

Electronic Voting General Instructions

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Bank is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 88th, 89th, 90th, 91st, 92nd and 93rd Annual General Meetings (AGMs) by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for **tablet based e-voting** shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting to cast vote electronically at the venue using handheld tablets. Use of such tablet based system of electronic voting is user friendly as the shareholders who attend general meetings can now conveniently cast their votes faster as compared to voting by physical ballot papers.
3. The Members who have cast their vote by remote e-voting prior to the AGMs may also attend the AGMs but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on January 26, 2016 (9:00 am) and ends on January 28, 2016 (5:00 pm). During this period, Members of the Bank, holding shares as on the cut-off date of January 22, 2016, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL (for Members whose email IDs are registered with the Company/Depository Participants(s)):
 - i. Open email and open PDF file viz; “Tamilnad Mercantile Bank remote e-voting.pdf” with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “REVEN” of Tamilnad Mercantile Bank Limited. There will be a different REVEN for each of the six AGMs.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in.

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

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

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

6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. **The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date of January 22, 2016.**

Please note that in terms of the order passed by the Hon'ble High Court of Madras on November 26, 2015 in Writ Petition No. 11159 of 2011, the voting rights of a particular group of shareholders referred to in that Order, has been curtailed.

The shareholders concerned are advised to exercise their voting rights subject to the restriction imposed in the Court Order. Notwithstanding the manner in which the votes are cast, the final declaration of the results by the Chairman shall be subject to the restrictions imposed in the Court Order.

10. Any person, who acquires shares of the Bank and becomes Member of the Bank after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. January 22, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or secretarial@tmbank.in.
11. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com.
12. A person, whose name is recorded in the register of Members as on the cut-off date alone shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
13. Mr. S. N. Ananthasubramanian, Senior Partner or failing him Ms. Malati Kumar, Partner of S N ANANTHASUBRAMANIAN & CO., Company Secretaries and Past President ICSI – 2013 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by tablet based e-voting to all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the AGM, shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, for each of the Resolutions, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tmb.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
