

NOTICE OF CANDIDATURE OF DIRECTORS AT THE 93RD AGM

NOTICE is hereby given that pursuant to the provisions of Section 160 of Companies Act, 2013, the bank has received notices proposing/signifying candidature of the following persons for appointment as Directors of the Bank subsequent to the notice dated December 20, 2015 convening the 88th to the 93rd Annual General Meetings, to be taken up at the 93rd Annual General Meeting of the Bank to be held on Friday, January 29, 2016 at the conclusion of the 92nd Annual General Meeting or at 12.30 p.m. whichever is later at Manickam Mahal, 1/1A, Tiruchendur Road, Thoothukudi – 628 003.

The candidates are not *prima facie* disqualified to be the directors of the Bank in terms of the RBI directives regarding 'fit and proper' criteria for appointment of directors and have also confirmed their eligibility and consent for appointment as director. There are 24 (twenty four) candidates contesting for the ten vacancies that shall be created. The members with a view to filling up 10 (ten) vacancies are required to elect upto 10 (ten) candidates contained in the following 24 (twenty four) resolutions proposed at the AGM:

1. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri R. Yogarajan (DIN: 07396169), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongw

ith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri S. R. Aravind Kumar (DIN: 02145836), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

3. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri V. V. D. N. Vikraman (DIN: 00466250), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

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 the provisions of Section 149, 152, Schedule IV and other applicable provision of Companies Act, 2013 and the rules made thereunder and Section 10A (2A) (i) of Banking Regulation Act, 1949, Shri B.S.Keshava Murthy (DIN: 06965816), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed **as an Independent Director** of the Bank for a period of three years i.e., upto January 28, 2019, not liable to retire by rotation."

5. 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 Section 149, 152, Schedule IV and other applicable provision of Companies Act, 2013 and the rules made thereunder and Section 10A (2A) (i) of Banking Regulation Act, 1949, Shri A.Shidambaranathan (DIN: 02904738), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship has been received, be and is hereby appointed **as an Independent Director** of the Bank for a period of three years i.e., upto January 28, 2019, not liable to retire by rotation."

6. 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 Section 149, 152, Schedule IV and other applicable provision of Companies Act, 2013 and the rules made thereunder and Section 10A (2A) (i) of Banking Regulation Act, 1949, Shri P.Prem Vetty (DIN: 00229445), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship has been received, be and is hereby appointed **as an Independent Director** of the Bank for a period of three years i.e., upto January 28, 2019, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Smt. Maddhumathi Kannan Adityan (DIN: 06746077), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri P. C. G. Asok Kumar (DIN: 05142860), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri K. Nagarajan (DIN: 02274426), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

10. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri B. Vijayadurai (DIN: 07403509), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

11. 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 Section 149, 152, Schedule IV and other applicable provision of Companies Act, 2013 and the rules made thereunder and Section 10A (2A) (i) of Banking Regulation Act, 1949, Smt. Chitra Murali (DIN: 06751105), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship has been received, be and is hereby appointed **as an Independent Director** of the Bank for a period of three years i.e., upto January 28, 2019, not liable to retire by rotation."

12. 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 Section 149, 152, Schedule IV and other applicable provision of Companies Act, 2013 and the rules made thereunder and Section 10A (2A) (i) of Banking Regulation Act, 1949, Shri P. Yesuthasan (DIN: 00767702), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship has been received, be and is hereby appointed **as an Independent Director** of the Bank for a period of three years i.e., upto November 25, 2017, not liable to retire by rotation."

13. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri G. M. Senthil (DIN: 07402547), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

14. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri B. Prabakaran (DIN: 00209875), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

15. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri S. Annamalai (DIN: 00001381), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

16. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri S. Vaikundarajan (DIN: 00794778), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

17. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri P. Mahendavel (DIN: 00688302), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

18. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri S. Jegatheesan (DIN: 00794415), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

19. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri T. R. Thamilarasu (DIN: 07405586), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

20. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri D. Gnanaraj (DIN: 02406175), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

21. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri T. Rajakumar (DIN: 02659409), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

22. 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 Section 149 of Companies Act, 2013 other applicable provision of Companies Act, 2013 and the rules made thereunder and pursuant to Section 10 A (2-A)(i) of the Banking Regulation Act, 1949, Shri K. Anand (DIN: 01683074), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship alongwith the requisite deposit has been received, be and is hereby appointed as a Director of the Bank liable to retire by rotation."

23. 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 Section 149, 152, Schedule IV and other applicable provision of Companies Act, 2013 and the rules made thereunder and Section 10A (2A) (i) of Banking Regulation Act, 1949, Shri G. Krishnamoorthy (DIN: 02833172), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship has been received, be and is hereby appointed as an **Independent Director** of the Bank for a period of three years i.e., upto January 28, 2019, not liable to retire by rotation."

24. 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 Section 149, 152, Schedule IV and other applicable provision of Companies Act, 2013 and the rules made thereunder and Section 10A (2A) (i) of Banking Regulation Act, 1949, Shri V. Srikanth (DIN: 07405198), in respect of whom a notice under Section 160 of the Companies Act, 2013 proposing candidature for directorship has been received, be and is hereby appointed **as an Independent Director** of the Bank for a period of three years i.e., upto January 28, 2019, not liable to retire by rotation."

For Tamilnad Mercantile Bank Limited

Thoothukudi
January 18, 2016

Deepak C S
Company Secretary
Membership No. FCS-5060

NOTE:

This notice should be read in conjunction with the notice and the explanatory statement of the 93rd Annual General Meeting (alongwith the notices of the other five AGMs to be held together) dated December 20, 2015 sent to the members earlier.

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

Composition of the Board

The present composition of the Board is 11 Directors (besides the two RBI nominees) out of which One Director is the Managing Director & CEO of the Bank. All the 10 Directors are deemed to be retiring at the 93rd AGM and the Bank had invited nominations in respect of the above. In terms of the provisions of Section 149 of the Companies Act, 2013 read with applicable provisions of the Banking Regulations Act, 1949, the required Composition of the Board is as under:

Sl No.	Category	Number (Minimum)
1.	Independent Director	4
2.	Woman Director	1
3.	Directors representing Majority Sector referred to in Section 10A (2) of The Banking Regulation Act, 1949 with at least two among them belonging to one of the three categories: 'agriculture and rural economy', 'co-operation', and 'SSI'.	5

All these categories need not be mutually exclusive. Wherever a particular candidate meets the requirement of one or more of the above categories, the same is indicated against his name in this explanatory statement.

Based on the credentials submitted by the candidates, the Board of Directors recommends their appointment subject to the number of vacancies that needs to be filled in.

Members are advised and requested to keep in mind the requirements of composition of the Board while voting on the resolutions.

The brief details of the proposed candidates are as follows:

1. Shri R. Yogarajan:

Shri R. Yogarajan (aged 63 years) is not an existing director of the Bank. Shri Yogarajan holds 3 (0.00%) shares in the Bank His qualifications are B.Com and CAIIB. In the opinion of the Board, Shri Yogarajan can be considered under the '**majority sector**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

2. Shri S. R. Aravind Kumar:

Shri S. R. Aravind Kumar, aged 42 years was appointed as a Director w.e.f. November 26, 2009 and later retired and got appointed by rotation at the 86th Annual General Meeting held on January 6, 2010. Shri Aravind Kumar holds 885 (0.31%) shares in the Bank. His qualifications are B.E. (Computer) and MBA (Marketing). He attended all the 21 board meetings held during the financial year 2014-15. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

3. Shri V. V. D. N. Vikraman:

Shri V. V. D. N. Vikraman, aged 62 years was appointed as a Director w.e.f. November 26, 2009 and later retired and got appointed by rotation at the 86th Annual General Meeting held on January 6, 2010. Shri Vikraman holds 1805 (0.63%) shares in the Bank. His qualification is M. Com. He attended all the 21 board meetings held during the financial year 2014-15. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

4. Shri B. S. Keshava Murthy:

Shri B. S. Keshava Murthy (aged 61 years) is not an existing director of the Bank. He is a retired bank executive; his qualifications are M.Sc. and CAIIB (Part 1). Shri Keshava Murthy does not hold any share in the Bank. He has given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. In the opinion of the Board, Shri Keshava Murthy can be considered both under the '**Independent**' category as well as the '**majority sector**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

5. Shri A. Shidambaranathan:

Shri A. Shidambaranathan, aged 52 years was first appointed as a director w.e.f. October 21, 2011 and was later appointed as Independent Director by the Board on March 16, 2015. He is a Chartered Accountant by profession; his qualifications are B. Com, FCA and graduate CWA. Shri Shidambaranathan holds 14 (0.01%) shares in the Bank. He has given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. The Board is satisfied with his performance as an independent director during the current tenure. In the opinion of the Board, Shri Shidambaranathan can be considered both under the 'Independent' category as well as the 'majority sector' category. He attended all the 21 board meetings held during the financial year 2014-15. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

6. Shri P. Prem Vetty:

Shri P. Prem Vetty (aged 53 years) is a former director of the Bank. His qualification is M. Com. Shri Prem Vetty holds 5 (0.00%) shares in the Bank. He has given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. In the opinion of the Board, Shri Prem Vetty can be considered under the '**Independent**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

7. Smt. Maddhumathi Kannan Adityan:

Smt. Maddhumathi Kannan Adityan (aged 50 years) is not an existing director of the Bank. Smt. Adityan does not hold any share in the Bank. Her qualification is B.Com. In the opinion of the Board, Smt. Adityan can be considered under the '**majority sector (SSI)**' category. She, if appointed, will meet the requirement of having a **woman director**. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

8. Shri P. C. G. Asok Kumar:

Shri P. C. G. Asok Kumar (aged 56 years) is not an existing director of the Bank. He is engaged in own business. Shri Asok Kumar holds 3034 (1.07%) shares in the Bank. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

9. Shri K. Nagarajan:

Shri K. Nagarajan (aged 58 years) is not an existing director of the Bank. Shri Nagarajan holds 14 (0.00%) shares in the Bank. He is an advocate by profession and his qualifications are B.Sc. and LLB. In the opinion of the Board, Shri K.Nagarajan can be considered under the '**majority sector**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

10. Shri B. Vijayadurai:

Shri B. Vijayadurai (aged 41 years) is not an existing director of the Bank. Shri Vijayadurai holds 14 (0.00%) shares in the Bank. He is a Chartered Accountant by profession and his qualifications are M. Com., FCA and DISA. In the opinion of the Board, Shri Vijayadurai can be considered under the '**majority sector**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

11. Smt. Chitra Murali:

Smt. Chitra Murali (aged 52 years) is not an existing director of the Bank. She is an internal auditor and is in service; his qualifications are M.Com., CISA and CIA. Smt. Chitra Murali does not hold any share in the Bank. She has given a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. In the opinion of the Board, Smt. Chitra Murali can be considered under the '**Independent**' category. She, if appointed, will meet the requirement of having a **woman director**. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

12. Shri P. Yesuthasen:

Shri P. Yesuthasen, aged 69 years was first appointed as a director w.e.f. November 26, 2009 and was later appointed as Independent Director by the Board on March 16, 2015. He is a retired executive of RBI; his qualifications are MBA, MA and CAIIB. Shri Yesuthasen holds 5 (0.00%) shares in the Bank. He has given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013.

The Board is satisfied with his performance as an independent director during the current tenure. In the opinion of the Board, Shri Yesuthasen can be considered both under the 'Independent' category as well as the 'majority sector' category. He attended 20 meetings out of the 21 board meetings held during the financial year 2014-15. He is proposed to be appointed for a term that is co-terminus with the term of 8 years provided in Banking Regulation Act. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

13. Shri G. M. Senthil:

Shri G.M. Senthil (aged 42 years) is not an existing director of the Bank. Shri Senthil holds 2844 (1.00%) shares in the Bank. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

14. Shri B. Prabakaran:

Shri B. Prabakaran, aged 60 years was appointed as a Director w.e.f. November 26, 2009 and later retired and got appointed by the Board on April 16, 2011. Shri Prabakaran holds 523 (0.18%) shares in the Bank. His qualifications are B.Tech (Metallurgy) and M. S. Biomedicals from IIT Chennai. He has also done Ph. D in Biomedical Engineering from USA. He attended all the 21 board meetings held during the financial year 2014-15. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

15. Shri S. Annamalai:

Shri S. Annamalai (aged 68 years) is not an existing director of the Bank. Shri Annamalai holds 684 (0.24%) shares in the Bank. He is an industrialist and his qualification is B. Tech. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

16. Shri S. Vaikundarajan:

Shri S. Vaikundarajan (aged 60 years) is not an existing director of the Bank. Shri Vaikundarajan holds 1530 (0.54%) shares in the Bank. He is an industrialist. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

17. Shri P. Mahendavel:

Shri Mahendavel, aged 54 years was appointed as a Director w.e.f. November 26, 2009 and later retired and got appointed by rotation at the 87th Annual General Meeting held on January 6, 2010. Shri Mahendavel holds 1 (0.00%) shares in the Bank. His qualifications are B. Com and MBA. He attended 20 meetings out of the 21 board meetings held during the financial year 2014-15. In the opinion of the Board, Shri Mahendavel can be considered under the '**majority sector (SSI)**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

18. Shri S. Jegatheesan:

Shri S. Jegatheesan (aged 56 years) is not an existing director of the Bank. Shri Jegatheesan holds 1530 (0.67%) shares in the Bank. He is an industrialist. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

19. Shri T. R. Thamilarasu:

Shri T. R. Thamilarasu (aged 55 years) is a former director of the Bank. His qualifications are MB and MBM. Shri Thamilarasu holds 5 (0.04%) shares in the Bank. In the opinion of the Board, Shri Thamilarasu can be considered under the '**majority sector (SSI)**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

20. Shri D. Gnanaraj:

Shri D. Gnanaraj (aged 66 years) is not an existing director of the Bank. His qualification is B.Sc. Shri Gnanaraj does not hold any share in the Bank. In the opinion of the Board, Shri Gnanaraj can be considered under the '**majority sector (SSI)**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

21. Shri T. Rajakumar:

Shri T. Rajakumar, aged 54 years was appointed as a Director w.e.f. November 26, 2009 and later retired and got appointed by the Board on April 16, 2011. Shri Rajakumar holds 202 (0.07%) shares in the Bank. His qualification is B. Sc. He attended all the 21 board meetings held during the financial year 2014-15. He may be considered under the '**majority sector**' subject to the final decision in a *sub-judice* matter. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

22. Shri K. Anand:

Shri K. Anand (aged 48 years) is not an existing director of the Bank. His qualification is B. E. (Civil). Shri Anand does not hold any share in the Bank. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

23. Shri G. Krishnamoorthy:

Shri G. Krishnamoorthy (aged 62 years) is not an existing director of the Bank. He is an advocate by profession; his qualifications are M.Sc. and LLB. Shri Krishnamoorthy does not hold any share in the Bank. He has given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. In the opinion of the Board, Shri Krishnamoorthy can be considered both under the '**Independent**' category as well as the '**majority sector**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

24. Shri V. Srikanth:

Shri V. Srikanth (aged 49 years) is not an existing director of the Bank. He is an advocate by profession; his qualifications are B. Com. And M. A. B. L. Shri Srikanth does not hold any share in the Bank. He has given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. In the opinion of the Board, Shri Srikanth can be considered both under the '**Independent**' category as well as the '**majority sector**' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution.

Brief instructions regarding remote e-voting and tablet based e-voting at the annual general meeting:

1. With a view to appoint 10 Directors at the AGM, the Members shall be entitled to cast votes on upto a maximum of 10 (ten) resolutions out of the (...) resolutions proposed above and the e-voting system has been designed to allow voting on upto 10 Resolutions.
2. Based on the votes polled by the candidates, the top ten candidates in terms of the valid votes polled in favour of each of them shall be declared elected and the respective individual resolutions as set out above shall deemed to have been passed at the AGM.
3. The above voting method is being used only to identify the 10 candidates who shall be appointed at the AGM and shall not be construed as being appointed by a single resolution as provided under Section 162 of the Companies Act, 2013.
4. Instructions for voting through the hand tablets at the AGM shall be provided at the venue.
5. E-voting rights of the members shall be reckoned on the shares held by them as on January 22, 2016 being the cut-off date for the purpose. Shareholders of the Bank holding shares as on that date **shall only** be entitled to avail the facility of remote e-voting/ tablet based e-voting at the meeting. The voting rights shall be *subject to the restrictions imposed by the Hon'ble High Court of Madras in its order dated November 26, 2015 in Writ Petition No. 11159 of 2011 and the connected Writ Petitions, on voting rights of a particular group of shareholders referred to in that Order.*
6. In case a person has become a member of the Bank after the dispatch of AGM Notice but on or before the cutoff date for e-voting i.e. January 22, 2016, he/she may write to NSDL on the email id: evoting@nsdl.co.in or to the Bank at secretarial@tmbank.in requesting for the Login ID and the Password.
7. The members who have not exercised remote e-voting can attend and participate in the tablet based e-voting at the AGMs. Kindly note that the members who have cast their e-vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGMs.
8. Entry to the venue of the AGMs will be permitted only on the basis of valid Attendance Slips accompanied with proof of identity. The Proxy-holder, in particular shall have to prove his identity at the time of attending the Meeting.

Proxy forms

1. Proxy form in respect of the 93rd Annual General Meeting has already been sent alongwith the notice dated December 20, 2015 to the persons who are entitled to receive the same. However the revised Proxy form after inclusion of the resolutions as above shall be made available to members on request now. The revised Proxy form has also been placed on the website – www.tmb.in of the Bank. In case a member wishes to exercise his option of indicating the manner in which the proxy is required to cast his votes in respect of the above resolutions, he/she may use the revised Proxy form. Otherwise the Proxy form sent earlier can be used, which is equally valid.
2. Members are advised to fill in all the particulars required to be filled in the Proxy form, sign and date it, affix the requisite revenue stamp and deposit the same within the appointed time and date at the Registered Office of the Bank.
3. Members may note that in case a Member issues more than one Proxy form, the Proxy form which is dated and timed last shall be considered as valid. Undated Proxy forms shall not be considered valid.
4. If the bank receives multiple Proxy forms from a Member, the Proxy form which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxy forms shall be treated as invalid.

For Tamilnad Mercantile Bank Limited

Thoothukudi
January 18, 2016

Deepak C S
Company Secretary
Membership No. FCS-5060