



TAMILNAD MERCANTILE BANK LIMITED

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

NOTICE OF THE 101st ANNUAL GENERAL MEETING

(2022 - 2023)

NOTICE OF THE 101st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 101st Annual General Meeting (AGM) of the Members of M/s.Tamilnad Mercantile Bank Limited (CIN: L65110TN1921PLC001908) will be held on Tuesday, the 05th of September, 2023 at 11:00 AM IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt the Audited Financial Statements, Board’s Report and Auditor’s Report for the Financial Year 2022-23

To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors along with its annexures and the Auditor’s Report thereon.

2. To re-appoint Shri. P.C.G. Asok Kumar (DIN:05142860) as Director who retires by rotation and being eligible, offers himself for re-appointment

To re-appoint Shri. P.C.G. Asok Kumar (DIN:05142860), a director who retires by rotation, and being eligible, offers himself for re-appointment.

3. To re-appoint Shri. D. N. Nirranjan Kani (DIN:00455352) as Director who retires by rotation and being eligible, offers himself for re-appointment

To re-appoint Shri. D. N. Nirranjan Kani (DIN:00455352), a director who retires by rotation, and being eligible, offers himself for re-appointment.

4. To approve and declare the final dividend for the Financial Year 2022-23

To declare the final dividend of ₹ 5/- per equity share having face value of ₹10/- each (i.e. 50 % of face value) for the financial year ended March 31, 2023.

5. To re-appoint M/s. Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) and M/s. Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) as Joint Statutory Central Auditors of the Bank and fix their remunerations

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

“RESOLVED THAT, pursuant to the provisions of Sections 139, 141 and 142 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made there under and pursuant to Section 30 of the Banking Regulation Act, 1949 and guidelines issued by the Reserve Bank of India (RBI) including any amendments, modifications, variations or re-enactments thereof and in pursuance approval of the RBI, M/s. Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) and M/s. Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S), be and are hereby re-appointed as the Joint Statutory Central Auditors of the Bank for the financial year 2023-24 i.e. from the conclusion of this 101st Annual General Meeting until the conclusion of 102nd Annual General Meeting of the Bank, for a total remuneration of ₹ 21,50,000/- each and reimbursement of other out of pocket expenses.”

SPECIAL BUSINESS

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

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any modification / amendment thereof and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by Reserve Bank of India, including any statutory modification(s) or re-enactment(s) thereof, the Board of Directors be and is hereby authorized to make arrangements for the audit of the Bank’s branches for the financial year 2023-24 and to appoint and fix the remuneration of branch auditors in consultation with the Joint Statutory Central Auditors”.

7. To Appoint Shri.S.Ravindran (DIN: 09778966) as an Independent Director of the Bank.

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

“RESOLVED THAT in accordance with Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the Circulars and Guidelines issued by the Reserve Bank of India and Regulation 17 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended, and the Articles of Association of the Bank, **Shri.S.Ravindran** (DIN: 09778966) who, pursuant to Section 161(1) of the Companies Act, 2013, and on recommendation of the Nomination and Remuneration Committee of the Bank, was appointed as an Additional Director by the Board of Directors on August 03, 2023 and received a written notice pursuant to Section 160 of the Companies Act, 2013 of his candidature for the office of Independent Director of the Bank, and has submitted a declaration that he meets the criteria of independence in terms of Section 149(6) of the Act and Regulation 16(1)(b) and 25 (2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Bank, who shall hold office for a period of three years from the date of his original appointment and that he shall not be liable to retire by rotation.”

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

Place: Thoothukudi
Date: August 03, 2023

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

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE ANNUAL GENERAL MEETING THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

1. Regulatory Instructions on holding Annual General Meeting through Video Conference

Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), your bank is convening the 101st Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue, duly following the guidelines issued by MCA and SEBI for conducting the Annual General Meeting of the Bank.

Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In compliance with the above guidelines, the 101st Annual General Meeting of the members of M/s.Tamilnad Mercantile Bank Limited is being conducted through VC/OAVM on **Tuesday, September 05, 2023 at 11:00 AM (IST)**. Hence, Shareholders can attend and participate in the Annual General Meeting through VC / OAVM, which will not require physical presence of the shareholders at a common venue. The deemed venue for the meeting shall be the Registered Office of the Bank at 57, Victoria Extension Road, Thoothukudi - 628002.

2. Joining of Meeting through VC

The Bank has appointed M/s. National Securities Depository Limited (NSDL), to provide Video Conferencing facility for conducting and enabling attendants to participate in the Annual General Meeting.

The Members can join the Annual General Meeting in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

The facility of participation at the Annual General Meeting through VC/OAVM will be made available for at least 1000 members on first come first serve basis. This restriction will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and

Remuneration Committee and Stakeholders Relationship and capital planning committee, Auditors etc. who are allowed to attend the Annual General Meeting without any restriction on account of first come first serve basis.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Bank at www.tmb.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. evoting.nsdl.com

3. Attendance

The members attending the Annual General Meeting through VC/ OAVM will be counted for the purpose of reckoning the quorum.

4. Appointment of Proxy and Authorised Representative

A proxy is allowed to attend and vote at the annual general meeting on behalf of a shareholder who is not able to attend personally. Since, this meeting is held through VC/OAVM, where the physical attendance of the shareholders has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by shareholders would not be available for this meeting.

However, the Body Corporates are entitled to appoint authorized representatives to attend the Annual General Meeting through VC and participate thereat and cast their votes through e-voting. In this connection, scanned copy of relevant Board Resolution is required to be sent along with attested signature of the Authorized signatory(ies) who are authorized to vote, to the scrutinizer by email to csllp108@gmail.com with a copy marked to shareholders@tmbank.in, not less than four days before the date of the meeting i.e. on or before 5:00 PM of 01.09.2023

5. Cut-Off Date for remote e-voting and voting at the AGM - Closure of Register of Shareholders:

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Register of Shareholders and Share Transfer Books of the Bank will remain closed from 30.08.2023 to 05.09.2023 (both days inclusive) for the purpose of 101st Annual General Meeting. Accordingly, the Shareholders holding Bank's Shares as on Tuesday, 29.08.2023 (Cut-off Date) will be able to attend and vote on the Agenda Items of the meeting either through remote e-voting or during the AGM.

6. Book Closure and Dividend

The Board of Directors of the Bank have recommended a final dividend of ₹5/- per equity share (i.e. 50 % of face value) of ₹10/- each to the Shareholders for the

financial year 2022-23, subject to the approval of the Shareholders at the AGM. It has been decided to pay the dividend to those Shareholders whose name appears on the Register of Shareholders / Beneficial Owners as furnished by NSDL / CDSL as on 29.08.2023 (hereinafter referred to as Record Date). The dividend will be paid to the shareholders within 30 days from the date of declaration at the Annual General Meeting (i.e. 04.10.2023). The Bank will credit the dividend amounts to the bank accounts of the Shareholders through National Electronic Funds Transfer (NEFT) / National Electronic Clearing Service (NECS) facility, wherever possible. The Shareholders, who are holding the shares in electronic form, are, therefore, requested to inform their Depository Participants about their latest change of address and bank mandate details (including new account number, if any, bank's MICR and IFSC Code numbers) immediately to ensure prompt crediting of the dividend amounts through NEFT / NECS. **The Shareholders who are holding the shares in demat form may approach their DEPOSITORY PARTICIPANTS ONLY for necessary action in this connection.**

The Shareholders who are holding their shares in physical form should furnish / update their Bank Mandate details to the Secretarial Department of the Bank or to the Share Transfer Agent of the Bank at the address given in this Notice

7. TAX ON DIVIDEND PAYMENT

Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Bank is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and RTA (if shares held in physical form).

Resident individual shareholders who had registered their valid PAN and who is not liable to pay income tax, can submit an annual declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source. Such documents must be uploaded in the portal of the RTA, Link Intime India Private Limited at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. latest by August 31, 2023. All the links given above will be disabled thereafter. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may upload the above documents in the portal of the RTA, Link Intime India Private Limited at

<https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by August 31, 2023. All the links given above will be disabled thereafter.

As per the guidelines issued by Ministry of Corporate Affairs and SEBI, communications to the shareholders, is necessarily to be sent via email. Hence shareholders who have not yet registered their email address with the Company or in their Demat accounts, are requested to update the same using the following link; https://web.linkintime.co.in/EmailReg/Email_Register.html

8. Unpaid/Unclaimed Dividend

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 consecutive 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 2014-2015 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.

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 Companies Act 2013, and the applicable rules. Accordingly, during the financial year 2022-23 the Company had transferred 945 Equity Shares of ₹10/- each respectively in respect of which the dividend was 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 procedures 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.

9. Mandatory Dematerialization for Transfer of Shares

Pursuant to amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide gazette notification dated June 8, 2018 read with notification dated 01.04.2019, all the transfer of shares shall be mandatorily carried out in dematerialized form only w.e.f. April 1st, 2019.

Accordingly, with effect from 01.04.2019, no shares can be transferred in physical form.

In view of the aforesaid amendment, the shareholders of the Bank, who are holding physical shares of Tamilnad Mercantile Bank Limited, are once again requested to get their shares dematerialized. Shareholders can open a demat account with either of the two Depositories, viz. National Securities Depository Ltd., or Central Depository Services India Ltd., through any of the depository participant.

10. Change in Address/Bank Mandate/Other details

i. Holding of shares in Physical Form

As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/ 2023/37 dated 16.03.2023, the shareholders holding shares in physical form shall mandatorily furnish PAN, e-mail address, mobile number, Bank account details and nomination details to the Bank/Share Transfer Agents of the Bank.

In view of the above SEBI circular, the shareholders holding physical securities are requested to furnish valid PAN, e-mail address, mobile number, Bank account details and nomination details immediately in the below mentioned forms to the RTA.

S No.	Form	Purpose
1	Form ISR-1	To register/update PAN, KYC details
2	Form ISR-2	To Confirm Signature of securities holder by the Banker
3	Form ISR-3	Declaration Form for opting-out of Nomination
4	Form SH-13	Nomination Form
5	Form SH-14	Cancellation or Variation of Nomination (if any)

All the above forms are available on the website of the Bank <https://www.tmb.in/kyc-forms-for-shareholders.aspx> Shareholders are requested to submit duly filled in forms to the address mentioned below:

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

Please note that Folios wherein the above documents/details viz. PAN, KYC, Nomination, Bank A/c details are not available/ registered, the same shall be frozen on or after 1st October, 2023.

ii. Holding of shares in Electronic Form

Beneficial owners holding shares in electronic form, are requested to update the address, Bank details i.e., Name of Bank, Name of Branch, Account Number, ECS Mandate, e-mail addresses etc. with their Depository Participant.

11. Facility for Speaker registration & recording of questions prior to AGM:

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to the meeting** mentioning their name, demat account number/folio number, email ID, mobile number at shareholders@tmbank.in. Please note that member's questions will be answered only, if the shareholder continues to hold the shares as per the Beneficiary Position (Benpos) as on cut-off date.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast **7 days prior to the meeting** mentioning their name, demat account number/folio number, email ID, mobile number at (shareholders@tmbank.in). These queries will be replied by the Bank suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions. The same will be replied by the Bank suitably.

During the AGM, the members who have already registered will be allowed to speak in chronological order of registration and then the option may be given for those who have registered during the AGM subject to Chairman's discretion.

Speaker Registration during Question & Answers on the day of AGM may be dispensed with due to limitations of transmission and technical coordination.

12. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, 02nd September, 2023 at 09:00 A.M. and ends on Monday, 04th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 29.08.2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being on Tuesday 29th August, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none"><li data-bbox="643 887 1476 1559">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<li data-bbox="643 1592 1476 1794">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="643 1827 1476 2033">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login”

	<p>which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting

	<p>service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cslp108@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms.Pallavi Mhatre) at evoting@nsdl.co.in

13.Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. For those shareholders whose email id's are not registered with the Depositories / RTA, User ID and Password will be sent to their registered address.
2. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by submitting/enclosing the following documents/details;
 - a. Share held in physical form: Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned

copy of PAN card), AADHAR number (self-attested scanned copy of Aadhar Card).

- b. Share held in demat form: DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client Master List or copy of consolidated demat Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

14. INSTRUCTIONS TO MEMBERS FOR e-VOTING ON THE DAY OF THE AGM :-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

15. INSTRUCTIONS TO MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Desktops / Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance, mentioning their name demat account number/folio number, email id, mobile number at (shareholders@tmbank.in). The same will be replied by the company suitably.

16. VOTING RESULTS:

The Bank has appointed M/s.Sharma and Trivedi LLP, Company Secretaries, as Scrutinizer who will oversee the conduct of the remote e-voting and e-voting at the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast during the Annual General Meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, for all the resolutions, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The result declared, along with the Scrutinizer's Report shall be placed on the Bank's website www.tmb.in under Investor's Relations immediately and on the website of the NSDL i.e. www.evoting.nsdl.com. The Bank shall simultaneously forward the results to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Bank are listed.

17. COMMUNICATION WITH SHARE TRANSFER AGENTS

Shareholders are requested to intimate changes, if any, in their registered address or any other particulars through their Depository Participant in case of DEMAT shares and directly in case of physical shares to the Registrar and Share Transfer Agent of the Bank at the following address:

Link Intime India Private Ltd.,
Coimbatore Branch,
Surya 35, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore – 641 028,
Phone No: (0422) 2314792
e-mail: coimbatore@linkintime.co.in

18. SHARE SECTION & INVESTORS GRIEVANCE CELL

In order to facilitate quick and efficient service to the shareholders, the Bank has set up Investors Grievance Cell at its Head Office, Thoothukudi. Shareholders and investors may contact this Cell at the under mentioned address for any assistance:

Shri Prakash Chandra Panda, Company Secretary, Secretarial Department, Tamilnad Mercantile Bank Limited, Head Office: 57, Victoria Extension Road, Thoothukudi-628002, Telephone: 0461- 2323666.

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

Place: Thoothukudi
Date: August 03, 2023

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

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of SEBI LODR Regulations, 2015:

Item No. 2 - Re-appointment of Shri P.C.G. Asok Kumar (DIN: 05142860) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Bank's Articles of Association, not less than two-thirds of total number of Directors of the Bank shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-appointment at such meeting. Independent directors and the MD&CEO are not subject to retirement by rotation.

In this 101st AGM, Shri P.C.G. Asok Kumar, is required to retire by rotation and being eligible, has offered himself for re-appointment.

Considering his skills, competencies, expertise and experience, the Board of Directors is of the opinion that it would be in the interest of the Bank to re-appoint him as a Director of the Bank. Additional information in respect of Shri P.C.G. Asok Kumar, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of Annexure A to this Notice.

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. As such, Shri P.C.G. Asok Kumar was first appointed to the Board on 29th February 2016 and his tenure will continue till 28th February 2024.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the resolution in relation to the re-appointment of Shri P.C.G. Asok Kumar as set out in Item No. 2, for approval of the Members by way of an Ordinary Resolution.

Except Shri P.C.G. Asok Kumar and/or his relatives, none of the Directors and Key Managerial Personnel of the Bank and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 3 - Re-appointment of Shri D.N. Nirranjan Kani (DIN: 00455352) as Director who retires by rotation and being eligible, offers himself for re-appointment.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Bank's Articles of Association, not less than two-thirds of total number of Directors of the Bank shall be liable to retire by rotation. One-third of these Directors

must retire from office at each AGM, but each retiring director is eligible for re-appointment at such meeting. Independent directors and the MD&CEO are not subject to retirement by rotation.

In this 101st AGM, Shri D.N. Nirranjan Kani is also required to retire by rotation and being eligible, has offered himself for re-appointment.

Considering his skills, competencies, expertise and experience, the Board of Directors is of the opinion that it would be in the interest of the Bank to re-appoint him as a Director of the Bank. Additional information in respect of Shri D.N. Nirranjan Kani, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of Annexure A to this Notice.

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. As such, Shri D.N. Nirranjan Kani was first appointed to the Board on 28th October 2017 and his tenure will continue till 27th October 2025.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the resolution in relation to the re-appointment of Shri D.N. Nirranjan Kani as set out in Item No. 3, for approval of the Members by way of an Ordinary Resolution.

Except Shri D.N. Nirranjan Kani and/or his relatives, none of the Directors and Key Managerial Personnel of the Bank and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item 3.

Item No. 5 - Re-appointment of Joint Statutory Central Auditors

M/s. Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) together with M/s. Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) were re-appointed as Joint Statutory Central Auditors (JSCA) of the Bank for FY 2023-24 from the conclusion of the 101st Annual General Meeting (AGM) to conclusion of 102nd Annual General Meeting of the Bank.

Pursuant to the Guidelines on Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 issued by the Reserve Bank of India ('RBI Guidelines'), Banks may appoint the SCAs/SAs for a continuous period of three years. Since the Joint Statutory Central Auditors of the Bank completed their second year/term during FY 2022-23, the Board of directors of the Bank recommends the re-appointment of M/s. Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) together with M/s. Abarna &

Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) as Joint Statutory Central Auditors of the Bank from the conclusion of this Annual General Meeting to conclusion of 102nd Annual General Meeting of the Bank, in pursuance approval of the Reserve Bank of India.

The terms of appointment and conditions, including an overall remuneration of ₹21,50,000/- (Rupees Twenty-One Lakh and Fifty Thousand only) for each of the audit firms, besides reimbursement of travelling expenses as per existing terms, for FY 2023-24 to be allocated by the Bank, between the Joint Statutory Central Auditors, depending upon their respective scope of work, as may be mutually agreed between the Bank and Joint Statutory Central Auditors.

The increase is justified considering enlargement in the scope of their work, emanating from various circulars/ notifications issued by Reserve Bank of India and Securities and Exchange Board of India, with increase in number of certificates to be issued, coupled with increase in volume of work & man hours involved. Considering additional efforts taken by JSCA and taking into account the profile, experience and specialization in audit of Banking and Financial Services Sector by the JCSA, Audit Committee and the Board of Directors of the Bank have recommended for considering enhancement in Audit fees, subject to approval of the shareholders of the Bank.

M/s. Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) together with M/s. Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) have confirmed their eligibility to be appointed as statutory central auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules. Further, they also confirmed the eligibility to be appointed as Joint Central Statutory Auditors as per the Reserve Bank of India guidelines.

Brief profile of Joint Central Statutory Auditors:

M/s. Suri & Co, chartered accountants' firm was established in 1949 and registered with Institute of Chartered Accountants of India (ICAI). The firm has been providing professional services with its Head Office at Chennai. The branch offices are located at Coimbatore, Madurai, Coonoor, Thiruvananthapuram, Ernakulam, Mumbai and Bengaluru. The firm provides range of services which include Audit & Accounting, Financial Advisory/ Consulting and Assurance services. The Firm's Audit and Assurance practice has significant experience in auditing financial services clients including large banks and other financial services entities.

M/s. Abarna & Ananthan, accountants' firm was established in 1987 and registered with the Institute of Chartered Accountants of India (ICAI). The firm has been providing professional services with its Head Office at Bengaluru. The branch office is located at Chennai. The firm provides range of services which include Audit & Accounting, Financial Advisory/ Consulting and Assurance services. The Firm's Audit and

Assurance practice has significant experience in auditing financial services clients including large banks and other financial services entities.

The Joint Statutory Central Auditors of the Bank for the Financial year 2022-23 have audited 20 branches/offices (including Central Office), as a part of annual audit. Remuneration paid to them for Annual Audit and Quarterly Financial Review for the year 2022-23 is as under:

Particulars	Amount (₹ in Crore)
Fee for year-end audit including quarterly limited review and issue of statutory certificates	2.09
Reimbursement of out-of-pocket expenses incurred for review / audit of branches / offices during the year	0.17
Total	2.26

Your Directors, therefore, recommend the appointment of M/s. Suri & Co, Chartered Accountants, Chennai (Firm Registration No. 004283S) together with M/s. Abarna & Ananthan, Chartered Accountants, Bangalore (Firm Registration No. 000003S) as the Bank's Joint Statutory Central Auditors in terms of RBI guidelines.

The Board recommends for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Bank and their relatives are concerned or interested in the passing of this resolution.

Item No. 6 –To appoint Branch Auditors of the Bank and fix their remuneration.

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

The Board of Directors recommends the resolution in relation to appointment and to fix the remuneration of branch auditors as set out in Item No. 6 for approval of the Members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Bank and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7 – To appoint Shri.S.Ravindran (DIN: 09778966) as an Independent Director of the Bank.

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee,

appointed **Shri.S.Ravindran** (DIN: 09778966), as an Additional Director (in the capacity of Non-Executive Independent Director) w.e.f. 03.08.2023.

The Bank has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8, in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Bank has also received from shareholder a notice under Section 160 of the Companies Act, 2013, for **Shri.S.Ravindran** candidature for the office of Independent Director of the Bank. The copy of the notice is available on our website viz., www.tmb.in.

The Board of Directors, is of the opinion that **Shri.S.Ravindran**, meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and that the proposed appointment is in compliance with the provisions of Section 10A (2) of the Banking Regulation Act, 1949.

The Nomination & Remuneration Committee (NRC) at its meeting held on August 03, 2023, while carrying out due diligence of his candidature under, “Fit & Proper” norms of RBI opined that his candidature is in compliance with the said norms and is eligible to be appointed as a Director of the Bank and accordingly, the Board of Directors in terms of Section 160 of the Companies Act, 2013 resolved to recommend his appointment as an Independent Director, not liable to retire by rotation.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and shall be eligible for reappointment on passing of a special resolution by the company for a further period of five years. Further in terms of Section 10A(2A) of the Banking Regulation Act, 1949 read with RBI extant guidelines, no Non-Executive Director of a banking company, shall hold office continuously for a period exceeding eight years or beyond the age of 75 years. In view of the above provisions, the proposal for appointment of **Shri.S.Ravindran** as an Independent Director, not liable to retire by rotation for a period upto Monday, 02nd August 2026 i.e., up to a term of three consecutive years, has been placed before the members for approval as special resolution.

Brief profile and Additional information about Shri.S.Ravindran as per Secretarial Standard-2 read with Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Shri.S.Ravindran
DIN	09778966
Age	61 Years
Date of Appointment	03.08.2023
Qualification	B.Com, Chartered Accountant and Cost Accountant
Experience	36 Years
Terms and conditions of appointment	Proposed to be appointed as Independent Director for a period of three years not liable to retire by rotation.
Remuneration details	Sitting Fees for attending the meetings of Board/ Committees.
Shareholding	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	Not applicable.
Other Directorships, Membership / Chairmanship of Committees of other Boards.	<p><u>As Independent Director</u></p> <ul style="list-style-type: none"> ➤ M/s. LTIDPL Indvit Services Limited ➤ M/s.National Stock Exchange of India Ltd. <p><u>Chairmanship of Committees</u></p> <ul style="list-style-type: none"> ➤ Chairman of Intermediaries Advisory Committee of SEBI ➤ Chairman of Risk Management Committee, Regulatory Oversight Committee and Delisting Committee of NSE <p><u>Membership of Committees</u></p> <ul style="list-style-type: none"> ➤ Member of Standing Committee on Technology and Members Core Settlement Guarantee Fund committee of NSE. ➤ Member of Audit Committee and Nomination & Remuneration Committee of the Board of LTIDPL Indvit Services Limited.
Listed entities from which the person has resigned in the past three years.	Nil
Nature of Expertise	Accountancy, Finance

<p>Skills and capabilities required for the role in terms of Section 10A (2) of Banking Regulation Act, 1949.</p> <p>The manner in which the proposed person meets such requirements.</p>	<p>Accountancy, Finance</p> <p><u>Securities Market Development and Regulation (29 years)</u></p> <p>As Executive Director in SEBI (from August 2011 to May 2022) handled all major Departments in SEBI and initiated / implemented various policy measures for development / regulation of securities markets relating to; Mutual Funds, Corporate Governance, Market Infrastructure Institutions and Market Intermediaries, Market Surveillance and Risk Management, IPOs, Accounting standers Disclosure and Transparency etc., Corporate restructuring, Takeovers, Buybacks, Delisting etc., and Commodity Derivatives Market.</p> <ul style="list-style-type: none"> • As Advisor to Central Bank of Bahrain (on Deputation from SEBI – from Jan 2005 to Jan 2010), drafted and implemented Bahrain’s Securities Market/Regulatory Framework as per International Standards and enabled Bahrain to enter into Multilateral MOU with IOSCO. • As CGM / GM / DGM in SEBI (from Mar 1993 to Jan 2005): <ul style="list-style-type: none"> - Set up Surveillance Department in SEBI and developed Integrated Market Surveillance System across stock exchanges and depositories for detecting potential violations. - Handled major investigation cases relating to 1999-2001 Market Manipulations (JPC Cases), resulting in various enforcement actions. - Functioned as SEBI Nominee on the Governing Boards of Stock Exchanges. - Implemented Accounting Standards through Listing Requirements. - Cleared more than 200 IPOs as Dealing Division Chief. - Handled more than 100 investigation cases as Investigating Authority. - Functioned as quasi-judicial Enquiry/Adjudication Officer. - Registration of MFs/Market Intermediaries and Inspection of Stock Exchanges / Market Intermediaries. • Corporate Finance, Taxation and Accounts (7 years from 1986 to 1993). Started the career in Shaw Wallace & Co as Management Trainee Internal Auditor and functioned as CFO of subsidiary companies of Shaw Wallace and Sesa Goa.
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Except **Shri.S.Ravindran**, no other Director or Key Managerial Personnel of the Bank or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

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

Place: Thoothukudi
Date: August 03, 2023

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

Annexure- A

Details of Directors seeking appointment/re-appointment at the 101st Annual General Meeting to be held on 05.09.2023, [Pursuant to Secretarial Standard on General Meetings (SS-2)] and Regulation 36 of SEBI LODR Regulations, 2015.

Name of the Directors	Shri P.C.G. Asok Kumar	Shri. D. N. Nirranjan Kani
Date of Birth & Age	07.07.1959 64 Years	14.03.1960 63 years
DIN & Nationality	05142860 Indian	00455352 Indian
Date of first appointment to the Board	29.02.2016	28.10.2017
Qualification(s)	SSLC, <u>B.Sc.</u> ,	M.A.,
Experience (including expertise in specific functional areas)/ Brief resume	Having rich knowledge and experience in SSI unit for the past 24 years and having experience in the stock market both primary and secondary market for more than 31 years.	Over 37 years of entrepreneurship experience in various companies. Having special knowledge in SSI and marketing. He is an Executive Director in VVD & Sons Pvt Ltd., manufacturing branded coconut oil. The brand is a market leader in Tamilnadu.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.
Directorship held in other Companies	Nil	Executive Director - VVD & Sons Private Limited
Memberships in the Committees of Board of other Companies	Nil	Nil
Membership and Chairmanship in the Committees of the Board of the Bank	1. Management Committee 2. HRM Committee 3. NPA Monitoring Committee 4. Stakeholders Relationship and Capital Planning Committee	1. Management Committee 2. Information Technology Strategy Committee 3. HRM Committee 4. NPA Monitoring Committee 5. Corporate Social Responsibility Committee 6. Stakeholders Relationship and Capital Planning Committee

Number of equity shares held in the Company	16,68,559	10,56,005
Number of meetings of the Board attended during the Financial Year 2022-23	28	30
Terms and conditions of appointment along with details of remuneration sought to be paid	<p>He was re-appointed by the members in its 98th annual general meeting dated June 09, 2022, as a Director of the Bank. Initially, he was appointed as a Director of the Bank w.e.f. 29.02.2016.</p> <p>He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board</p>	<p>He was re-appointed by the members in its 98th annual general meeting dated June 09, 2022, as a Director of the Bank. Initially, he was appointed as Additional Director of the Bank w.e.f. 28.10.2017</p> <p>He is entitled to receive sitting fees and the Bank meets the travelling expenses as well as the boarding and lodging expenses of the Non-Executive Directors/ Independent Directors for attending the meetings of Board /Committees of Board</p>
Details of last drawn remuneration	Nil	Nil

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.