
18.	Income Tax	The Bank shall pay the income tax, if any, for non-monetary perquisites

By order of the Hon'ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon'ble Justice R.Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting

NOTES:

1. While pronouncing the results of the 93rd AGM vide order dt.29.02.2016 passed in WA 2/2016 & WA 1752/2016, the Hon'ble High Court of Madras without pronouncing a final verdict on the question of validity of the vote polled by certain shareholder and also without recording a finding whether these votes has been calculated or not, passed an order declaring ten persons as having been elected as directors. They were permitted to take charge subject to the ultimate outcome of these proceedings. The above said proceedings are still pending before the High Court. Without concluding the 93rd AGM, the Bank was not been able to hold the Annual General Meetings for the years 2016 to 2019 (94th AGM to 97th AGM). Therefore, the Bank filed necessary applications before the Hon'ble High Court of Madras to permit the conduct of AGMs.

The Hon'ble High Court, recently, vide an order dated 06.02.2020 on the W.A No. 2 of 2016 & CMP Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP. Nos.23056 of 2019 and WMP. 22748, 22751 of 2019 was pleased to allow the conduct of all the pending Annual General Meetings, subject to the terms and conditions mentioned in the order. This annual general meeting along with the other three annual general meetings is being held on the same day, in pursuance of the said order of the Hon'ble High Court of Madras.

2. A MEMBER/BENEFICIAL OWNER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. As per Sec 105 of the Companies Act 2013 – “**Proxy shall not have right to speak at such meeting and shall not be entitled to vote except on a poll**”. The instrument of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. The proxy holder shall prove his identity at the time of

attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

In case of joint holding, only the first holder will be entitled to vote.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend the Meeting on their behalf.

3. The Register of Members and Share Transfer Books of the Bank will remain closed from March 04, 2020 to March 05, 2020 (both days inclusive) for the purpose of the AGMs. All documents referred to in the Notice and Statement will be available for inspection during business hours at the Registered Office of the Bank on all working days between 11 A.M. and 2 P.M. upto the date of the AGM. The Statutory Registers will be available for inspection by the Members at the venue of the Annual General Meeting or at the registered office of the Company during business hours, except on holidays up to and including the date of the Annual General Meeting.
4. 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 2007-08 to 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 2012-13 (2nd Interim) or any subsequent year declared by the Bank, are advised to write to the Bank immediately.
5. In terms of the order passed by the Hon'ble High Court of Madras on 06.02.2020 in Petition No. W.A.No.2 of 2016 & CMP.Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP.Nos.23056 of 2019 and WMP.22748, 22751 of 2019, Hon'ble Shri Justice.R.Balasubramanian (Former Judge of Madras High Court) has been appointed as the Chairman of the AGM.
6. Only registered Members carrying their attendance slips and holders of valid proxy forms registered with the Bank are permitted to attend the meeting and they are advised to bring the Annual Report sent to them. Members are requested to intimate

changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Bank.

7. 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 whom shares in the Bank held by such member shall vest in the event of his / her death.
8. 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.
9. Electronic copy of the Notice of the 94th Annual General Meeting and Annual Report for the year 2015 - 2016 of the Bank, *inter alia*, indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form 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 94th Annual General Meeting and Annual Report for the year 2015 - 2016 of the Bank *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may note that the Notice of the 94th Annual General Meeting and the Annual Report for year 2015 - 2016 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, upon 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.
11. With a view to be able to all respond to 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.

12. Shri. Nagendra D. Rao, Practicing Company Secretary, Bangalore has been appointed as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.

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 / Aadhar 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.

13. 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). The instructions for e-voting are given at the end in a separate page as 'Electronic voting – General instructions'. Members may please note that the user name and password for E-voting will be sent to all the shareholders 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. **Members may take particular note of Clause No. 8 of the said instructions, regarding the restricted voting rights of certain shareholders.**

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

Item No. 3

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 had 487 branches as on March 31, 2016 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 the Companies Act, 2013, requires approval by way of an ordinary resolution of the shareholders of the Bank for appointing Statutory Branch Auditors and fixing their remuneration. Since the appointment pertains to a past period, the Board of Directors had already appointed 194 numbers 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.3 of the Notice for approval of the members.

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

Item No. 4

Shri H. S. Upendra Kamath took charge as Managing Director and CEO of the Bank as appointed by the Reserve Bank of India in accordance with Sections 10B and 35B of the Banking Regulation Act, 1956 for a period of three years from July 9, 2014 on such terms and conditions as conveyed to the Bank vide Reserve Bank of India Letter DBOD. 19563/ 08.55.001/ 2013-2014 dated June 4, 2014.

Subsequently, the Board of Directors of the Company at their meeting held on 26th May, 2016 observed that the Bank had significantly benefited by the contributions made by Shri H. S. Upendra Kamath during his tenure as Managing Director. Your Board also placed on record that the Bank had witnessed overall growth in all financial parameters. In the light of the above facts, the Board of Directors of the Bank felt, it necessary to remunerate the MD & CEO adequately. Hence the Board of Directors proposed to increase the remuneration payable to Shri H. S. Upendra Kamath, Managing Director and CEO (DIN 02648119) with effect from April 1, 2016 with corresponding increase in other allowances and perquisites, as per details given in resolution and the same was

approved by RBI vide its letter ref. no DBR. Appt. No. DBR. Appt. No.3980/08.55.001/2016-17 dated 03.10.2016.”

In the proposed resolution, the proposal relating to increase in the remuneration to Shri Upendra Kamath, pursuant to the specific approval granted by RBI, is sought to be approved / ratified.

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

None of the Directors, Key managerial persons or their relatives of the Bank except Shri H. S. Upendra Kamath himself and his relatives, is concerned or interested in the said resolution.

By order of the Hon'ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon'ble Justice R.Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting

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

NOTICE OF THE 95TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 95th Annual General Meeting of the Members of Tamilnad Mercantile Bank Limited (CIN: U65110TN1921PLC001908) will be held on Thursday, the 09th of April, 2020 at 10.30 a.m. or at the conclusion of the 94th AGM, at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002 to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Bank including Balance Sheet as at March 31, 2017 and the Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors along with its annexure and the Auditors Report thereon.
2. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules of Companies Act, 2013 and the Banking Regulation Act, 1949 and in accordance with the approval of Reserve Bank of India under Section 30(1A) of the Banking Regulation Act, 1949, the appointment of M/s. Maharaj N. R. Suresh & Co., Chartered Accountants, Chennai (Firm Registration No. 01931S) as the Statutory Central Auditors of the Bank be and is hereby ratified for the financial year ending on March 31, 2018, on a total remuneration of ₹19,00,000 and other out of pocket expenses.”

SPECIAL BUSINESS

3. 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, rules and in accordance with approval of RBI and for having paid remuneration and other out of pocket expenses to such Statutory Branch Auditors, for the year ended March 31, 2018.”

By order of the Hon’ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon’ble Justice R.Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting

NOTES:

1. While pronouncing the results of the 93rd AGM vide order dt.29.02.2016 passed in WA 2/2016 & WA 1752/2016 the Hon’ble High Court of Madras without pronouncing a final verdict on the question of validity of the votes polled by certain shareholder and also without recording a finding whether these vote has been calculated or not, passed an order declaring the ten persons as having been elected as directors. They were permitted to take charge subject to the ultimate outcome of these proceedings. The above said proceedings are still pending before the High Court. Without concluding the 93rd AGM, the Bank was not been able to hold the Annual General Meetings for the years 2016 to 2019 (94th AGM to 97th AGM). Therefore, the Bank filed necessary applications before the Hon’ble High Court of Madras to permit the conduct of AGMs.

The Hon’ble High Court, recently, vide an order dated 06.02.2020 on the W.A No. 2 of 2016 & CMP Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP.Nos. 23056 of 2019 and WMP. 22748, 22751 of 2019 was pleased to allow the conduct of all the pending Annual General Meetings, subject to the terms and conditions mentioned in the order. This annual general meeting along with the other three annual general meetings is being held on the same day, in pursuance of the said order of the Hon’ble High Court of Madras.

2. A MEMBER/BENEFICIAL OWNER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A

MEMBER. As per Sec 105 of the Companies Act 2013 – **“Proxy shall not have right to speak at such meeting and shall not be entitled to vote except on a poll”**. The instrument of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

In case of joint holding, only the first holder will be entitled to vote.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend the Meeting on their behalf.

3. The Register of Members and Share Transfer Books of the Bank will remain closed from March 04, 2020 to March 05, 2020 (both days inclusive) for the purpose of the AGMs. All documents referred to in the Notice and Statement will be available for inspection during business hours at the Registered Office of the Bank on all working days between 11 A.M. and 2 P.M. upto the date of the AGM. The Statutory Registers will be available for inspection by the Members at the venue of the Annual General Meeting or at the registered office of the Company during business hours, except on holidays, upto and including the date of the Annual General Meeting.
4. 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 dematerialised form with effect from 2nd October, 2018. In view of the above, members are advised to dematerialise shares held by them in physical form.
5. 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 2007-08 to 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 2012-13(2nd Interim) or any subsequent year declared by the bank, are advised to write to the Bank immediately.
6. In terms of the order passed by the Hon'ble High Court of Madras on 06.02.2020 in Petition No. W.A.No.2 of 2016 & CMP.Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP.Nos.23056 of 2019 and WMP.22748, 22751 of 2019, Hon'ble Shri Justice.R.Balasubramanian (Former Judge of Madras High Court), has been appointed as the Chairman of the AGM.
 7. Only registered Members carrying their attendance slips and holders of valid proxy forms registered with the Bank are permitted to attend the meeting and they are advised to bring the Annual Report sent to them. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Bank
 8. 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 whom shares in the Bank held by such member shall vest in the event of his / her death.
 9. 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.
 10. Electronic copy of the Notice of the 95th Annual General Meeting and Annual Report for the year 2016 - 2017 of the Bank, *inter alia*, indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form 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 95th Annual General Meeting and Annual Report for the year 2016-2017 of the Bank *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. Members may note that the Notice of the 95th Annual General Meeting and the Annual Report for the year 2016 - 2017 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, upon making a request for the same by post. For any communication. The shareholders may also send requests / any other communication to the Company's investor email id: shareholders@tmbank.in.
12. 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.
13. Shri. Nagendra D. Rao, Practicing Company Secretary, Bangalore has been appointed as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.

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 / Aadhar 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.

14. 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). The instructions for e-voting are given at the end in a separate page as

'Electronic voting – General instructions'. Members may please note that the user name and password for E-voting will be sent to all the shareholders 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. **Members may take particular note of Clause No. 8 of the said instructions, regarding the restricted voting rights of certain shareholders.**

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

Item No. 3

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 had 505 branches as on March 31, 2017 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 the Companies Act, 2013, require approval by way of an ordinary resolution of the shareholders of the Bank for appointing Branch Auditors and fixing their remuneration. Since the appointment pertains to a past period, the Board of Directors had already appointed 186 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.3 of the Notice for approval 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 Hon'ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon'ble Justice R.Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting



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

NOTICE OF THE 96TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 96th Annual General Meeting of the Members of Tamilnad Mercantile Bank Limited (CIN: U65110TN1921PLC001908) will be held on Thursday, the 09th of April, 2020 at 11.00 a.m. or at the conclusion of the 95th AGM, at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002 to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Bank including Balance Sheet as at March 31, 2018 and the Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors along with its annexure and the Auditors Report thereon.
2. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules of Companies Act, 2013 and Banking Regulation Act, 1949 and in accordance with the approval of Reserve Bank of India 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 the Statutory Central Auditors of the Bank be and is hereby ratified for the financial year ending on March 31, 2019, on a total remuneration of ₹19,00,000 and other out of pocket expenses.”

SPECIAL BUSINESS

3. 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, rules and in accordance with approval of RBI and for having paid remuneration and other out of pocket expenses to such statutory Branch Auditors, for the year ended March 31, 2019.”

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

"RESOLVED THAT pursuant to provisions of Section 197 of the Companies Act, 2013 and Rules made thereunder, the provisions of Sections 10B, 10BB, 35B and other applicable provisions of the Banking Regulation Act, 1949 and in accordance with the approval granted by Reserve Bank of India vide its letter No. DBR. Appt. No. 12067/08.55.001/2016-17 dated April 10, 2017 and further to the recommendation of the Nomination and Remuneration Committee at their meeting held on January 25, 2017 and approval of the Board of Directors of the Company at their Meeting held on September 4, 2017, the approval by way of ratification of the Members be and is hereby accorded for the appointment and payment of remuneration to Shri K. V. Rama Moorthy (DIN 07034994), as Managing Director and CEO with effect from September 4, 2017 (the date of joining) for a period of three years on such terms and conditions as specified by RBI vide their approval letter dated April 10, 2017.”

Details of remuneration to Shri K. V. Rama Moorthy, Managing Director and Chief Executive Officer w.e.f. September 4, 2017 :

Sr. No.	Items	Remuneration
1.	Salary	₹45,00,000/- per annum (applicable for the entire period of contract of three years)
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.

Sr. No.	Items	Remuneration
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 news papers 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.
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

Sr. No.	Items	Remuneration
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

By order of the Hon'ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon'ble Justice R.Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting

NOTES:

1. While pronouncing the results of the 93rd AGM vide order dt. 29.02.2016 passed in WA 2/2016 & WA 1752/2016 the Hon'ble High Court of Madras without pronouncing a final verdict on the question of validity of the vote polled by certain shareholder and also without recording a finding whether these vote has been calculated or not, passed an order declaring ten persons as having been elected as directors. They were permitted to take charge subject to the ultimate outcome of these proceedings. The above said proceedings are still pending before the High Court. Without concluding the 93rd AGM, the Bank was not been able to hold the Annual General Meetings for the years 2016 to 2019 (94th AGM to 97th AGM). Therefore, the Bank filed necessary applications before the Hon'ble High Court of Madras to permit the conduct of AGMs.

The Hon'ble High Court, recently, vide an order dated 06.02.2020 on the W.A No. 2 of 2016 & CMP Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP. Nos.23056 of 2019 and WMP.22748, 22751 of 2019 was pleased to allow the conduct of all the pending Annual General Meetings, subject to the terms and conditions mentioned in the order. This annual general meeting along with the other three annual general meetings is being held on the same day, in pursuance of the said order of the Hon'ble High Court of Madras.

2. A MEMBER/BENEFICIAL OWNER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A

MEMBER. As per Sec 105 of the Companies Act 2013 – **“Proxy shall not have right to speak at such meeting and shall not be entitled to vote except on a poll”**. The instrument of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

In case of joint holding, only the first holder will be entitled to vote.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend the Meeting on their behalf.

3. The Register of Members and Share Transfer Books of the Bank will remain closed from March 04, 2020 to March 05, 2020 (both days inclusive) for the purpose of the AGMs. All documents referred to in the Notice and Statement will be available for inspection during business hours at the Registered Office of the Bank on all working days between 11 A.M. and 2 P.M. upto the date of the AGM. The Statutory Registers will be available for inspection by the Members at the venue of the Annual General Meeting or at the registered office of the Company during business hours, except on holidays upto and including the date of the Annual General Meeting.
4. 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 dematerialised form with effect from 2nd October, 2018. In view of the above, members are advised to dematerialise shares held by them in physical form.
5. In terms of the relevant provisions of Section 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 2007-08 to 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 2012-13(2nd Interim) or any subsequent year declared by the Bank, are advised to write to the Bank immediately.

6. In terms of the order passed by the Hon'ble High Court of Madras on 06.02.2020 in Petition No. W.A.No.2 of 2016 & CMP.Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP.Nos.23056 of 2019 and WMP.22748, 22751 of 2019, Hon'ble Shri Justice.R.Balasubramanian (Former Judge of Madras High Court), has been appointed as the Chairman of the AGM.
7. 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, for the financial year 2017-18, the Bank had the transferred 15,55,605 Equity shares of Rs. 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.
8. Only registered Members carrying their attendance slips and holders of valid proxy forms registered with the Bank are permitted to attend the meeting and they are advised to bring the Annual Report sent to them.
9. 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 whom shares in the Bank held by such member shall vest in the event of his / her death.

10. 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.
11. Electronic copy of the Notice of the 96th Annual General Meeting and Annual Report for the year 2017-2018 of the Bank, *inter alia*, indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form 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 96th Annual General Meeting and Annual Report for the year 2017 - 2018 of the Bank *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may note that the Notice of the 96th Annual General Meeting and the Annual Report for the years 2017-18 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, upon 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.
13. 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.
14. Shri. Nagendra D. Rao, Practicing Company Secretary, Bangalore has been appointed as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.

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 / Aadhar Card / Bank Pass Book / Voter Card / Driving Licence

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.

15. 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). The instructions for e-voting are given at the end in a separate page as 'Electronic voting – General instructions'. Members may please note that the user name and password for E-voting will be sent to all the shareholders 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. **Members may take particular note of Clause No. 8 of the said instructions, regarding the restricted voting rights of certain shareholders.**

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

Item No. 2

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.no.DBS.ARS.No.1997/08.25.005/ 2018-19 dated 16.10.2018 on the appointment of M/s. G. Balu Associates LLP, Chartered Accountants, Chennai as the Statutory Central Auditors of the Bank for the year 2018-19, the resolution proposing ratification 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 2018-19. A total remuneration of ₹19.00 lakh

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. 2 of the Notice for approval of the Members.

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

Item No. 3

As per the provisions of Section 143 of Companies Act, 2013, Branch offices of the Bank have to be audited by the Statutory Auditors or by other qualified auditors. The Bank had 509 branches as on March 31, 2018 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. Since the appointment pertains to a past period, the Board of Directors had already appointed 194 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.3 of the Notice for approval of the members.

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

Item No. 4

Shri K. V. Rama Moorthy was appointed by the Board of Directors of the Bank at their meeting held on 4th September, 2017 as Managing Director and CEO of the Bank pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on 25th January, 2017. The Bank had received the approval of the Reserve Bank of India for the aforesaid appointment 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 three years from the date of taking charge (he took charge on September 4, 2017) (on such terms and conditions as conveyed to the Bank vide Reserve Bank of India letter no.12067/08.55.001/2016-17 dated April 10th 2017. The Members may note that a resolution regarding the appointment and payment of remuneration of Shri. K. V. Rama Moorthy is part of the agenda of the 96th Annual General Meeting.

Even though, the provisions of Section 197 of the Companies Act, 2013 relating to appointment of managerial persons are not applicable to Banking Companies, payment of remuneration to Managerial Personnel requires the approval of the shareholders. The appointment of Managing Director & CEO of the Bank which is already approved by RBI under Section 35B of the Banking Regulation Act, 1949 and thus does not require any specific approval from the Members. However, the resolution is put forth for the approval of the member for the terms of payment of remuneration. However, as a matter of compliance and better corporate governance, resolution for both the appointment and the payment of remuneration are placed before the Members for approval.

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

None of the Directors, Key Managerial Persons or their relatives of the bank except Mr. 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	59 years
Qualification	BSC (Agri), CAIIB
Experience	38 years
Terms and conditions of appointment and details of remuneration	As per the RBI approval letter DBR. Appt. No. 12067 / 08.55.001 / 2016-17 dated April 10, 2017
Remuneration last drawn	Rs.23,76,837/-
Date of first appointment on Board	4.09.2017
Shareholding in Company	Nil
Relationship with other Directors	Nil
Number of Meetings of Board attended	Nil
Directorships in other Companies	Nil
Other memberships/chairmanships of committees of other Boards	14

By order of the Hon'ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon'ble Justice R.Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting

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NOTICE OF THE 97TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 97th Annual General Meeting of the Members of Tamilnad Mercantile Bank Limited (CIN: U65110TN1921PLC001908) will be held on Thursday, the 09th of April, 2020 at 11.30 a.m. or at the conclusion of the 96th AGM, at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628002 to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2019 and the Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors along with its annexure and the Auditors Report thereon
2. 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, 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.DBS.ARS.No. 980/08.25.005/2019-20 dt.13th August, 2019, under Section 30(1A) of the Banking Regulation Act, 1949, M/s. G Balu Associates LLP, Chartered Accountants, Chennai (Firm Registration No. 000376S) be and is hereby appointed as the Statutory Central Auditors of the Bank for 2nd term for the financial year ending on March 31, 2020, on a total remuneration of ₹21,00,000/- and reimbursement of other out of pocket expenses.”

SPECIAL BUSINESS

3. 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, 2020.”

4. To consider and if thought fit, to pass, with or without modification the following resolutions as **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 49C read with Section 12(1)(i) of the Banking Regulation Act, 1949, Section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder and pursuant to Article 3 and 9 of the Articles of Association of the Company and subject to the approval of any statutory authorities as may be required, the approval of the members of the Bank, be and is hereby accorded to reduce the Authorized Share Capital of the Bank from ₹500,00,00,000/- (Rupees Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores only) Equity shares of ₹10/- each to ₹280,00,00,000/- (Rupees Two Hundred and Eighty Crores Only) divided into 28,00,00,000 (Twenty Eight Crores only) Equity shares of ₹10/- (Rupees Ten only) by way of cancellation of ₹220,00,00,000/- (Rupees Two Hundred and Twenty Crores Only) divided into 22,00,00,000 (Twenty Two Crores only) Equity shares of ₹10/- (Rupees Ten only) which, at the date of the passing of this resolution have not been taken or agreed to be taken by any person and thus diminish the amount of its authorized share capital by the amount of the shares so cancelled and consequently the existing clause V of the Memorandum of Association of the bank, relating to the authorized share capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new clause V.

V. The Authorised share capital of the Company is ₹280,00,00,000/- (Rupees Two Hundred and Eighty Crores Only) divided into 28,00,00,000 (Twenty Eight Crores only) Equity shares of ₹10/- each (Rupees Ten only), with the power to increase or decrease the capital consistent with the rules and regulations of the Bank and in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors shall have the liberty to make such changes, if any, in the proposed amendment, as may be stipulated by the Reserve Bank of India while according its ‘no objection’ under Section 49C of the Banking Regulation Act, 1949, for carrying out the amendment”

“RESOLVED FURTHER THAT the Managing Director and CEO and the Company Secretary of the Bank be and is hereby authorized severally to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Bank and its members in connection with and relating to the reduction in the Authorised Share Capital of the Company, including making necessary application to the statutory authorities as may be required for their approval and for any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving

effect to the Share Capital reduction, or to any modifications thereof, and as the Board may in its absolute discretion deem fit and proper in the best interest of the Bank without being required to seek any further consent or approval of the members or otherwise, including filing of necessary forms with Registrar of Companies and to make necessary intimations to Reserve Bank of India and to such other acts and deeds as may be expedient in this regard.”

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

“**RESOLVED THAT**, in accordance with and subject to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force), (collectively referred to as the “**Companies Act, 2013**”) and the provisions of the Memorandum of Association of the Bank and Articles of Association of the Bank and in accordance with and subject to provisions of the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (“**SCRA**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and any other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India, the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the Department for Promotion of Industry and Internal Trade, Government of India (“**DPIIT**”), the Registrar of Companies, Tamil Nadu at Chennai (“**RoC**”) or any other competent authority from time to time, (collectively “**Applicable Laws**”) and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Bank of face value ₹10 each (the “**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”) and subject to the approval of relevant government, statutory and/or regulatory authorities, including DPIIT, SEBI, RBI, Department of Economic Affairs, Ministry of Finance, RoC, Stock Exchanges and such other relevant statutory and other authorities and departments and such other approvals, permissions and sanctions, as may be necessary, consents from the third parties (including lenders of the Bank), and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval and sanction of the shareholders of the Bank be and is hereby granted to create, offer, issue and allot, for cash, up to 1,58,40,000 equity shares of the Bank of face value ₹ 10 each (the “**Equity Shares**”) pursuant to a fresh issue of Equity Shares (the “**Fresh Issue**”) and pursuant to the provisions of Section 28 and other applicable provisions, if any, of the Companies Act, 2013, the consent and approval of the shareholders of the Company be and is hereby accorded to transfer up to 71,25,570

Equity Shares, out of the issued and paid-up share capital of the Company ranking pari-passu with the existing Equity Shares, by way of an offer for sale by certain of its existing equity shareholders of the Bank, for such number of Equity Shares held by them which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (including such shares that may be sold to certain investors by the existing shareholders prior to the filing of the red herring prospectus with the RoC) (the “**Offer for Sale**” and such shareholders, the “**Selling Shareholders**”; the Offer for Sale together with the Fresh Issue, the “**Offer**” or the “**IPO**”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Bank in consultation with the book running lead managers to the IPO (“**BRLMs**”) and on the terms and conditions as the board of directors of the Bank (“**Board**” and which term shall include any duly constituted committee thereof) may, in consultation with the BRLMs, decide, to (i) foreign investors, such as registered foreign portfolio investors and non-resident Indians, (ii) mutual funds, alternative investment funds, public financial institutions, scheduled commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, national investment fund, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, systemically important non-banking financial companies, (iii) trusts/societies registered under the Societies Registration Act, 1860, (iv) employees and/or workers of the Bank, (v) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, provided that such number of additional Equity Shares to the extent of up to 1% of the net offer to the public or such other extent as may be permitted by the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off to the nearest integer while finalising the basis of allotment including the issue and allotment/ transfer of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, as the Board may decide in consultation with the BRLMs and as may be permissible under Applicable Laws, such that, the minimum offer and allotment of Equity Shares to the public in the IPO will be for at least 10% of the post-IPO paid up Equity Share capital of the Bank in accordance with Applicable Laws.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to invite the existing shareholders of the Bank to participate in the IPO upto 71,25,570 Equity Shares by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine (subject to proportionate number of Equity

Shares being accepted as part of Offer for Sale, in case the number of Equity Shares offered are more than the Offer for Sale size of upto 71,25,570 Equity Shares).

“RESOLVED FURTHER THAT subject to the market conditions and other considerations, the Board (including any authorised committee of the Board) shall have the right to make such modifications to the size of Fresh Issue, Offer for Sale and / or the Pre-IPO Placement (defined below) as may be necessary while ensuring that the Fresh Issue does not exceed 1,58,40,000 Equity Shares and the Offer for Sale does not exceed 71,25,570 Equity Shares, without being required to seek any further consent or approval of the members of the Bank”

“RESOLVED FURTHER THAT, in accordance with the provisions of Sections 28 and any other applicable provisions, if any, of the Companies Act, 2013, the consent, approval and sanction of the shareholders is hereby accorded to transfer up to such number of Equity Shares at such price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, to certain investors prior to filing of the red herring prospectus with SEBI (**“Pre-IPO Placement”**), in light of the then prevailing market conditions and in accordance with the Companies Act 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement or any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. The number of shares being offered (as part of the Offer for Sale) in the IPO would be reduced to the extent of Equity Shares offered and sold under Pre-IPO Placement, if any.”

“RESOLVED FURTHER THAT the Equity Shares so allotted/transferred in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Bank and shall rank *pari passu* in all respects with the existing Equity Shares, provided that the investors who are allotted or transferred Equity Shares pursuant to the IPO shall be entitled to participate in dividends, if any, declared by the Bank after the allotments and transfer of Equity Shares pursuant to the IPO, in compliance with the Applicable Laws.”

“RESOLVED FURTHER THAT subject to Applicable Laws, the Equity Shares allotted/transferred pursuant to the IPO shall be listed at one or more recognised stock exchanges in India.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the

purpose of giving effect to the above resolutions to any committee or any officers of the Bank.”

“**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the IPO, including, without limitation, the following:

- (i) constituting a committee for the purposes of the issue, offer and allotment/transfer of the Equity Shares, and other matters in connection with or incidental to the IPO, including approving the timelines of the IPO, the price band, the basis of allocation and the issue price, determining the anchor investor (“**Anchor Investor**”) portion, if any and allocating such number of Equity Shares to Anchor Investors as decided by the Board in consultation with [the Selling Shareholders and] the BRLMs in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under the applicable laws, including as per the SEBI Listing Regulations;
- (ii) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the draft red herring prospectus (“**DRHP**”) filed with Securities and Exchange Board of India, as may be required;
- (iii) to take all actions as may be necessary or authorized, in connection with the Offer for Sale, including inviting of existing shareholders to participate in the Offer for Sale of Equity Shares held by them and taking on record the approval of the Offer for Sale by the Selling Shareholders; ;
- (iv) to grant authorisation to MD & CEO or Company Secretary (Compliance officer appointed as per Regulation 23 of the SEBI ICDR Regulations) of the Bank or other officer or officers of the Bank, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares;
- (v) giving or authorising any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (vi) to approve suitable policies as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law, or may be deemed necessary by the Board or any such committee.

- (vii) to approve any corporate governance requirement that may be considered necessary by the Board or a committee of the Board or as may be required under Applicable Laws, in connection with the IPO and the listing of the Equity Shares on the Stock Exchanges;
- (viii) to authorize and approve notices, corrigendum, addendum, advertisements in relation to the IPO in consultation with the relevant intermediaries appointed for the IPO.
- (ix) to appoint and enter into arrangements with the BRLMs, underwriters, syndicate members, brokers, advisors, escrow collection bank(s), sponsor bank, registrars, refund banks, public issue account bank(s), legal counsel, printer, advertising agencies and any other agencies or persons or intermediaries to the IPO and to negotiate and finalise the terms of their appointment;
- (x) to seek, if required, the consent of the lenders to the Bank and/or the lenders to the subsidiaries of the Bank, industry data providers, parties with whom the Bank has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Bank, any concerned government and regulatory authorities in India or outside India, and any other consent, approval or waiver that may be required in connection with the IPO, if any or any actions connected therewith;
- (xi) to approve the list of 'material group companies' of the Bank, identified pursuant to the materiality policy adopted by the Board in this regard, for the purposes of disclosure in the DRHP, RHP and the Prospectus;
- (xii) to make applications to, seek clarifications, exemptions and obtain approvals from, if necessary, the RBI, the SEBI or any other statutory or governmental authorities in connection with the IPO and, wherever necessary, incorporate such modifications/ amendments/ alterations/ corrections as may be required in the DRHP, the RHP and the Prospectus;
- (xiii) to negotiate, finalise, settle, execute and deliver or arrange the delivery of the BRLMs' mandate or engagement letter, the offer/issue agreement, registrar agreement, advertising agency agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever, including any amendment(s) or, corrigendum or addenda thereto, including with respect to the payment of commissions, brokerages and fees, with the BRLMs, registrar to the IPO, legal advisors, auditors, Stock Exchanges and any other agencies/intermediaries in connection with the IPO with the power

to authorise one or more officers of the Bank to negotiate, execute and deliver all or any of the aforesaid documents;

- (xiv) to open and operate any bank account(s) required of the Bank (including under Section 40(3) of the Companies Act, 2013) for the purposes of the IPO and the Pre-IPO Placement, if any, including the cash escrow account, the public issue account, as may be required and to authorise MD & CEO and Company Secretary of the Bank to execute all documents/deeds/instructions as may be necessary in this regard;
- (xv) to finalise, approve, adopt, deliver and arrange for, in consultation with the BRLMs, submission of the DRHP, the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (including amending, varying or modifying the same, as may be considered desirable or expedient) and the preliminary and final international wrap for the IPO together with any addenda, corrigenda and supplement thereto as finalised in consultation with the BRLMs, in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI or any other relevant governmental and statutory authority and to submit undertakings/certificates or provide clarifications to SEBI or any other relevant governmental and statutory authority;
- (xvi) to approve the relevant audited and restated financial statements to be included in the offer documents in connection with the IPO;
- (xvii) to issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Bank with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices, regulations and applicable law, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Bank to sign all or any of the afore stated documents;
- (xviii) to seeking the listing of the Equity Shares on any Indian stock exchange and make applications for listing of the Equity Shares on the Stock Exchange for listing of the Equity Shares of the Bank and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xix) accept and appropriate net proceeds of the Fresh Issue in accordance with the Applicable Laws;

- (xx) to do all such deeds and acts as may be required to dematerialise the Equity Shares of the Bank and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Bank to execute all or any of the aforestated documents;
- (xxi) to authorise and approve the incurring of expenditure and payment of fees, commissions, brokerage, processing fees, remuneration and expenses in connection with the IPO;
- (xxii) to withdraw the DRHP or the RHP or to decide not to proceed with the IPO at any stage in accordance with the SEBI ICDR Regulations and applicable laws;
- (xxiii) to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in consultation with the BRLMs, deem necessary or desirable for the IPO, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxiv) to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the IPO, including with respect to the issue, transfer offer or allotment of the Equity Shares, terms of the IPO, utilisation of the IPO proceeds, appointment of intermediaries for the IPO and such other issues as it may, in its absolute discretion deem fit;
- (xxv) to take such action, give such directions, as may be necessary or desirable as regards the IPO and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the IPO, as are in the best interests of the Bank; and
- (xxvi) to negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as may be deemed necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the IPO. Any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board.

“RESOLVED FURTHER THAT Company Secretary is hereby appointed as the Compliance Officer in accordance with Regulation 23 of the SEBI ICDR Regulations and Regulation 6 of the SEBI Listing Regulations who shall perform various acts, deeds and functions and be responsible for monitoring compliance in accordance with applicable law including the Securities and Exchange Board of India Act, 1992, the SEBI ICDR Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, and the SEBI Listing Regulations and the rules and regulations made thereunder and the regulations, general or special orders, guidelines or circulars made or issued by SEBI or any other regulatory authority for redressal of investors’ grievances and any other ancillary activities in relation to the IPO under Applicable Laws.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to exercise all or any of the powers conferred on the Board vide this resolution, in such manner as the Board may deem fit and in the best interests of the Bank, without being required to seek any further consent or approval (of the members of the Bank or otherwise) to such end and intent, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and that may be exercised by the Board or such committee.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Bank, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute and deliver any and all such deeds, documents, instruments and writings and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in their absolute discretion in order to carry out the purposes and intent of the foregoing resolutions for the IPO including to pay any fees and commission and incur expenses in relation thereto; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Bank in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Bank, as the case may be.”

“RESOLVED FURTHER THAT Managing Director & CEO and Company Secretary, be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, undertakings, declarations, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.”

“RESOLVED FURTHER THAT in relation to the IPO, any decision regarding the IPO may be made by the Bank together with, or in consultation with the Selling

Shareholders and the BRLMs as may be mutually agreed upon in terms of any agreement in connection with the IPO.

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of the Managing Director & CEO or the Company Secretary (Compliance Officer) wherever required.”

6. 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 Sections 88, 94 and any other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members of the Company be and is hereby granted for keeping the registers of members, debenture holders and other security holders and such other related registers, documents, records, etc. of the Bank, at the office of the Company’s Registrars and Transfer Agents, (Registrars) to be appointed, in addition to keeping the same at the registered office of the Company at No. 57, V.E. Road, Thoothukudi – 628002.”

“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorised to do all such acts, deeds, matters and things as the Board in its absolute discretion deems necessary or desirable in connection with the selection and appointment of the Registrars and Transfer Agents.”

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), Banking Regulation Act, 1949 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 :

Existing Regulation No.	Heading	Proposed amendment (The entire set of Articles of Association after giving effect to all the amendments proposed is given in the explanatory statement)
	Increase in Capital	After existing Regulation 7, a new Regulation 7(a)

<p style="text-align: center;">7</p>	<p>how carried out</p>	<p>be inserted and read as under:</p> <p>7(a) (i) The Bank shall issue the securities only in dematerialised form and facilitate dematerialisation of all its existing securities in accordance with provisions of the Depositories Act, 1996 and regulations made there under.</p> <p>(ii) In case of any offer for issue of any shares or securities or buyback of such shares or securities or issue of bonus shares or rights offer by the Bank, the same shall be issued only in dematerialized form in accordance with the provisions of Depositories Act, 1996 and Companies Act, 2013 read with rules made thereunder.</p> <p>(iii) Every holder of shares or securities of the Bank, who intends to transfer such shares or securities, shall mandatorily get such shares or securities in dematerialised form in accordance with the provisions of Depositories Act, 1996 failing which the Bank shall not give effect to such transfer of shares or securities.</p> <p>(iv) Every holder of shares or securities of the Bank, who intends to subscribe to any shares or securities of the bank (whether by way of private placement or bonus shares or rights offer) shall ensure that all his existing shares or securities are held in dematerialized form before such subscription.</p>
<p style="text-align: center;">16</p>	<p>Share Certificate</p>	<p>The existing Regulation 16 be and is hereby deleted and in its place new Regulation 16 (1) and (2) be inserted and read as under:</p> <p>(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 countersigned by the Whole Time Chairman or by the Company</p>

		<p>Secretary or by any person or persons appointed for the purpose by the Board of 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.</p> <p>(2)The provisions of Regulation 16(1) shall not apply to promoters, directors, key managerial personnel of the Bank who shall mandatorily hold their shares or securities in dematerialised form only.</p>
46	By whom transfer deed to be executed	<p>The existing Regulation 46 be renumbered as 46 (i) and a new Regulation 46(ii) be inserted and read as under:</p> <p>46 (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.</p>
47	Form of Transfer	<p>The existing Regulation 47 be deleted and a new Regulation 47 be inserted and read as under:</p> <p>Consequent to the introduction of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014, The transfer of shares or securities of the Bank effected before 2nd October, 2018, shall be made in the form prescribed under Section 56(1) of the Companies Act, 2013 and the rules made thereunder.</p>
54A(2)	Bank to recognize interest in dematerialized securities under Depositories Act	<p>The existing Regulation 54A(2) be deleted and a new Regulation 54A(2) be inserted and read as under :</p> <p>Consequent to the introduction of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014, the Bank or the investor respectively shall mandatorily issue/ hold and exercise their</p>

		option for such issue of shares or securities in electronic mode and the certificates in respect thereof shall be dematerialised in which even the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act.
54A(3)	Dematerialization/ Rematerialization of Securities	The existing Regulation 54A (3) be deleted and a new Regulation 54A (3) be inserted and read as under: Subject to Regulation 7(a), the Bank shall dematerialize its existing shares or securities, rematerialize shares or securities held in Depositories and / or offer its fresh securities in dematerialized form pursuant to the Depositories Act and the rules framed thereunder, if any.
54A(9)	Options for Investor	The existing Regulation 54A (9) be deleted and a new Regulation 54A (9) be inserted and read as under: Subject to Regulation 7(a), every person subscribing to the shares or securities offered by the Bank shall hold such shares or securities only with a depository and the bank shall intimate such depository the details of allotment of shares or securities and on receipt of the information the depository shall enter in its record the name of the allottee as the beneficial owner of the shares or security. Such a person who is the beneficial owner of the shares or securities except promoters, directors, key managerial personnel of the Bank can at any time opt out of a depository, if permitted by law, in respect of any share or security in the manner provided by the Depositories Act, and the bank shall in the manner and within the time prescribed issue to the beneficial owner the required certificates of shares or securities.
91	Qualifications of Directors	The existing Regulation 91 be deleted and a new Regulation 91 be inserted and read as under:

		<p>91. No qualification shares are required to be held by the Directors of the Bank.</p> <p>91.1.a. In order to be eligible for appointment as a Director of the Bank, a person shall be</p> <ol style="list-style-type: none"> i. between 35 and 70 years of age: ii. he shall be a graduate except in the case of Directors to be selected for the categories of farmers, depositors, artisans, etc., and iii. he shall not be a Member of Parliament / Member of Legislative Assembly / Member of Legislative Council <p>91.1.b. The Bank shall undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a Director on the Board based on qualification, expertise, track record, integrity and other fit and proper criteria on the basis of information / declaration from the proposed / existing Directors at the time of appointment / renewal of appointment. The Board shall constitute a Nomination Committee consisting of Directors as may be decided by the Board to undertake the process of due diligence. The Nomination Committee shall on the basis of the declaration / information furnished by the proposed Directors and after making necessary enquiry, if deemed necessary, shall decide on the acceptance of the persons as Directors of the Bank.</p> <p>91.1.c. The Bank shall obtain, annually, a declaration as to the change in the information furnished earlier and a Deed of Covenant executed by each Director.</p>
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RESOLVED FURTHER THAT the aforesaid alteration of the Articles of Association of the Company be and is hereby approved and the substituted clauses of the Articles of Association be adopted as the Articles of Association of the Company.

By order of the Hon'ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon'ble Justice R. Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting

NOTES:

1. While pronouncing the results of the 93rd AGM vide order dt.29.02.2016 passed in WA 2/2016 & WA 1752/2016 the Hon'ble High Court of Madras without pronouncing a final verdict on the question of validity of the vote polled by the certain shareholder and also without recording a finding whether these votes has been calculated or not, passed an order declaring ten persons as having been elected as directors They were permitted to take charge subject to the ultimate outcome of these proceedings. The above said proceedings are still pending before the High Court. Without concluding the 93rd AGM, the Bank was not been able to hold the Annual General Meetings for the years 2016 to 2019 (94th AGM to 97th AGM). Therefore, the Bank filed necessary applications before the Hon'ble High Court of Madras to permit the conduct of AGMs.

The Hon'ble High Court, recently, vide an order dated 06.02.2020 on the W.A No. 2 of 2016 & CMP Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP. Nos.23056 of 2019 and WMP. 22748, 22751 of 2019 was pleased to allow the conduct of all the pending Annual General Meetings, subject to the terms and conditions mentioned in the order. This annual general meeting along with the other three annual general meetings is being held on the same day, in pursuance of the said order of the Hon'ble High Court of Madras.

2. A MEMBER/BENEFICIAL OWNER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. As per Sec 105 of the Companies Act 2013 – **“Proxy shall not have right to speak at such meeting and shall not be entitled to vote except on a poll”**. The instrument of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total paid up share capital of the Company. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

In case of joint holding, only the first holder will be entitled to vote.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend the Meeting on their behalf.

3. The Register of Members and Share Transfer Books of the Bank will remain closed from March 04, 2020 to March 05, 2020 (both days inclusive) for the purpose of the AGM, All documents referred to in the Notice and Statement will be available for inspection during business hours at the Registered Office of the Bank on all working days between 11 A.M. and 2 P.M. upto the date of the AGM. The Statutory Registers will be available for inspection by the Members at the venue of the Annual General Meeting or at the registered office of the Company during business hours, except on holidays upto and including the date of the Annual General Meeting.
4. 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.
5. 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 2007-08, to 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 2012-13 (2nd Interim) or any subsequent year declared by the Bank, are advised to write to the Bank immediately.
6. In terms of the order passed by the Hon’ble High Court of Madras on 06.02.2020 in Petition No. W.A.No.2 of 2016 & CMP.Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP.Nos.23056 of 2019 and WMP.22748, 22751 of 2019, Hon’ble Shri Justice.R.Balasubramanian (Former Judge of Madras High Court) was appointed as the Chairman of the AGM.
7. 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 2018-19 the Company had transferred 1,53,807 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.

8. Only registered Members carrying their attendance slips and holders of valid proxy forms registered with the Bank are permitted to attend the meeting and they are advised to bring the Annual Report sent to them.
9. 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 whom shares in the Bank held by such member shall vest in the event of his / her death.
10. 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.
11. Electronic copy of the Notice of the 97th Annual General Meeting and Annual Report for 2018-19 of the Bank, *inter alia*, indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form 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 97th Annual General Meeting and Annual Report for the year 2018-19 of the Bank *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may note that the Notice of the 97th Annual General Meeting and the Annual Report for 2018-19 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, upon making a request for the same by post. For any communication, the shareholders may also send requests any other communication to the Company's investor email id: shareholders@tmbank.in.

13. 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.
14. Shri. Nagendra D. Rao, Practicing Company Secretary, Bangalore has been appointed as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.

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 / Aadhar 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

15. 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). The instructions for e-voting are given at the end in a separate page as ‘Electronic voting – General instructions’. Members may please note that the user name and password for E-voting will be sent to all the shareholders 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 **Members may take particular note of Clause No. 8 of the said instructions, regarding the restricted voting rights of certain shareholders.**

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

General:

Out of the Board strength of the 11 directors, there would be ten directors at present including the Managing Director and CEO. There are two nominee director of the Reserve Bank of India also on the Board.

As per the Hon'ble High Court of Madras order dated 06.02.2020, the election of Directors can be taken up at the 97th AGM, being the last of the four AGMs, to be conducted together and notice for candidature of directors will be informed to shareholders through Newspaper publications and the candidatures for directorship can be proposed up to 14 days before the meeting

The composition of the Board to be compliant with the provisions of the Act would require appointment of Independent Directors and a woman Director. Considering the present Board strength of 11 directors, the Bank is required to appoint a minimum of 2 Independent Directors. Further, once the Bank's shares are listed with the stock exchanges, the Bank will also be required to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the Chairman of the Bank is expected to be part time non-executive in nature, the Bank would be required to appoint at least 4 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 DBOD.No.BC.104/08.139.001/2003-04 dated June 25,2004 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 name in the database of Independent director maintained by the Institute of Corporate Affairs.

It is pertinent to note that out of the 10 vacancies that would be created, at least five Directors have to be from the sectors referred to in Section 10 A (2) of Banking Regulation Act, 1949 and one of them should be a woman director and four should be independent directors. All these requirements need not be mutually exclusive, i.e. five from the majority sector can include the four independent and a woman.

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. 3

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 had 509 branches as on March 31, 2019 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 195 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.3 of the Notice for approval of the members.

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

Item No. 4

As the Shareholders are aware, the authorized share capital of the Bank was increased from ₹10.00 Crores to ₹500.00 Crores at the 93rd Annual General Meeting of the Bank held on 29.01.2016 contemplating broad basing the capital through Initial Public Offer and other means. However, in the said AGM though the increase of authorized share capital was voted with requisite majority the other resolution for IPO was declined by the shareholders.

Accordingly, present Authorised Share Capital of the Bank is ₹500,00,00,000/- (Rupees Five Hundred Crores only) divided into ₹50,00,00,000 (Fifty Crores only) Equity shares of ₹10/- each. As the shareholders are aware that the Bank is governed by the Banking Regulation Act, 1949. Whereas Pursuant to Section 12(1) (i) of Banking Regulation Act, 1949 [as amended from time to time] (referred to as “BR Act”) a banking company has to satisfy the following criteria so as to carry on business in India:

“No banking company shall carry on business in India, unless it is satisfying that the following condition;

The subscribed capital of the company is not less than one-half of the authorised capital, and the paid-up capital is not less than one-half of the subscribed capital and that, if the capital is increased, it complies with the conditions prescribed in this clause within such period not exceeding two years as the Reserve Bank (RBI) may allow”.

The subscribed and paid up share capital of the Bank is one and the same and hence the compliance criteria shall be determined based on the subscribed & paid up share capital. The present Subscribed & Paid Up Share Capital of the Company is ₹142.51 Crores as against the Authorised Share Capital of the Company being ₹500.00 Crores. Thus the Bank has not complied with the criteria mentioned under Section 12(1)(i) of the BR Act. Due to non compliance of above provision, RBI vide its letter dt. 11.06.2019 had imposed the restriction on declaration / distribution of dividend, branch expansion, new line of Business and Frozen the salary of MD & CEO at the existing level.

The Reserve Bank of India has approved through their NOC under Section 49-C of B R Act, 1949 for the alteration of the MOA to give effect to the aforesaid resolution for the reduction in the Authorised Share Capital of the Bank vide their letter no. DBR.PSBD.No.7700/16.01.75/2018-19 dated March 15, 2019.

In view of the forgoing, your director recommended the passing of the resolution set out in Item no. 4 for approval of the members for reduction of Authorised share capital from ₹5,00,00,00,000 to ₹2,80,00,00,000 by way of special resolution.

All the material documents including the present and proposed authorized share capital, Memorandum & Articles of Association of the Bank shall be available for inspection of the members on all working days between 11.00 AM and 02.00 PM up to the date of AGM.

None of the Directors, Key Managerial Persons or their relatives are in any way concerned or interested in the aforesaid resolution.

Item No. 5

The Bank proposes to undertake an initial public offering of its equity shares of face value ₹ 10 each (the “**Equity Shares**”), which may comprise of a fresh issue of Equity Shares by the Bank (“**Fresh Issue**”) where under the Bank shall create, offer, issue

and allot, for cash, up to an aggregate of 1,58,40,000 Equity Shares, and an offer for sale of up to 71,25,570 Equity Shares by existing shareholders of the Bank (including Equity Shares sold and transferred to certain investors prior to filing of the red herring prospectus with the Registrar of Companies, Tamil Nadu at Chennai, if any (“**Pre-IPO**”), in relation to such number of Equity Shares held by them which are eligible for offer for sale (the “**Offer for Sale**” and such shareholders, the “**Selling Shareholders**”, the Offer for Sale together with the Fresh Issue, the “**Offer**” or the “**IPO**”) on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), to various categories of investors including qualified institutional buyers, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted/transferred shall rank in all respects *pari passu* with the existing Equity Shares of the Bank.

Furthermore, in the event that Bank undertakes a Pre-IPO, the price at which such Pre-IPO shall be made shall be subject to prevailing market conditions, and shall be decided by the Bank in consultation with the book running lead managers, underwriters, placement agents and/or other advisors.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Bank will be required to enter into listing agreements with each of the Stock Exchanges.

The Board, upon examining the IPO process discussed the benefits of listing, which it believes are as follows: (i) enhanced visibility that will help in customer acquisition; (ii) provide liquidity to existing shareholders; (iii) increasing ability to raise affordable capital faster; and (iv) enhanced brand and corporate value.

The proposed IPO is subject to regulatory and other approvals, including from the Reserve Bank of India and under the applicable SEBI ICDR Regulations and any other governmental / regulatory approvals as may be required in this regard. The proposed IPO will strengthen the Bank’s capital adequacy ratio.

The proceeds of the Fresh Issue are to be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI and red herring prospectus and prospectus to be filed with the Registrar of Companies, Tamil Nadu at Chennai in connection with the IPO. The Board (or a duly authorized committee thereof) has the authority to determine and modify the objects on the basis of the requirements of the Bank, subject to applicable law. The price at which the Equity Shares will be allotted through the IPO, as well as the price band within which bidders

in the IPO will be able to put in bids for Equity Shares offered in the IPO shall be determined and finalised by the Bank in consultation with the book running lead managers to the IPO in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

Further approval of RBI is required for making an IPO, as per RBI guidelines on 'Issue and pricing of shares by private sector banks' dated April 20, 2010. [RBI has granted its approval vide Letter No. DBR No. PSBD. 8044/16.01.075/2015-16 dated December 18, 2015.]

Pursuant to Section 62(1)(c) of the Companies Act, 2013, the consent of the shareholders is required for issue of shares to persons other than the shareholders of the Bank. Accordingly, the board of directors of the Bank recommends the resolution for the approval of the shareholders under Section 62 of the Companies Act, 2013 for issue of securities to the persons or entities other than its shareholders.

In addition to a fresh issue of equity shares by the Bank in the IPO, the Bank is also proposing to conduct an offer for sale of Equity Shares by the existing shareholders of the Bank. In this regard, a letter inviting the shareholders to participate in the offer for sale shall be issued in due course.

The Bank has not made and will not make an offer of the Equity Shares to its directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under an IPO in accordance with the SEBI ICDR Regulations.

No change in control of the Bank or its management is intended or expected pursuant to the IPO.

The Board recommends the resolution for your approval as a special resolution.

All the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined under the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of shares, which may be subscribed for and allotted in their names and to the extent of their shareholding in the Bank as on date.

Item No. 6:

The Bank has around 20,600 shareholders and presently securities related work is done in-house. Further the Bank is contemplating Initial Public Offer and are looking forward many corporate actions in the near future. Considering, that the external Registrars and Transfer Agents are better equipped, structured and service oriented for meeting the requirements prescribed under the Companies Act, 2013 (the Act),

Regulations framed by Securities Exchange Board of India, SEBI (LODR) and other applicable laws, rules & regulations. The Board of Directors of the Company has granted its approval to transfer all the demat related activities being carried out in-house to an external Registrar & Transfer Agent and in this regard has appointed M/s.Link-InTime Private Limited as its Registrar & Transfer Agent (RTA) (only as a connectivity agent) w.e.f.11.04.2016.

Assigning the said work to them will make available a convenient and dedicated service desk and ensure an efficient and timely service to the investors. Under the provisions of the Act, certain documents such as register of members and index of members, (separately for each class of equity and preference shares), register and index of debenture holders, register and index of any other security holders and other related documents are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorising the keeping of the registers etc. at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside. In view of the aforementioned provisions of the Act, it has been decided to keep the registers of members, debenture holders and other security holders and such other related registers, documents, records, etc. of the Company at the premises of the RTA in addition to keep the same at the Registered Office of the Company as stated in the Resolution, subject to the approval of shareholders Accordingly, the consent of the Members is sought for maintenance of the registers, records, etc. at the place in addition to the registered office of the Company.

The Board recommended the Special Resolution set out at Item No. 6 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 02.00 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. 6 of the Notice.

Item No. 7:

Pursuant to the amendment in Companies (Prospectus and Allotment of Securities) Rules, 2018, every unlisted public company shall mandatorily issue securities in dematerialised mode only and has to mandatorily facilitate dematerialization of all its existing securities.

Further pursuant to the said amendment, the unlisted company who intends to transfer securities on or after 2nd October, 2018, shall get such securities dematerialized before the transfer. Thus in order to facilitate the shareholders and to comply with the provisions

of the Companies Act, 2013 your Bank had obtained the ISIN and facilitated the dematerialisation of its securities.

In order to align with the recent amendments specifically relating to the demat of securities, your Board of Directors thought it fit to amend the related provisions of the existing Articles of Association of the company.

Further existing Article 91 of the Articles of Association of your Bank deals with the Qualification of Directors. Earlier the Sections 266 and 270 of the Companies Act 1956 provided for acquiring qualification shares for induction as a Director. There are no corresponding provisions in the Companies Act 2013 to mandate holding of shares as a qualification for induction as a Director. Hence in order to be in conformity with the provisions of Companies Act, 2013, your Bank has altered the existing Articles thereby the Articles relating to the Qualification of Directors are in line with the provisions of the Companies Act, 2013.

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 02.00 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 Hon'ble High Court of Madras
For Tamilnad Mercantile Bank Limited

Thoothukudi
February 24, 2020

Hon'ble Justice R.Balasubramanian
Former Judge, High Court of Madras
Chairman of the Meeting

**SPECIMEN OF DECLARATION FORM TO BE SUBMITTED BY THE PROPOSED DIRECTOR
ALONG WITH NOTICE UNDER SECTION 160 OF THE COMPANIES ACT, 2013**

Name of Bank: TAMILNAD MERCANTILE BANK LIMITED

Declaration and Undertaking by Director (with enclosures as appropriate as on _____)		
I	Personal details of director	
	a.	Full name
	b.	Date of Birth
	c.	Educational Qualifications
	d.	Relevant Background and Experience
	e.	Permanent Address
	f.	Present Address
	g.	E-mail Address / Telephone Number
	h.	Permanent Account Number (PAN) under the Income Tax Act and name and address of Income Tax Circle
	i.	Relevant knowledge and experience (Refer Section 10A(2)(a) of the Banking Regulation Act, 1949)
	j.	Any other information relevant to Directorship of the Bank
II	Relevant Relationships of director	
	a.	List of Relatives if any who are connected with the Bank (Refer Section 6 and Schedule 1A of the Companies Act, 1956) <i>(Refer Section 2(77) of Companies Act, 2013 read with Rule 4 of Companies (Specification of Definitions Details) Rules, 2014 also)</i>
	b.	List of entities if any in which he / she is considered as being interested (Refer Section 299(3)(a) and Section 300 of the Companies Act, 1956) <i>(Refer Section 2 (49) and Section 184 of the Companies Act, 2013 also)</i>
c.	List of entities in which he / she is considered as holding substantial interest within the meaning of Section 5(ne) of the Banking Regulation Act, 1949 proposed and existing	

	d.	Name of Bank in which he / she is or has been a member of the board (giving details of period during which such office was held)	
	e.	Fund and non-fund facilities, if any, presently availed of by him / her and / or by entities listed in II (b) and (c) above from the Bank	
	f.	Cases, if any, where the director or entities listed in II (b) and (c) above are in default or have been in default in the past in respect of credit facilities obtained from the Bank or any other Bank.	
III	Records of professional achievements		
	a.	Professional achievements relevant	
IV	Proceedings, if any, against the Director		
	a.	If the director is a member of a professional association / body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him / her or whether he / she has been banned from entry of at any profession / occupation at any time.	
	b.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the proposed director and / or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations	
	c.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the past against the director	
	d.	Whether the director attracts any of the disqualifications envisaged under Section 274 of the Company's Act 1956? <i>(Refer Section 164 of the Company's Act 2013 also)</i>	
	e.	Has the director or any of the entities at II (b) and (c) above been subject to any investigation at the instance of Government department or agency?	
	f.	Has the director at any time been found guilty of violation of rules / regulations / legislative requirements by customs / excise / income tax / foreign exchange / other revenue authorities, if so give particulars	

	<p>g. Whether the director at any time come to the adverse notice of a regulator such as SEBI, IRDA, DCA.</p> <p>(Though it shall not be necessary for a candidate to mention in the column about orders and findings made by regulators 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, etc, and not on merit. If the order of the regulator is temporarily stayed and the appellate / court proceedings are pending, the same also should be mentioned).</p>	
<p>V</p>	<p>Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper.</p>	

Undertaking

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 subsequent to my appointment which are relevant to the information provided above.

I also undertake to execute the deed of covenant required to be executed by all directors of the Bank.

Signature of the proposed director

Place:

Date :

Note: Please note that with regard to the provisions of Companies Act, 1956 referred to in the above format, the corresponding applicable provisions of Companies Act, 2013 would apply. Please note that RBI is yet to revise the format subsequent to the enactment of Companies Act, 2013.

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 : ₹ 500,00,00,000/-
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 2020

Electronic Voting General Instructions

1. 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 94th, 95th, 96th and 97th Annual General Meetings (AGMs) 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 CDSL.
2. The facility for **tablet / electronic based e-voting** shall be made available at the venue of the AGMs and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting to cast vote electronically at the venue. Use of such tablet based system of electronic voting is user friendly as the shareholders who attend general meetings can now conveniently cast their votes faster as compared to voting by physical ballot papers.
3. The Members who have casted their vote by remote e-voting prior to the date of the AGMs may also attend the AGMs but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on April 06, 2020 (9:00 am) and ends on April 08, 2020 (5:00 pm). During this period, Members of the Bank, holding shares as on the cut-off date of April 02, 2020, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from CDSL (for Members whose email IDs are registered with the Company/Depository Participants(s)):
 - i. The Members should log on to the e-voting website www.evotingindia.com.
 - ii. Click on Shareholders/Members.
 - iii. Enter the User ID provided in separate mail/physical
 - iv. Next enter the image verification as displayed and click on Login.
 - v. Next enter the password provided in separate mail/physical
 - vi. After entering these details appropriately, click on “SUBMIT” tab.

- vii. Click on the EVSN's of <Association Name> on which you choose to vote.
- viii. 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.
- ix. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- x. 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.
- xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xiii. In case you have any queries or issues regarding e-voting, write an e-mail to (shareholders@tmbank.in or helpdesk.evoting@cdslindia.com).

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email IDs are not registered with the Bank or who have requested for physical copy):

(i) The user id and password will be provided by the CDSL in PIN mailer through Registered Post for the AGMs:

-EVSN (- e-voting Event Number) USER ID / PASSWORD

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of helpdesk.evoting@cdslindia.com; or call on toll free no.: 1800-22-55-33. In case of any specific queries please call to this mobile no **95661 41888**
7. Even if you are already registered with CDSL/NSDL for remote e-voting, you have to use theseparateuser ID and password/ for casting your vote received from CDSL for TMB only.
8. **The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date of April 02, 2020 and as per the orders of the court:**

The voting rights of the shareholders are subject to the restriction imposed in the Court Orders.

9. Any person, who acquires shares of the Bank and becomes Member of the Bank after dispatch of the Notice of AGMs and holding shares as of the cut-off date i.e. April 02, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com; or call on toll free no.: 1800-225-533
10. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com.
11. A person, whose name is recorded in the register of Members as on the cut-off date alone shall be entitled to avail the facility of remote e-voting as well as tab/ electronic voting at the AGM venue.
12. Shri. Nagendra D.Rao, Company Secretary and the present Vice President of the ICSI has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by tablet / electronic based e-voting to all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the AGM, shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, for each of the Resolutions, to the Chairman, who shall countersign the same. The Report will be submitted by the Chairman (court appointed) to the Hon’ble High Court of Madras.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tmb.in and on the website of CDSL immediately after the declaration of results by the Hon’ble High Court of Madras.

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TAMILNAD MERCANTILE BANK LIMITED

Regd. Office: 57, V.E. Road, Thoothukudi – 628002

Phone: 0461-2325136, 2321929 (E)

email : secretarial@tmbank.in

CIN: U65110TN1921PLC001908

Form MGT-11 – Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

The 94th Annual General Meeting for the year 2016

Name of the member (s):
Registered address:
E-mail Id:
Folio No.:

I/We being the member(s) of.....shares of the above named Company hereby appoint:

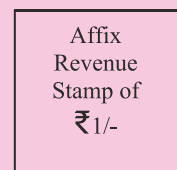
1. Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
2. Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
3. Name: Address:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 94th Annual General Meeting of the Bank for the year 2016 to be held at 10.00 a.m. on Thursday the 9th April 2020 at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

94th Annual General Meeting for the year 2016

Resolution Number	Optional	
Ordinary business	For	Against
1. Adoption of audited annual accounts for March 31, 2016		
2. Appointment of Statutory Central Auditors		
Special business		
3. Appointment of branch auditors		
4. Revision in remuneration to Shri H.S.Uendra Kamath, MD & CEO		

Signed thisday of.....2020
Signature of shareholder
Signature of Proxy holder(s)



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 94th Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Sl. No:



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email : secretarial@tmbank.in

CIN: U65110TN1921PLC001908

Attendance Form

The 94th Annual General Meeting for the year 2016

I hereby record my presence at the 94th Annual General Meeting of the Bank for the year 2016, being held on Thursday, the 9th of April, 2020 at 10.00 a.m. at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002

Folio No. :

Name of the Member :

Name of the Proxy Holder, if any :

Signature of Member / Proxy :

Note: - Please sign this attendance slip and hand it over at the attendance verification counter at the Entrance of the meeting venue.

NOTE: Please read the e-voting instructions given in the enclosure.

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Form MGT-11 – Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

The 95th Annual General Meeting for the year 2017

Name of the member (s):
Registered address:
E-mail Id:
Folio No.:

I/We being the member(s) of.....shares of the above named Company hereby appoint:

1. Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
2. Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
3. Name: Address:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 95th Annual General Meeting of the Bank for the year 2017 to be held at 10.30 a.m. on Thursday the 9th April 2020 or at the conclusion of the 94th AGM at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

95th Annual General Meeting for the year 2017

Resolution Number	Optional	
	For	Against
Ordinary business		
1. Adoption of audited annual accounts for March 31, 2017		
2. Appointment of Statutory Central Auditors		
Special business		
3. Appointment of branch auditors		

Signed thisday of.....2020
Signature of shareholder
Signature of Proxy holder(s)

Affix Revenue Stamp of ₹1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 95th Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Sl. No:



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Phone: 0461-2325136, 2321929 (E)

email : secretarial@tmbank.in

CIN: U65110TN1921PLC001908

Attendance Form

The 95th Annual General Meeting for the year 2017

I hereby record my presence at the 95th Annual General Meeting of the Bank for the year 2017 being held on Thursday, the 9th of April, 2020 at 10.30 a.m. or at the conclusion of the 94th AGM, at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002.

Folio No. :

Name of the Member :

Name of the Proxy Holder, if any :

Signature of Member / Proxy :

Note: - Please sign this attendance slip and hand it over at the attendance verification counter at the Entrance of the meeting venue.

NOTE: Please read the e-voting instructions given in the enclosure.

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Form MGT-11 – Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

The 96th Annual General Meeting for the year 2018

Name of the member (s):
Registered address:
E-mail Id:
Folio No.:

I/We being the member(s) of.....shares of the above named Company hereby appoint:

1. Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
2. Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
3. Name: Address:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 96th Annual General Meeting of the Bank for the year 2018 to be held at 11.00 a.m. on Thursday the 9th April 2020 or at the conclusion of the 95th AGM at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

96th Annual General Meeting for the year 2018

Resolution Number	Optional	
	For	Against
Ordinary business		
1. Adoption of audited annual accounts for March 31, 2018		
2. Appointment of Statutory Central Auditors		
Special business		
3. Appointment of branch auditors		
4. Appointment of and payment of remuneration to Shri K.V.Ramamoorthy, MD & CEO		

Signed thisday of.....2020

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of ₹1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 96th Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Sl. No:



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CIN: U65110TN1921PLC001908

Attendance Form

The 96th Annual General Meeting for the year 2018

I hereby record my presence at the 96th Annual General Meeting of the Bank for they ear being held on Thursday, the 9th of April, 2020 at 11.00 a.m. or at the conclusion of the 95th AGM, at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002

Folio No. :

Name of the Member :

Name of the Proxy Holder, if any :

Signature of Member / Proxy :

Note: - Please sign this attendance slip and hand it over at the attendance verification counter at the Entrance of the meeting venue.

NOTE: Please read the e-voting instructions given in the enclosure.

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Form MGT-11 – Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

The 97th Annual General Meeting for the year 2019

Name of the member (s):
Registered address:
E-mail Id:
Folio No.:

I/We being the member(s) of.....shares of the above named Company hereby appoint:

- Name: Address:
E-mail Id:.....Signature:.....,or failing him
- Name: Address:
E-mail Id:.....Signature:.....,or failing him
- Name: Address:
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 97th Annual General Meeting of the Bank for the year 2019 to be held at 11.30 a.m. on Thursday the 9th April 2020 or at the conclusion of the 96th AGM at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

97th Annual General Meeting for the year 2019

Resolution Number	Optional	
	For	Against
Ordinary business		
1. Adoption of audited annual accounts for March 31, 2019		
2. Appointment of Statutory Central Auditors		
Special business		
3. Appointment of branch auditors		
4.Reduction in authorized share capital from ₹ 500 crore to ₹ 280 crore		
5.Raising of capital through Initial Public Offering (IPO)		
6. keeping the registers of members, debenture holders and other security holders and such other related registers, documents, records, etc. of the Bank, at the office of the Company’s Registrars and Transfer Agents		
7.Amendment in Articles of Association		

Signed thisday of.....2020

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of ₹1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 97th Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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email : secretarial@tmbank.in

CIN: U65110TN1921PLC001908

Attendance Form

The 97th Annual General Meeting for the year 2019

I hereby record my presence at the 97th Annual General Meeting of the Bank for the year 2019 being held on Thursday, the 9th of April, 2020 at 11.30 a.m. or at the conclusion of the 96th AGM, at AVM Kamalavel Mahal, 109 - E, Ettayapuram Road, Thoothukudi – 628 002

Folio No. :

Name of the Member :

Name of the Proxy Holder, if any :

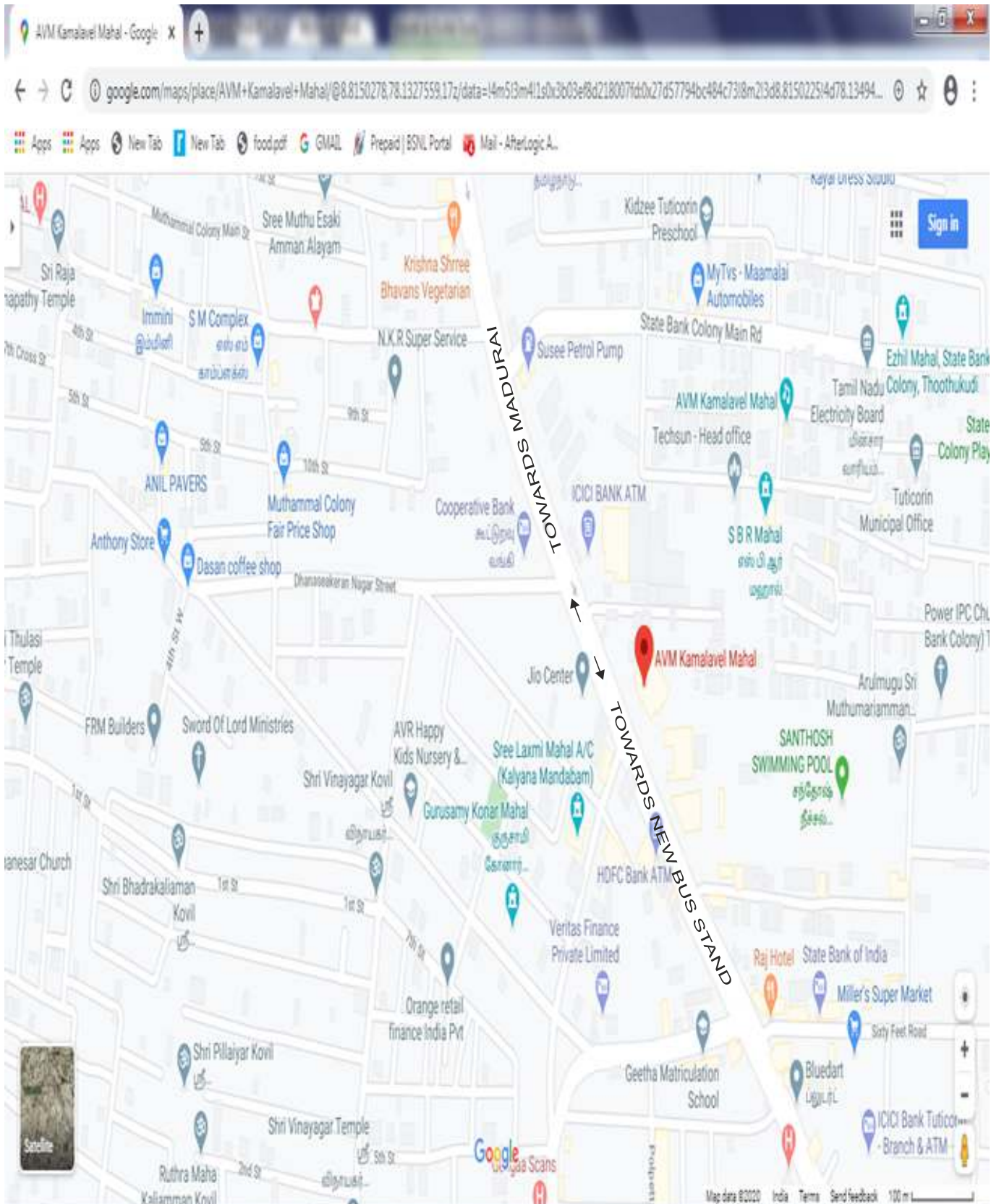
Signature of Member / Proxy :

Note: - Please sign this attendance slip and hand it over at the attendance verification counter at the Entrance of the meeting venue.

NOTE: Please read the e-voting instructions given in the enclosure.

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Route Map to AGM Venue



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.