



Registered office: 57, V.E.Road, Thoothukudi – 628 002

email : shareholders@tmbank.in CIN: U65110TN1921PLC001908

NOTICE OF 94th to 97th ANNUAL GENERAL MEETINGS

Notice is hereby given that the 94th to 97th Annual General Meetings (AGMs), pertaining to years 2015 - 2016 to 2018 - 2019, of the members of **Tamilnad Mercantile Bank Limited** will be held on Wednesday, 28th October 2020 at 10.00 A.M., 10.30 A.M., 11.00 A.M. and 11.30 A.M. onwards or at the conclusion of the previous AGM respectively through video conferencing / Other Audio Visual Means (VC/OAVM) facility to transact the business as detailed in the Notices of the AGMs along with explanatory statements pursuant to Section 102 of the Companies Act, 2013 sent on 09.03.2020. These Annual General Meetings (AGMs) are being convened pursuant to an order dated 06.02.2020 passed by the Hon'ble High Court of Madras in W.A. 2 of 2016 & CMP.Nos.10145, 16385, 16388, 16389 of 2019 and 16419 of 2019 & WP.Nos.23056 of 2019 and WMP.22748, 22751 of 2019 and an order dated 16.09.2020 passed in C.M.P.Nos.7089 and 7094 of 2020 in W.A.No.2 of 2016. The Hon'ble High Court has directed vide order dated 06.02.2020 that the 94th to 97th AGMs relating to the years 2016 to 2019 shall be conducted under the Chairmanship of Mr. Justice R. Balasubramanian, Former Judge of the Madras High Court. In continuation to the said order, the Hon'ble High Court of Madras has granted permission vide order dated 16.09.2020 to resume the 94th to 97th AGM process from the stage of receiving the nominations for the post of directors and granted 45 days time from the date of receipt of a copy of the order to convene the AGMs through Video Conference (VC) / Other Audio Visual Means (OAVM) by adopting the guidelines/circulars issued by the Ministry of Corporate Affairs, Government of India.

Notes:

1. THIS NOTICE is in furtherance to the Notice dated 24th February, 2020 issued by your Bank for holding 94th to 97th AGMs on 9th April, 2020 at Thoothukudi. In the light of the outbreak of Covid-19 pandemic and the proclamation of country wide lock down by the Government of India, it was not possible for the bank to convene the AGMs (the 94th to 97th) as scheduled on April 9, 2020. As a consequence, the AGMs were deferred and appropriate news paper publication (public notice) was made.

2. In view of the massive outbreak of the COVID – 19 pandemic, social distancing has become a norm to be followed. The Government of India, Ministry of Corporate Affairs allowed conducting AGMs through video conferencing (VC) or other audio visual means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the AGMs through VC/OAVM. In terms of the said Circulars, the 94th to 97th AGMs will be held through VC/OAVM. Hence, Members can attend and participate in the AGMs through VC/OAVM only. The resolutions proposed in the Notices dated 24th February, 2020 as circulated to the shareholders will hold good except for the manner of holding the meetings.

3. The 94th to 97th AGMs of the members are to be held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 94th to 97th AGMs shall be the Registered office of the Bank i.e. 57, V.E.Road, Thoothukudi – 628002

4. Pursuant to provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard on General Meetings, the electronic copies of the Notices of AGMs and Annual Reports for the financial years 2015-2016, 2016- 2017, 2017- 2018 and 2018-2019 have been sent to all the members on 9th March, 2020 whose email IDs are registered with the bank/ Depository participants. Physical copies of the notice of the AGMs and Annual Reports for all the four financial years have also been sent to all the members at their registered addresses by Post. The same is also available on the bank's website <https://www.tmb.in/annual-general-meetings.aspx>

Members who have not received the Notice and Annual Reports may download the same from the website of the Bank <https://www.tmb.in/annual-general-meetings.aspx> or make request for the same 7 days prior to the meeting date fixed therein. The same will be forwarded to their registered email ID/ address by post.

The details of ordinary business and special business to be transacted in the AGMs were already covered in the AGMs notice sent to members. All the businesses mentioned therein, are important and unavoidable. Since the Bank has already completed most of the requirements, it has only to fix the date of AGMs and also provide sufficient time as laid down under the companies Act, 2013 to file nominations, if any, for the post of director and to send the e-voting user ID and password to the newly added members after the earlier book closure date i.e. 03.03.2020.

The user ID and password sent by the CDSL for remote e-voting earlier by email to the members whose email IDs are registered with the Bank/DP or in PIN mailer through Registered Post to other members for the AGMs will hold good and shall be valid for the proposed AGMs. As such we are not sending afresh and the same can be used for the remote e-voting and e-voting during the AGMs. **Members should use the User ID and password sent by CDSL only.**

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

Further, the candidates for directorship are also required to meet the 'fit and proper' criteria as laid down in RBI circular DBOD.No.BC.104/08.139.001/ 2003-04 dated June 25, 2004 and are required to submit a declaration in the prescribed revised format as per DoR.Appt.No.58/29.67.001/2019-20 dated March 31, 2020 in order to enable the Bank to undertake the process of due diligence of the person for the post of director on the Board.

All the candidates for directorship are required to give their respective consents in form DIR-2 of Companies (Appointment and Qualification of Directors), Rules, 2014 u/s 152(5) of the Companies Act, 2013 and declaration in form DIR-8 of the said Rules confirming that they are not disqualified to act as directors under Section 164(2) of Companies Act, 2013. They are also required to deposit along with the above documents, the notice under Section 160 of the Companies Act, 2013 along with requisite deposit of ₹1 lakh by Demand Draft with the Registered Office of the Bank. The candidate(s) who have already filed the nomination for the post of director need not file again. However, he/she will be required to submit the revised "declaration and undertaking" as mentioned above and the same may be downloaded from the website of the Bank <https://www.tmb.in/doc/Declaration-and-undertaking-by-a-proposed-director.pdf>.

6. Since, the AGMs are being conducted through VC/OAVM and in line with the MCA Circular No.20/2020 dated 5th May, 2020, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies u/s 105 of the Act by the members will not be available for the AGMs and hence the Proxy Form and the Attendance slip as circulated along with the original Notice of AGMs dated 24th February, 2020 will not be relevant.

7. Since, the AGMs are being conducted through VC/OAVM facility, the Route Map annexed to original Notice of AGMs dated 24th February, 2020 will not be relevant.

8. The Central Depository Services (India) Limited (CDSL) will be providing facilities for voting through remote e-voting, for participation in the 94th to 97th AGMs through VC / OAVM facility and e-voting during the AGMs.

9. Members may join the 94th to 97th AGMs through VC / OAVM facility by following the procedures as mentioned below, which shall be kept open for members from 9.30 A.M. i.e. thirty minutes before the time schedule for the start of the 94th AGM

10. Members are advised to note that the VC / OAVM facility allows participation of at least 1000 members on first-come-first-serve basis, as participation through video conferencing is limited. However, the participation of members holding 2% or more, promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Statutory Central Auditors etc., are allowed to attend the AGMs without restrictions.

11. The Attendance of the members participating in the AGMs through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting through VC/OAVM, pursuant to Section 113 of the Companies Act, 2013 at least 48 hours before the meeting at shareholders@tmbank.in or helpdesk.evoting@cdslindia.com before e-voting/ attending AGMs through VC/OAVM.

13. During the AGMs, members may access the scanned copy of the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, upon logging in to CDSL e-voting system at <https://www.evotingindia.com>.

14. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Bank is providing the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGMs through VC / OAVM by remote e-voting and the e-voting during the AGMs.

15. **The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on 21/10/2020, i.e. the cut-off date, are entitled to vote on the Resolutions as set forth in the earlier sent Notices. A person who is not a member as on the cut-off date should treat this Notice of AGMs for information purpose only.**

16. Members may cast their votes on electronic voting system from any place (remote e-voting).

The remote e-voting period will commence at 9.00 A.M. Sunday, 25/10/2020 and will end at 5.00 P.M, Tuesday, 27/10/2020.

In addition, the facility for voting on the day of AGMs shall also be made available and the members attending the AGM through VC/OAVM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM (Refer point no. 22 (D) for detailed procedure to vote through e-voting).

17. The Bank has appointed Shri Naganendra D.Rao, Company Secretary in practice to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer the detailed procedure as given below.

18. The scrutinizer shall after the conclusion of AGMs shall make a consolidated scrutinizer report of the total vote cast in favour or against, invalid votes, if any and whether the resolution has been carried or not, and such report shall then be sent directly to the Chairman within 48 hours from the conclusion of 97th AGM.

19. The results alongwith the report of scrutinizer shall be placed in the website of the bank at <https://www.tmb.in/annual-general-meetings.aspx> and on the website of CDSL at www.evotingindia.com immediately after the declaration of results by the Hon'ble High Court of Madras.

20. The helpline numbers regarding any query/assistance for participation in the AGM through VC/OAVM, please contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) and in case of any specific queries please call to this mobile no. **9566141888**.

21. **Members may note that the user ID and password received from CDSL can only be used for TMB remote e-voting or e-voting on the date of the AGMs.**

22. The details of the process and manner for remote e-voting are explained herein below:

A. In case a Member receives the user ID and password for the AGMs through email from CDSL (for Members whose email IDs are registered with the Company/Depository Participant(s)):

(i) The Members should login to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders/Members.

(iii) Enter the User ID as provided in the separate mail/speed post sent by CDSL.

(iv) Next enter the image verification as displayed and click on Login.

(v) Next enter the password provided in separate mail/speed post.

(vi) After entering these details appropriately, click on "LOGIN" tab.

(vii) Click on the EVSN's of <Association Name> on which you choose to vote.

(viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(ix) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

(x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

(xiii) In case you have any queries or issues regarding e-voting, write an e-mail to shareholders@tmbank.in or helpdesk.evoting@cdslindia.com.

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

(i) The user ID and password sent by the CDSL in PIN mailer through Registered Post for the AGMs:

-EVSN (e-voting Event Number), USER ID and PASSWORD-

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

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGMS THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials sent by CDSL through e-mail or by post. The live streaming link for VC/OAVM will be available in shareholder/members login page where the Electronic Voting Sequence Number (EVSN) of Company will be displayed.

2. Shareholders can join the Meeting through Mobile phone/Laptop/ IPad/Desktop.

3. Further, shareholders are advised to allow Camera and use Internet with a good speed to avoid any disturbance during the meetings.

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

5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting on first-come-first-serve basis and subject to the availability of time as the chairman of the meeting may decide in the matter. The Chairman reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGMs.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGMS ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGMs is same as the instructions mentioned above for remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and or otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

3. Shareholders who have voted through remote e-voting will be eligible to attend the AGMs. However, they will not be eligible to vote at the AGM.

23. General Guidelines for shareholders

a) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to shareholders@tmbank.in with a copy marked to helpdesk.evoting@cdslindia.com.

b) Those members whose email address is not registered with the bank or with their respective depository participant and who wish to receive the notice / annual report / user ID and password and other communication sent by the bank at least 7 days prior to meeting, can get their email address registered by following the steps as given below:

i. For members holding share in physical form, please send scanned copy of signed request letter mentioning folio number, complete address, email address to be registered along with scanned self-attested copy of ID proof and address proof supporting the registered address of the member, by email to the bank email address shareholders@tmbank.in.

ii. Members holding shares in demat form are requested to update their email address through depository participant.

c) Those members who lost the user ID and Password sent by CDSL and who wish to receive again can request the bank by email, addressing shareholders@tmbank.in or can send the request by post to the following address.

Tamilnad Mercantile Bank Limited,

Secretarial Department,

57 V E Road, Thoothukudi – 628002

The email/ post should reach us at least 7 days prior to the date of meeting.

d) 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 Password" option available on www.evotingindia.com to reset the password by providing valid credentials to reset.

e) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or send an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

f) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

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

Thoothukudi

September 24, 2020