NOTICE OF THE 102nd ANNUAL GENERAL MEETING

(2023 - 2024)

TAMILNAD MERCANTILE BANK LIMITED

CIN: L65110TN1921PLC001908

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

Phone: 0461-2321932 (E), 2321929 (E)

Website: www.tmb.in | e-mail: shareholders@tmbank.in

NOTICE OF THE 102nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 102nd Annual General Meeting (AGM) of the Members of M/s.Tamilnad Mercantile Bank Limited (CIN: L65110TN1921PLC001908) will be held on Friday, the 27th of September, 2024 at 10:00 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 2023-24**

   To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Section 29 and other applicable provisions, if any, 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 the Reserve Bank of India ('RBI') in this regard, from time to time, the audited financial statements of the Bank for the financial year ended March 31, 2024 including the Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow for the financial year ended March 31, 2024 and the report of the Auditors and the Board of Directors thereon, as circulated to the Members and laid before the Meeting, be and are hereby received, considered and adopted."

2. **To re-appoint Shri.S.R.Ashok (DIN:07933713) as a Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment**

   To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and 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 the Reserve Bank of India, from time to time and the provisions of the Articles of Association of the Bank, Shri.S.R.Ashok (DIN: 07933713), Non-Executive Non-Independent director who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Bank, liable to retire by rotation."

3. **To approve and declare the final dividend for the Financial Year 2023-24**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 and Section 15 and other applicable provisions, if any, of the Banking Regulation Act, 1949 and other applicable circulars, guidelines issued by the Reserve Bank of India, in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) a dividend at the rate of Rs. 10.00 (Rupees Ten only) per equity share having face value of Rs. 10.00 (Rupees Ten only) each fully paid-up (i.e. 100%), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Bank for the financial year ended March 31, 2024."

4. **To appoint M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) and M/s. Chandran & Raman, Chartered Accountants, Chennai (Firm Registration No. 000571S) 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. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) and M/s. Chandran & Raman, Chartered Accountants, Chennai (Firm Registration No. 000571S), be and are hereby re-appointed as the Joint Statutory Central Auditors of the Bank for the financial year 2024-25 i.e., from the conclusion of this 102nd Annual General Meeting until the conclusion of 103rd Annual General Meeting of the Bank, for a total remuneration of ₹ 24,00,000/- each and reimbursement of other out of pocket expenses."

SPECIAL BUSINESS

5. **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 in

consultation of the Statutory Central Auditors be and is hereby authorized to make arrangements for the audit of the Bank's branches for the financial year 2024-25 and to appoint and fix the remuneration of branch auditors by Audit Committee of the Board".

6. **Appointment of Shri.Salee Sukumaran Nair (DIN: 09231101) as Managing Director and Chief Executive Officer of the Bank and approval of Remuneration.**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Section 10B, 35B and other 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 the Reserve Bank of India ('RBI') and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of Tamilnad Mercantile Bank Limited (the "Bank"), pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank and the approval granted by the RBI vide letter Ref.No.CO.DOR.HGG.No.S2893/8.55.001/2024-25 dated August 16, 2024, approval of the Members of the Bank be and is hereby accorded to the appointment of **Shri.Salee Sukumaran Nair** (DIN:09231101) as the Managing Director & Chief Executive Officer of the Bank, who has been appointed as an Additional Director and designated as the Managing Director & Chief Executive Officer of the Bank w.e.f. August 29, 2024, for a period of three years from August 29, 2024 till August 28, 2027 (both days inclusive), on such terms and conditions as detailed in the explanatory statement to this notice and payment of such remuneration which is well within the limits prescribed under Schedule V of the Companies Act, 2013.

   "**RESOLVED FURTHER THAT** to give effect to this resolution, the Board be and is hereby authorized to do all deeds, matters, things, acts including the power to determine the variable pay within the limits approved by the Reserve Bank of India and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with RBI or any other regulatory authority and / or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/ Officer(s) of the Bank."

7. **To appoint Shri.K.V.Rama Moorthy (DIN: 07034994) as a Non-Executive Director of the Bank**.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** in accordance with Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Circulars and Guidelines issued by the Reserve Bank of India and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015,

as amended, and the Articles of Association of the Bank, **Shri.K.V.Rama Moorthy** (DIN: 07034994) 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 Non-Executive Director by the Board of Directors on July 09, 2024 and received a written notice pursuant to Section 160 of the Companies Act, 2013 of his candidature for the office of Non-Executive Director of the Bank, be and is hereby appointed as a Non-Executive Director of the Bank, who shall hold office for a period of three years from July 09, 2024 to July 08, 2027 (both days inclusive) and that he is liable to retire by rotation."

8. **To appoint Shri.R.Deepak Shankar (DIN: 05223027) 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 Requirement) Regulations, 2015, as amended, and the Articles of Association of the Bank, **Shri.R.Deepak Shankar** (DIN: 05223027) 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 Independent Director by the Board of Directors on July 09, 2024 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 SEBI (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 July 09, 2024 to July 08, 2027 (both days inclusive) and that he shall not be liable to retire by rotation."

9. **To appoint Smt.R.Kanagavalli (DIN: 00883998) 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 Requirement) Regulations, 2015, as amended, and the Articles of Association of the Bank, **Smt.R.Kanagavalli** (DIN: 00883998) 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 Independent Director by the Board of Directors on August 19, 2024 and received a written notice pursuant to Section 160 of the Companies Act, 2013 of her candidature for the office of Independent Director of the Bank, and has submitted a declaration that she meets the criteria of independence in terms of Section 149(6) of the Act

and Regulation 16(1)(b) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Bank, who shall hold the office for a period of three years from August 19, 2024 to August 18, 2027 (both days inclusive) and that she shall not be liable to retire by rotation."

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

Place: Thoothukudi
Date: 29th August, 2024

Swapnil Ashok Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Notes: -

1. 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, No. 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") and all other applicable laws and circulars issued by Ministry of Corporate Affairs ("MCA"), Government of India and SEBI has permitted the holding of the annual general meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue

   In compliance with the above guidelines, the 102nd Annual General Meeting of the members of M/s.Tamilnad Mercantile Bank Limited is being conducted through VC/OAVM on **Friday, September 27, 2024 at 10:00 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. 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 Members and Share Transfer Books of the Bank will remain closed from **21.09.2024 to 27.09.2024** (both days inclusive) for the purpose of 102nd Annual General Meeting. Accordingly, the Shareholders holding Bank's shares as on **Friday, 20.09.2024** (**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.

3. Any person who is not a member on the cut-off date should treat this notice for information purposes only.

4. In compliance with the MCA and SEBI Circulars, the Notice of the 102nd AGM and the Annual Report for the Financial Year 2023-24 are being sent through e-mail, to those members who have registered their e-mail addresses with the Bank / Depositories. 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., Bombay Stock Exchange 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., www.evoting.nsdl.com

5. 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.

6. Members can join the Annual General Meeting in the VC mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this 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, Auditors, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Customer Service Committee, etc., who are allowed to attend the Annual General Meeting without any restriction on account of first come first serve basis.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

9. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business to be transacted at the meeting are annexed hereto.

10. VOTING THROUGH ELECTRONIC MEANS

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), SEBI and MCA Circulars in this regard the Bank is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Bank has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

b. In terms of SEBI circular, no SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

c. The remote e-voting period commences on Tuesday, September 24, 2024 (9:00 a.m. IST) and ends on Thursday, September 26, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 20, 2024, i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing, September

24, 2024, to September 26, 2024, or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

d. The Voting Rights of the Members shall be in proportion to their shares of the paid-up share equity capital of the bank as on the "Cut-off" date being Friday, September 20, 2024 subject to the provision of the Banking Regulations Act, 1949 as amended and the extant RBI guidelines. The voting rights of the shareholders are also subject to the restriction imposed by the Reserve Bank of India.

e. The Bank has appointed Thiru.P.Sriram, (Membership No. FCS 4862) (CP No. 3310) Practicing Company Secretary of M/s. SPNP & Associates, to act as the scrutinizer ("Scrutinizer") to scrutinize the entire e-voting process in a fair and transparent manner.

f. Any person, who acquires shares of the Bank and become member after dispatch of the notice and holds shares as of the cut-off date i.e. September 20, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com. 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 could reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.

11. DIVIDEND RELATED INFORMATION

The Board of Directors of the Bank have recommended a final dividend of ₹10/- per equity share (i.e., 100 % of face value) of ₹10/- each to the Shareholders for the financial year 2023-24, 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 Members / Beneficial Owners as furnished by National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on 20.09.2024 (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.

12. TAX ON DIVIDEND

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://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html latest by 20th September, 2024. 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://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html latest by September 20, 2024. 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.

13. 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. Dividends for and up to the financial year ended March 31, 2017 have to be transferred to the IEPF authority on 04.04.2023, 22.05.2023, 14.08.2023, 24.02.2024 and 18.08.2024 which is yet to be done.

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. In compliance with the aforesaid provision, Shares for and up to the financial year ended March 31, 2017 have to be transferred to the IEPF authority on 04.05.2023, 21.06.2023, 13.09.2023, 25.03.2024 and 17.09.2024 which is yet to be done. 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.

14. 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.

15. 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 and Bank account 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 and Bank account 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, (0422) 4958995,
(0422) 2539835, (0422) 2539836)
email: coimbatore@linkintime.co.in

Please note that as per SEBI regulations, Folios wherein the above documents/details viz. PAN, KYC and Bank A/c details are not available/ registered, dividend will be kept in abeyance with effect from 01st April 2024.

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.

16. 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.

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

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 FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed companies are required to provide E-Voting facility to the shareholders holding securities in demat mode and 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.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 Bank name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" 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 hold 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 Bank 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	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 the Bank. 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. 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 service providers' website directly. 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. 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.
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 Bank 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 abovementioned 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.com or call at 022 - 4886 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 21 09911

B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR

i. **SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND**

ii. **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 Bank For example, if folio number is 001*** and **EVEN is 128048** then user ID is 128048001***

5. For the shareholders, holding shares in physical form who have not registered their email-ID's with the Depositories / RTA, the User ID and Password are sent to their registered address.
6. 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 Bank, 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**

7. 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.com 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.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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 the Bank 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 sriram@prowiscorporate.com with a copy marked to evoting@nsdl.com. 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 or send a request to (Ms.Pallavi Mhatre) at evoting@nsdl.com.

4. Please provide the contact details of the person responsible to address the grievances connected with remote e-voting

18. 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-IDs are not registered with the Depositories / RTA, User ID and Password are sent to their registered address.
2. Alternatively, shareholders/members may send a request to evoting@nsdl.com 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 (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. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

19. 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.

20. 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.

21. DECLARATION OF VOTING RESULTS

a) 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 (appointed by the Board for the AGM), in writing, who shall countersign the same.

b) The result declared, along with the Scrutinizer's Report shall be placed on the Bank's website www.tmb.in under Investor's Relations and on the website of the NSDL, immediately after the result is declared and communicated to the Stock Exchanges where the equity shares of the Bank are listed.

c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., Friday, September 27, 2024.

22. OTHER INFORMATION

a) The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. To support this green initiative and to receive communications from the Bank in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Bank and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Bank's website at www.tmb.in. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

b) All correspondence relating to shares and dividend should be addressed to the Bank's Registrars and Transfer Agent, viz:-

Link Intime India Private Ltd.,
Coimbatore Branch, Surya 35, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore – 641 028,
Phone No: (0422) 2314792, (0422) 4958995,
(0422) 2539835, (0422) 2539836.
e-mail: coimbatore@linkintime.co.in

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

Place: Thoothukudi
Date: 29th August, 2024

Swapnil Ashok Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

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.S.R.Ashok (DIN:07933713) as a Non-Executive 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 Annual General Meeting ('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 102nd AGM, Shri.S.R.Ashok (DIN:07933713), 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.S.R.Ashok, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard 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.S.R.Ashok was first appointed to the Board on October 28, 2017 and his tenure will continue till October 27, 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.S.R.Ashok as set out in Item No. 2, for approval of the Members by way of an Ordinary Resolution.

Except Shri.S.R.Ashok 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 of the notice.

Item No. 4 - Appointment of Joint Statutory Central Auditors

M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) together with M/s. Chandran & Raman, Chartered Accountants, Chennai (Firm Registration No. 000571S) were appointed as Joint Statutory Central Auditors ('JSCA') of the Bank for FY 2024-25 from the conclusion of the 102nd Annual General Meeting ('AGM') to conclusion of 103rd 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 existing Joint Statutory Central Auditors of the Bank completed their third year/term during FY 2023-24, the Board of directors of the Bank recommends the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) together with M/s. Chandran & Raman, Chartered Accountants, Chennai (Firm Registration No. 000571S) as Joint Statutory Central Auditors of the Bank from the conclusion of this Annual General Meeting to conclusion of 103rd Annual General Meeting of the Bank. The Reserve Bank of India vide their letter no. Ref.CO.DOS.RPD.No.S2400/08.25.005/2024-25 dated 26.06.2024 has granted its approval for their appointment.

The terms of appointment and conditions, including an overall remuneration of ₹24,00,000/- (Rupees Twenty-Four Lakh only) for each of the audit firms, besides reimbursement of travelling expenses as per existing terms, for FY 2024-25 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. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) together with M/s. Chandran & Raman, Chartered Accountants, Chennai (Firm Registration No. 000571S) 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. Sundaram & Srinivasan, Chartered Accountants' firm was established in the year 1943 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 Madurai, Bengaluru and Mumbai. The firm provides range of services which include Audit, Taxation, Compliance, Process – Operations and System and Costing. The Firm's Audit and Assurance practice has eight decades of significant experience in auditing financial services clients including large banks and other financial services entities.

M/s. Chandran and Raman, Chartered Accountants' firm was established in the year 1973 and registered with the Institute of Chartered Accountants of India (ICAI). The firm has been providing professional services with its Head Office at Chennai. The branch office is located at Bangalore. The firm provides range of services which include Audit, Taxation (Transfer Pricing Practices, Valuation & Non Resident Taxation). The Firm's Audit and Assurance practice has five decades of significant experience in auditing financial services clients including PSUs, large banks and other financial services entities.

Your Directors, therefore, recommend the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) together with M/s. Chandran & Raman, Chartered Accountants, Chennai (Firm Registration No. 000571S) as the Bank's Joint Statutory Central Auditors in terms of RBI guidelines.

The earlier Joint Statutory Central Auditors of the Bank for the Financial year 2023-24 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 2023-24 is as under:

Particulars	Amount (₹ in Crore)
Fee for year-end audit including quarterly limited review and issue of statutory certificates	0.43
Reimbursement of out-of-pocket expenses incurred for review / audit of branches / offices during the year	0.26
Total	0.69

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, financially or otherwise, in the resolution set out at Item No. 4 of the notice.

Item No. 5 –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. 5 for approval of the Members by way of an Ordinary Resolution.

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. 5 of the notice.

Item No. 6 - Appointment of Shri.Salee Sukumaran Nair (DIN: 09231101) as Managing Director and Chief Executive Director of the Bank and approval of Remuneration

Shri.Salee Sukumaran Nair (DIN: 09231101) has been appointed as an Additional Director and designated as the Managing Director & CEO ('MD & CEO') of the Bank w.e.f. August 29, 2024, in accordance with the provisions of the Articles of Association ('AOA') of the Bank and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Bank and based on the approval of Reserve Bank of India ('RBI'), vide letter Ref.No.CO.DOR.HGG.No.S2893/8.55.001/2024-25 dated August 16, 2024 for a period of three years. Board of Directors in its meeting held on August 19, 2024, had confirmed his date of joining as August 29, 2024 and hence his tenure shall be with effect from August 29, 2024 till August 28, 2027 (both days inclusive).

Further, RBI vide the above said letter also approved the Fixed Pay (including perquisites) and variable pay of Shri.Salee Sukumaran Nair, effective from August 29, 2024 as stated below:

PART-A: Fixed Pay (including perquisites):	
1. Salary	INR 69,00,000*
2. Dearness allowance	-
3. Retiral /Superannuation benefits:	-
(a) Provident Fund	12 % of pay on contribution basis (INR.8,28,000/- per annum)
(b) Gratuity	One month's pay for each completed year of service (INR.5,75,000)
(c) Pension	-
4. Leave Fare Concession/ Allowance	Air travel for himself and family members once a year to and from any place in India
5. Other fixed allowances, if any (please specify)	-
6. Perquisites:	
(i) Free Furnished House and its maintenance/House Rent Allowance	Free furnished house provided by the Bank. Standard rent of INR.401.50 per month to be recovered by the Bank. (INR.5,30,600)
(ii) Conveyance Allowance/Free use of bank's car for	
a) Official purposes	Yes
b) Private purposes	Recovery of INR 250 per month up to 750 kms. recovery at 60% the rate fixed by RTA.
(iii) Driver(s)' salary	Borne by Bank (INR 50,000)
(iv) Club Membership(s)	Entertainment allowance inclusive of subscription to clubs (maximum two clubs)
(v) Reimbursement of medical expenses	All medical expenses viz., hospitalization and non-hospitalization expenses including domiciliary treatment to be reimbursed on actual basis up to 100% for the MD & CEO and the dependent family member without internal limits, on production of bills.
(vi) Any other perquisites (please specify)	
a. Phone	INR 10,000
b. News papers	INR 10,000
c. Entertainment	Subject to a ceiling of 60,000 per annum, 25% of which is reimbursable on declaration basis (INR 15,000)
d. Lodging & Boarding	Reimbursement on actuals inclusive of taxes for business purpose only on production of evidence and out of pocket expenses of INR 1000 per day. In case of own stay arrangements, halting allowance shall be INR 5,000 per day for Area I and INR 4,000 for other places

e. Insurance	Premium of INR 2,242 towards a cover of INR 15,00,000 for journey by road, rail or air.
f. Income Tax – perquisites	INR 2,46,211
g. Causal Leave	12 days
h. Ordinary Leave	1 day for every 11 days
i. Sick Leave	30 days for each completed year of service as MD & CEO
j. Leave Encashment	Encashment of ordinary leave at all the time of demitting office. Accumulation allowed as applicable to other Bank staff (INR 5,75,000)
Fixed Pay	INR 97,39,811
Part B - Variable Pay#	INR 97,39,811
Total Remuneration	INR 1,94,79,622

(* With an increment of 10% for the 2nd year and 3rd year, with the same corresponding increase in the variable pay, to be paid to the Managing Director & CEO)

(# - As per the RBI guidelines, the variable pay shall have cash and non-cash components. However, as our Bank does not have any provision for issue of employee stock option scheme, we are offering the variable components by cash only. Once the scheme is implemented, the variable pay will be paid in non-cash component)

Further, MD & CEO's appointment is in terms of the Articles of Association of the Bank, and in compliance with the provisions of Section 10B, in particular, on account of Shri.Salee Sukumaran Nair having the requisite experience / expertise required under Section 10B and other applicable provisions of the Banking Regulation Act, 1949.

Accordingly, approval of the members is requested for appointment of Shri.Salee Sukumaran Nair as MD & CEO of the Bank for a period of three years with effect from August 29, 2024 till August 28, 2027 and fixation of remuneration, as per the aforesaid terms.

Additional information in respect of Shri.Salee Sukumaran Nair, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The Nomination and Remuneration Committee and the Board of Directors recommend the resolution in relation to the appointment of Shri.Salee Sukumaran Nair as MD & CEO of the Bank as set out in item No.6 for approval of the Members of the Bank by way of an Ordinary Resolution. Shri.Salee Sukumaran Nair and his relatives do not hold any equity share of the Bank and he is not related to any other Director or Key Managerial Personnel of the Bank.

Except Shri.Salee Sukumaran Nair, being the appointee 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. 6 of the notice.

Item No. 7 – Appointment of Shri.K.V.Rama Moorthy (DIN:07034994) as a Non-Executive Director of the Bank

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Bank (the "Board") at its meeting held on July 09, 2024, approved the

appointment of Shri.K.V.Rama Moorthy (DIN:07034994) as an Additional Director, categorized as 'Non-Executive Director' of the Bank, for a period of three (3) consecutive years, with effect from July 09, 2024 to July 08, 2027 (both days inclusive), subject to the approval of the members of the Bank through an Ordinary Resolution.

In terms of Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the "SEBI Listing Regulations", the listed entity shall ensure that approval of members for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, Shri.K.V.Rama Moorthy continues to hold the office as an Additional Director (categorized as 'Non-Executive Director') of the Bank until the conclusion of next general meeting or till the time his appointment is confirmed by the members of the Bank within a time period of three months from the date of appointment, whichever is earlier. In terms of Section 160 (1) of the Act, the Bank has, received in writing, a notice from him proposing his candidature for the office of a Director of the Bank.

The NRC and the Board have examined the due diligence of 'fit and proper' of Shri.K.V.Rama Moorthy and found that he is a fit and proper person to hold the office as a Non-Executive Director of the Bank, as per the norms prescribed by the Reserve Bank of India and he is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Shri.K.V.Rama Moorthy has given his consent to act as a Director of the Bank and that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act.

The NRC and Board have assessed the veracity of the said declarations and other documents furnished by Shri.K.V.Rama Moorthy and, based on the same, have opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as a Non-Executive Director of the Bank. Further, Shri.K.V.Rama Moorthy is a person of integrity and has relevant skills, experience and expertise in the areas of 'Banking and Agriculture', as required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India. The Board of Directors of the Bank are of the view that Shri.K.V.Rama Moorthy possesses and has the requisite skills and capabilities, stated above, required for the role of a Non-Executive Director of the Bank. During the said tenure, Shri.K.V.Rama Moorthy shall be liable to retire by rotation, in terms of Section 152 of the Act.

Additional details in respect of Shri.K.V.Rama Moorthy pursuant to Regulation 36 the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as Annexure A to this Notice.

Keeping in view the above mentioned approval of the Board of Directors, the approval of the Members of the Bank is being sought, by passing an Ordinary Resolution, by way of this Annual General Meeting for the appointment of Shri.K.V.Rama Moorthy on the Board of the Bank, as set out in Item No. 7 of the notice.

Except Shri.K.V.Rama Moorthy, being the appointee 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. 7 of the notice.

Item No. 8 – Appointment of Shri.R.Deepak Shankar (DIN:05223027) as an Independent Director of the Bank

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Bank (the "Board") at its meeting held on July 09, 2024, approved the appointment of Shri.R.Deepak Shankar (DIN:05223027) as an Additional Director, categorized as 'Independent Director' of the Bank, for a period of three (3) consecutive years, with effect from July 09, 2024 to July 08, 2027 (both days inclusive), subject to the approval of the members of the Bank through a Special Resolution.

In terms of Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the "SEBI Listing Regulations", the listed entity shall ensure that approval of members for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, Shri.R.Deepak Shankar continues to hold the office as an Additional Director (categorized as 'Independent Director') of the Bank until the conclusion of next general meeting or till the time his appointment is confirmed by the members of the Bank within a time period of three months from the date of appointment, whichever is earlier. In terms of Section 160 (1) of the Act, the Bank has, received in writing, a notice from him proposing his candidature for the office of a Director of the Bank.

The NRC and the Board have examined the due diligence of 'fit and proper' of Shri.R.Deepak Shankar and found that he is a fit and proper person to hold the office as an Independent Director of the Bank, as per the norms prescribed by the Reserve Bank of India and he is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Shri.R.Deepak Shankar has given his consent to act as a Director of the Bank. He has also given a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") read with the applicable rules under the Act ("Rules") and Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, and that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act.

The NRC and Board have assessed the veracity of the said declarations and other documents furnished by Shri.R.Deepak Shankar and, based on the same, have opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as an Independent Director and that he is independent of the Management of the Bank. Further, Shri.R.Deepak Shankar is a person of integrity and has relevant skills, experience and expertise in the area of 'MSME sector', as required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued

from time to time by the Reserve Bank of India. The Board of Directors of the Bank are of the view that Shri.R.Deepak Shankar possesses and has the requisite skills and capabilities, stated above, required for the role of an Independent Director of the Bank.

During the said tenure, Shri.R.Deepak Shankar shall not be liable to retire by rotation, in terms of Section 149(13) of the Act. Shri.R.Deepak Shankar is in compliance with the requirements as mandated in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Additional details in respect of Shri.R.Deepak Shankar pursuant to Regulation 36 the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as Annexure A to this Notice.

Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution. Keeping in view the above referred provisions, the approval of the Members of the Bank is being sought, by passing a Special Resolution, by way of this Annual General Meeting for the appointment of Shri.R.Deepak Shankar on the Board of the Bank, as set out in Item No. 8 of the notice.

Except Shri.R.Deepak Shankar, being the appointee 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. 8 of the notice.

Item No. 9 – Appointment of Smt.R.Kanagavalli (DIN: 00883998) as an Independent Director of the Bank

Pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Bank (the “Board”) at its meeting held on August 19, 2024, approved the appointment of Smt.R.Kanagavalli (DIN:00883998) as an Additional Director, categorized as ‘Independent Director’ of the Bank, for a period of three (3) consecutive years, with effect from August 19, 2024 to August 18, 2027 (both days inclusive), subject to the approval of the members of the Bank through a Special Resolution.

In terms of Section 161 of the Companies Act, 2013 (the “Act”), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the “SEBI Listing Regulations”, the listed entity shall ensure that approval of members for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, Smt.R.Kanagavalli continues to hold the office as an Additional Director (categorized as ‘Independent Director’) of the Bank until the conclusion of next general meeting or till the time his appointment is confirmed by the members of the Bank within a time period of three months from the date of appointment, whichever is earlier. In terms of Section 160 (1) of the Act, the Bank has, received in writing, a notice from her proposing her candidature for the office of a Director of the Bank.

The NRC and the Board have examined the due diligence of 'fit and proper' of Smt.R.Kanagavalli and found that she is a fit and proper person to hold the office as an Independent Director of the Bank, as per the norms prescribed by the Reserve Bank of India and she is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Smt.R.Kanagavalli has given her consent to act as a Director of the Bank. She has also given a declaration to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") read with the applicable rules under the Act ("Rules") and Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, and that she is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act.

The NRC and Board have assessed the veracity of the said declarations and other documents furnished by Smt.R.Kanagavalli and, based on the same, have opined that she fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for her appointment as an Independent Director and that she is independent of the Management of the Bank.

Further, Smt.R.Kanagavalli is a person of integrity and has relevant skills, experience and expertise in the area of 'Law', as required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India. The Board of Directors of the Bank are of the view that Smt.R.Kanagavalli possesses and has the requisite skills and capabilities, stated above, required for the role of an Independent Director of the Bank.

During the said tenure, Smt.R.Kanagavalli shall not be liable to retire by rotation, in terms of Section 149(13) of the Act. Smt.R.Kanagavalli is in compliance with the requirements as mandated in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Additional details in respect of Smt.R.Kanagavalli pursuant to Regulation 36 the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as Annexure A to this Notice.

Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution. Keeping in view the above referred provisions, the approval of the Members of the Bank is being sought, by passing a Special Resolution, by way of this Annual General Meeting for the appointment of Smt.R.Kanagavalli on the Board of the Bank, as set out in Item No. 9 of the notice.

Except Smt.R.Kanagavalli, being the appointee 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. 9 of the notice.

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

Place: Thoothukudi
Date: 29th August, 2024

Swapnil Ashok Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Annexure- A

Details of Directors seeking appointment / re-appointment at the 102nd Annual General Meeting to be held on 27.09.2024, Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36 of SEBI LODR Regulations, 2015.

Name of the Directors	Shri.S.R.Ashok	Shri.Salee Sukumaran Nair	Shri.K.V.Rama Moorthy
Date of Birth	24.07.1962	30.05.1964	12.01.1959
Age	62 years	60 years	65 years
DIN	07933713	09231101	07034994
Nationality	Indian	Indian	Indian
Date of first appointment to the Board	28.10.2017	29.08.2024	09.07.2024
Qualification(s)	MBBS., D. ORTHO	M.Sc., (Physics) (Applied Electronics), CAIIB	B.Sc., (Agri), CAIIB
Brief resume including Experience	Hailing from business family having basic knowledge about trade and MSME. He is a Physician by profession & he had previously served at Thoothukudi Medical College Hospital. He served abroad, under the Ministry of Health, Kingdom of Saudi Arabia from June 2005 to May 2008 and also served as professor in Pondicherry Institute of Medical Science (PIMS) from May 2010 to October 2013.	Holding a post graduate in Applied Electronics, started his banking career in the year 1987. He joined India's largest Public Sector Bank, State Bank of India as a Probationary Officer. In a career span of more than 35 years, he has handled various assignments, mostly in the Corporate A/c Group, handling large Corporates. He also had two assignments in the International Banking group of SBI, first at New York, USA and later heading the Australian Operations based at Sydney. He has also had a retail stint managing the branches	He holds a bachelor's degree in science (agriculture) from Andhra Pradesh Agricultural University, Hyderabad and is a certified associate of the Indian Institute of Bankers. He holds more than 41 years of experience in various capacities in banking across the Country and overseas. He had worked as Executive Director in two public sector Banks viz. Bank of Baroda and United Bank of India. His last

Name of the Directors	Shri.S.R.Ashok	Shri.Salee Sukumaran Nair	Shri.K.V.Rama Moorthy
		of Rajasthan & Western Uttar Pradesh for the bank and was involved in the merging of State Bank of Bikaner & Jaipur with SBI. He has extensive experience in managing stressed assets. He took over as Chief General Manager in the Stressed Asset Vertical of the Bank in July 2017, where he was engaged in resolving NPA through the restructuring / IBC /Compromise/ ARC Sale route. Subsequently, in April 2020, he took over the Stressed Assets Resolution Group as the Dy. Managing Director, a position he held until September 2021. In his term in the Stressed Assets Resolution Group of SBI, he oversaw the reduction of peak NPA of 10.96% to 4.90%. Subsequently, he took over as Dy. Managing Director in charge of SME, Agriculture & Financial inclusion vertical from September 2021 to July 2022. His last assignment was as Dy. Managing Director & Chief Credit Officer of SBI, till May 2024 and was responsible for managing the credit portfolio.	assignment with Tamilnad Mercantile Bank Limited was as MD & CEO of the Bank from 04.09.2017 to 04.09.2022. He is a highly analytical decision-maker with extensive experience in team building, turning around and operational aspects along with proven history of increasing productivity in terms of business and employee development. He is a Seasoned executive with in-depth understanding of emerging technologies which reach out to masses, catering to rural segments, and their commercial applications.
Relationship with any Director(s) or Manager or	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.	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.

Name of the Directors	Shri.S.R.Ashok	Shri.Salee Sukumaran Nair	Shri.K.V.Rama Moorthy
Key Managerial Personnel of the Company			
Directorship held in other Companies	Nil	Nil	Nil
Listed entities from which the Director resigned in the past three years	Nil	Nil	Nil
Membership in the Committees of Board of other Companies	NA	NA	NA
Membership and Chairmanship in the Committees of the Board of the Bank	**Chairman** 1. Management Committee of the Board 2. Special Committee of the Board to Monitor Large Value Frauds 3. Disciplinary Committee of the Board **Member** 1. Stakeholders Relationship and Customer Service Committee of the Board 2. Information Technology Strategy Committee of the Board 3. Human Resources Management Committee of the Board 4. Corporate Social Responsibility Committee of the Board	**Chairman** 1. Review Committee of the Board on Wilful Defaulters and Frauds **Member** 1. Risk Management Committee of the Board 2. Stakeholders Relationship and Customer Service Committee of the Board 3. Management Committee of the Board 4. Information Technology Strategy Committee of the Board 5. Human Resources Management Committee of the Board 6. NPA Monitoring Committee of the Board 7. Special Committee of the Board to Monitor Large Value Frauds	**Chairman** 1. NPA Monitoring Committee of the Board **Member** 1. Risk Management Committee of the Board 2. Management Committee of the Board 3. Human Resources Management Committee of the Board 4. Special Committee of the Board to Monitor Large Value Frauds **5.** Review Committee of the Board on Wilful Defaulters and Frauds

Name of the Directors	Shri.S.R.Ashok	Shri.Salee Sukumaran Nair	Shri.K.V.Rama Moorthy
		8. Corporate Social Responsibility Committee of the Board	
Number of equity shares held in Tamilnad Mercantile Bank Ltd., (including as beneficial owner) as on March 31, 2024	47,987 equity shares as on March 31, 2024	NIL	NIL
Number of meetings of the Board attended during the Financial Year 2023-24	23/24	NA	NA
Terms and conditions of appointment along with details of remuneration sought to be paid	He was re-appointed by the members in its 99th 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. October 28, 2017. 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	As per RBI letter Ref No. CO.DOR.HGG.No.S2893/8.55/001/2024-25 dated 16.08.2024	Appointed on the Board for a term of three (3) consecutive years effective from July 09, 2024 up to July 08, 2027 and he is liable to retire by rotation. 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
Details of last drawn remuneration	Nil	Nil	Nil
Skills and capabilities required for the role and the manner in which the	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines /	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars /

Name of the Directors	Shri.S.R.Ashok	Shri.Salee Sukumaran Nair	Shri.K.V.Rama Moorthy
proposed person meets such requirements.	clarifications issued from time to time by the Reserve Bank of India, Shri.S.R.Ashok has relevant skills, experience and expertise in the areas of MSME & Business Management	issued from time to time by the Reserve Bank of India, Shri.Salee Sukumaran Nair has relevant skills, experience and expertise in the area of Banking.	notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Shri.K.V.Rama Moorthy has relevant skills, experience and expertise in the areas of Banking & Agriculture

Annexure- A

Details of Directors seeking appointment / re-appointment at the 102nd Annual General Meeting to be held on 17.09.2024, Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36 of SEBI LODR Regulations, 2015. (Contd..)

Name of the Directors	Shri.R.Deepak Shankar	Smt.R.Kanagavalli
Date of Birth	28.11.1981	22.02.1969
Age	42 years	55 years
DIN	05223027	00883998
Nationality	Indian	Indian
Date of first appointment to the Board	09.07.2024	19.08.2024
Qualification(s)	B.Com., M.B.A.,	B.Com., F.C.S
Brief resume including Experience	Shri.R.Deepak Shankar holds a Master's degree in Business Administration. After completion of MBA, he has spent his time in expanding his family business of Manufacturing of poly bags & safety matches. He holds 19 years of extensive experience in MSME sector. He is also a Director in Thangarathinam Poly Print Private Limited.	Smt.R.Kanagavalli holds a Bachelor's degree in Commerce and she is also a Fellow Member of the Institute of Company Secretaries of India. She is a practicing Company Secretary since 2006. She is having 18years of experience in Company Law such as incorporation of Companies, fling of returns with Registrar of Companies, issuing search reports on various matters and Secretarial Compliance for Companies and LLPs.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Bank	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	Nil
Listed entities from which the Director resigned in the past three years	Nil	Nil
Membership in the Committees of Board of other Companies	NA	NA
Membership and Chairmanship in the Committees of the Board of the Bank	**Member** 1. Nomination & Remuneration Committee of the Board	**Member** 1. Audit Committee of the Board 2. Risk Management Committee of the Board

Name of the Directors	Shri.R.Deepak Shankar	Smt.R.Kanagavalli
	2. Stakeholders Relationship and Customer Service Committee of the Board 3. Management Committee of the Board Corporate Social Responsibility Committee of the Board	
Number of equity shares held in Tamilnad Mercantile Bank Ltd., (including as beneficial owner) as on March 31, 2024	400 equity shares as on March 31, 2024	3006 equity shares as on March 31, 2024
Number of meetings of the Board attended during the Financial Year 2023-24	NA	NA
Terms and conditions of appointment along with details of remuneration sought to be paid	Appointed on the Board for a term of three (3) consecutive years effective from July 09, 2024 up to July 08, 2027. 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	Appointed on the Board for a term of three (3) consecutive years effective from August 19, 2024 up to August 18, 2027. She 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
Details of last drawn remuneration	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Shri.R.Deepak Shankar has relevant skills, experience and expertise in the area of ‘MSME sector’	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Smt.R.Kanagavalli has relevant skills, experience and expertise in the area of ‘Law’.

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.