Tamilnad Mercantile Bank Ltd

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NOTICE OF THE 104th ANNUAL GENERAL MEETING (2025 - 2026)

TAMILNAD MERCANTILE BANK LIMITED
CIN: L65110TN1921PLC001908
Regd. office: 57, Victoria Extension Road, Thoothukudi – 628 002
Phone: 0461-2321932 (E), 2321929 (E)
Website: www.tmb.bank.in | e-mail: shareholders@tmbank.in

NOTICE OF THE 104th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 104th Annual General Meeting (AGM) of the Members of **Tamilnad Mercantile Bank Limited** will be held on Tuesday, July 14, 2026 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To adopt the Audited Financial Statements, Directors' Report and Auditor's Report thereon for the Financial Year 2025-26**

   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, 2026, including the Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow for the Financial Year ended March 31, 2026 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 Thiru. K. V. Rama Moorthy (DIN: 07034994) 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(6) 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, Thiru. K. V. Rama Moorthy (DIN:07034994), a Non-Executive 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, who shall be liable to retire by rotation."

3. **To approve and declare the Final Dividend for the Financial Year 2025-26**

   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 Final Dividend of ₹12.50 (Rupees Twelve and Fifty Paise only) per equity share having face value of ₹10.00 (Rupees Ten only) each fully paid-up (i.e. 125%), as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2026 and the same be paid out of the profits of the Bank for the Financial Year ended March 31, 2026."

   "**RESOLVED FURTHER THAT** the Managing Director & CEO or Executive Director or Company Secretary of the Bank be and is hereby authorized severally to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to authorise any officer as it may deem fit to take necessary actions on behalf of the Bank in this regard."

4. **To re-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 for the Financial Year (Tax Year) 2026-2027 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 thereunder and pursuant to Section 30 of the Banking Regulation Act, 1949 and guidelines issued by Reserve Bank of India for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) including any amendment, modification, variation or re-enactment thereof for the time being in force and in pursuance approval of the Reserve Bank of India, 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 2026-27 i.e. from the conclusion of this 104th Annual General Meeting until the conclusion of 105th Annual General Meeting of the Bank, on such terms and conditions including for a total remuneration of ₹26,40,000/- each and reimbursement of other out of pocket expenses with the power to the Board including Audit Committee of the Board thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including on account of conditions as may be stipulated by the Reserve Bank of India and /or any other statutory authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors."

   "**RESOLVED FURTHER THAT** Managing Director & CEO or Executive Director or Company Secretary of the Bank be and is hereby authorized severally to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to authorise any officer as it may deem fit to take necessary actions on behalf of the Bank in this regard."

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 modifications / amendments 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 the Reserve Bank of India, including any statutory modification(s) or re-enactment(s) thereof, the Board of Directors in consultation of the Joint Statutory Central Auditors be and is hereby authorized to make arrangements for the audit of the Bank's branches for the Financial Year 2026-27 and to appoint and fix the remuneration of branch auditors based on the recommendations of the Audit Committee of the Board".

   "**RESOLVED FURTHER THAT** Managing Director & CEO or Executive Director or Company Secretary of the Bank be and is hereby authorized severally to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to authorise any officer as it may deem fit to take necessary actions on behalf of the Bank in this regard."

6. Re-appointment of Thiru. C. Chiranjeeviraj (DIN: 08730382) as Non-Executive Independent Director of the Bank

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "Act"), the applicable provisions of Regulations 16(1)(b), 17(1C)(a) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10A and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (the "RBI"), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of Tamilnad Mercantile Bank Limited (the "Bank") and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank, Thiru. C. Chiranjeeviraj (DIN:08730382), whose first term as an Independent Director of the Bank expires on July 15, 2026 and who has submitted a declaration that he meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be re-appointed as an Independent Director of the Bank and in respect of whom the Bank has received a notice in writing from him proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Bank for his second term of two years and three months, with effect from July 16, 2026 to October 15, 2028 (both days inclusive) on the existing terms and conditions of appointment and who shall not be liable to retire by rotation, in terms of Section 149(13) of the Act."

"**RESOLVED FURTHER THAT** to give effect to this resolution, the Managing Director & CEO or Executive Director or Company Secretary, be and is hereby authorized severally, to do all deeds, matters, things, acts 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."

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

Swapnil Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Place : Thoothukudi
Date : June 05, 2026

Notes: -

1. The Ministry of Corporate Affairs(the "MCA") through its circular No.03/2025 dated September 22, 2025 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 104th Annual General Meeting of the members of Tamilnad Mercantile Bank Limited will be conducted through VC/OAVM on Tuesday, July 14, 2026 at 11:00 A.M. (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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Books of the Bank will remain closed from July 08, 2026 to July 14, 2026 (both days inclusive) for the purpose of 104th Annual General Meeting. Accordingly, the Shareholders holding Bank's shares as on Tuesday, July 07, 2026 (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 purpose only.

4. In compliance with the MCA and SEBI Circulars, the Notice of the 104th AGM and the Annual Report for the Financial Year 2025-26 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.bank.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com

5. The Bank has appointed M/s. Central Depository Services (India) Limited (CDSL), 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 15 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 served basis. This restriction will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors, the Chairpersons of the Audit Committee of the Board, Nomination & Remuneration Committee of the Board, Stakeholders Relationship Committee of the Board and Customer Service Committee of the Board etc., who are allowed to attend the Annual General Meeting without any restriction on account of first come first served 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, Route Map 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. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail to **shareholders@tmbank.in** requesting for inspection of the Registers.

11. 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 the SEBI (Listing Obligations and 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 businesses to be transacted at the AGM. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 CDSL.

b. In terms of SEBI circular, no SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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. 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 Saturday, July 11, 2026 (9:00 A.M. IST) and ends on Monday, July 13, 2026 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on July 07, 2026, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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, July 11, 2026 to July 13, 2026, or e-voting during the AGM. Members who have not voted during the said voting period are also eligible to vote during the AGM. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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 Tuesday, July 07, 2026, 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.M.Alagar, (Membership No. FCS 7488) (CP No. 8196) as a Scrutinizer failing him, Thiru.D.Saravanan, (Membership No. FCS 13721) (CP No. 22608) Practicing Company Secretaries, Partners of M/s. Alagar & Associates LLP, Company Secretaries, holding a valid peer review certificate number 6814/2025 to scrutinize the remote e-voting and e-voting during the meeting 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. July 07, 2026, may obtain the login ID and password by sending a request at **helpdesk.evoting@cdslindia.com**. However, if you are already registered with CDSL 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.evotingindia.com** or call on 1800 21 09911.

12. DIVIDEND RELATED INFORMATION

The Board of Directors of the Bank have recommended a Final Dividend of ₹12.50/- per equity share (i.e. 125% of face value) of ₹10/- each to the Shareholders for the Financial Year 2025-26, 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 **June 12, 2026** (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.

13. TAX ON DIVIDEND

Pursuant to the Income Tax Act, 2025, dividend income is taxable in the hands of shareholders 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 Income Tax Act, 2025 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 are not liable to pay income tax, can submit an annual declaration in Form No. 121, to avail the benefit of non-deduction of tax at source. Such documents must be uploaded in the portal of the RTA, MUFG Intime India Private Limited, at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html latest by **June 12, 2026**. 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 41, 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, MUFG Intime India Private Limited, at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html latest by **June 12, 2026**. 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 e-mail address with the Bank/RTA or in their Demat accounts, are requested to update the same.

14. 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 up to the year 2017-18 (2nd Interim) to the IEPF and no claims shall lie against the Bank in respect of those dividends. The Bank has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF Authority.

Transfer of Equity Shares to Investor Education and Protection Fund – As per Government of India Gazette Notification No. REGD. NO. D. L.-33004/99 dated February 28, 2017, issued by Ministry of Corporate Affairs (MCA) and subsequent notifications thereon, the Bank 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, 2018, have been transferred to the IEPF authority. 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.mca.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.** 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.

15. 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 08, 2018 read with notification dated April 01, 2019, all the transfer of shares shall be mandatorily carried out in dematerialized form only w.e.f. April 01, 2019. Accordingly, with effect from April 01, 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, 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 including our Bank.

16. Mandatory updation of PAN, KYC and Bank details by Members:

i. HOLDING OF SHARES IN PHYSICAL FORM

SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 07, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC"). Please note that as per the above 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 April 01, 2024.

Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.

In view of the above SEBI circulars, 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://tmb.bank.in/pages/KYC-forms-for-shareholders**. Shareholders are requested to submit duly filled in forms to the address mentioned below:

M/s. MUFG Intime India Private Limited,
(Unit: Tamilnad Mercantile Bank Ltd)
Surya 35, Mayflower Avenue,
Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028,
Phone No: (0422) 2314792, (0422) 4958995,
(0422) 2539835, (0422) 2539836)
email: **investor.helpdesk@in.mpms.mufg.com**

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.

17. 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 at least **7 days prior to the meeting i.e. July 07, 2026,** mentioning their name, demat account number/folio number, e-mail 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 at least **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.

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.

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

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No.03/2025 dated September 22, 2025, the forthcoming AGM will be held through - Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA circular dated September 22, 2025, 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 Central Depository Services (India) Limited (CDSL) 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 CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Auditors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Customer Service Committee etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to Section 113 of the Companies Act, 2013, representatives of the corporate members can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. The Notice calling the AGM has been uploaded on the website of the Bank at **www.tmb.bank.in**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. **www.evotingindia.com**.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 03/2025 dated September 22, 2025.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, July 11, 2026, 9:00 A.M. (IST), and ends on Monday, July 13, 2026, 5:00 P.M. (IST). During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, July 07, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

(iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting 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 & My Easi New (Token) 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 an 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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	2) If the user is 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter 8 Digits Folio Number registered with the Bank.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Bank/RTA/Depository Participant are requested to use the sequence number sent by Bank/RTA or contact Bank/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Bank/RTA records in order to login. • If both the details are not recorded with the Depository or Bank/RTA, please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the **EVSN** of the Bank **(EVSN: 260608012)** on which you choose to vote.

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

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

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

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

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by e-mail to **alagarcs@gmail.com** with a copy marked to **shareholders@tmbank.in**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. 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 Physical shareholders - please provide necessary details like 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) by email to the Bank (**shareholders@tmbank.in**)/RTA (**investors.helpdesk@in.mpms.mufg.com**).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Bank will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / tabs for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 meeting mentioning their name, demat account number/folio number, email id, mobile number at **shareholders@tmbank.in** The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **shareholders@tmbank.in**. These queries will be replied to by the Bank suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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 AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Thiru. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

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 prepare a consolidated Scrutinizer's Report addressing the Chairman (appointed by the Board for the AGM) in writing of the total votes cast in favour or against, within two working days of conclusion of the Annual General Meeting, 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.bank.in** under Investor's Relations and on the website of the CDSL, 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. Tuesday, July 14, 2026.

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.bank.in. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

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

M/s. MUFG Intime India Private Limited,
(Unit: Tamilnad Mercantile Bank Ltd)
Surya 35, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore – 641 028,
Phone No: (0422) 2314792, (0422) 4958995,
(0422) 2539835, (0422) 2539836.
e-mail: **investor.helpdesk@in.mpms.mufg.com**

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

Swapnil Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Place : Thoothukudi
Date : June 05, 2026

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

Item No. 2 - Re-appointment of Thiru. K. V. Rama Moorthy (DIN: 07034994) 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 who were longest in the office must retire from such office at each Annual General Meeting ('AGM'), but such retiring director/(s) is/are eligible for re-appointment at such meeting. Independent directors and the Whole Time Directors (MD&CEO and ED) are not subject to retirement by rotation.

In this 104th AGM, Thiru. K. V. Rama Moorthy (DIN: 07034994), being the longest in the office is liable to retire by rotation and being eligible for re-appointment, has offered himself for re-appointment.

Considering his skills, competencies, expertise and experience and based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors is of the opinion that it would be in the interest of the Bank to re-appoint him as a Non-Executive Director of the Bank. Additional information in respect of Thiru. K. V. Rama Moorthy, pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given as part of Annexure A to this Notice.

As per Section 10A(2A)(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, Thiru. K. V. Rama Moorthy was inducted on the Board on July 09, 2024, for a period of 3 years i.e. July 08, 2027.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, The Board of Directors recommends the resolution in relation to the re-appointment of Thiru. K. V. Rama Moorthy as set out in Item No. 2, for approval of the Members by way of an Ordinary Resolution.

Except, Thiru. K. V. Rama Moorthy 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 – Re-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 re-appointed as Joint Statutory Central Auditors ('JSCA') of the Bank for FY 2025-26 i.e. from the conclusion of the 103rd Annual General Meeting ('AGM') to conclusion of 104th 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 second year for FY 2025-26, the Board of Directors of the Bank recommends to the Shareholders for their approval, the re-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 105th Annual General Meeting of the Bank. The Reserve Bank of India vide their letter no. Ref.CO.DOS.RPD.No.5938/08.25.005/2026-27 dated May 07, 2026, has approved their appointment.

The terms of appointment and conditions, including an overall remuneration of ₹26,40,000/- (Rupees Twenty-Six Lakh and Forty Thousand only) for each of the audit firms, besides reimbursement of travelling expenses as per existing terms, for FY 2026-27 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.

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 and hold a valid certificate issued by the Peer Review Board of ICAI.

Brief profile of Joint Central Statutory Auditors:

M/s. Sundaram & Srinivasan, Chartered Accountants' firm was established in the year 1943 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 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 has eight decades of significant experience in providing auditing financial services to their 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 has five decades of significant experience in auditing financial services to their clients including PSUs, large banks and other financial services entities.

Your Directors, therefore, recommend to the Shareholders for their approval by way of an ordinary resolution, the re-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 Joint Statutory Central Auditors of the Bank for the Financial Year 2025-26 have audited 24 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 2025-26 is as under:

Particulars	**Amount (₹ in Crore)**
Fee for year-end audit including quarterly limited review and issue of statutory certificates	0.52
Reimbursement of out-of-pocket expenses incurred for review / audit of branches / offices during the year	0.27
Total	**0.79**

None of the Directors, 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. 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 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 – Re-appointment of Thiru. C. Chiranjeeviraj (DIN: 08730382) as Non-Executive Independent Director of the Bank:

As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the members of the Bank.

Further, no Independent Director shall hold office for more than two terms of five consecutive years each. However, in case of banking companies, which are governed under the provisions of Section 10A (2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

Accordingly, Thiru. C. Chiranjeeviraj was inducted as Director of the Bank w.e.f. October 28, 2020 and subsequently, appointed as an Independent Director of the Bank, for a period of five (5) years with effect from July 16, 2021 and to hold office up to the July 15, 2026, in terms of the provisions of Section 149 of the Act and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). Accordingly, the first term of Thiru. C. Chiranjeeviraj, as an Independent Director of the Bank will cease at the close of business hours on July 15, 2026.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board (the "Committee"), the Board of Directors of the Bank (the "Board") at its meeting held on June 05, 2026, considered and approved the proposal to re-appoint Thiru. C. Chiranjeeviraj for his second term, as an Independent Director of the Bank, with effect from July 16, 2026 till October 15, 2028 (both days inclusive), being the period up to which he can continue as a Director of the Bank, under the provisions of section 10A(2A) of the Banking Regulation Act, 1949, subject to the approval of the Members of the Bank, by means of a Special Resolution.

Thiru. C. Chiranjeeviraj, is a Practicing Chartered Accountant since 2005. He has the requisite qualifications, skills, experience and expertise in specific functional areas. He is having rich knowledge and experience in Auditing, Accounting, Taxation and Finance. He is the Proprietor of M/s. S. Chandrasekaran & Co, Chartered Accountants. The Nomination and Remuneration Committee of the Board and the Board of Directors have satisfied themselves about the integrity, expertise and experience of Thiru. C. Chiranjeeviraj.

The Nomination and Remuneration Committee of the Board and the Board has determined that Thiru. C. Chiranjeeviraj is a fit and proper person to be re-appointed as an Independent Director of the Bank, as per the fit and proper norms prescribed by the RBI. The Bank has also received declarations from Thiru. C. Chiranjeeviraj, affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act and Regulation 16 of the SEBI (LODR) Regulations, 2015. The Board had established the veracity of the declaration of independence as provided by Thiru. C. Chiranjeeviraj and based on the said declarations, the Board is of opinion that he is independent from the Management of the Bank.

Thiru. C. Chiranjeeviraj is not disqualified from being re-appointed as Director of the Bank, in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director of the Bank. In the opinion of the Board, he fulfills the conditions relating to his re-appointment as prescribed under the relevant provisions of the Act and the relevant Rules made there under, the SEBI Listing Regulations, the Banking Regulation Act, 1949 and other guidelines issued by the RBI, in this regard, from time to time.

During his second tenure as an Independent Director of the Bank, Thiru. C. Chiranjeeviraj shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Thiru. C. Chiranjeeviraj has enrolled his name in the online databank of Independent Directors maintained by the Government and he is in compliance of all requirements of the said Rules.

Thiru. C. Chiranjeeviraj does not hold any equity shares of the Bank. However, his brother-in-law is holding 501 shares of the Bank. He is not related to any other Director or Key Managerial Personnel of the Bank.

Based on the above and after taking into account the outcome of his performance evaluation, the Committee and the Board are of the opinion that the continuation of Thiru. C. Chiranjeeviraj as an Independent Director of the Bank would be in the interest of the Bank and accordingly recommends the resolution in relation to the re-appointment of Thiru. C. Chiranjeeviraj as Independent Director of the Bank as set out in item No. 6 for approval of the Members of the Bank by way of a Special Resolution.

Additional information in respect of Thiru. C. Chiranjeeviraj, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & the Secretarial Standard on General Meetings (SS-2) and Brief profile is given at Annexure A to this Notice.

Except Thiru. C. Chiranjeeviraj 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 this notice.

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

Swapnil Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Place : Thoothukudi
Date : June 05, 2026

Annexure- A

Details of Directors seeking appointment / re-appointment at the 104th Annual General Meeting to be held on July 14, 2026, Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36 of SEBI LODR Regulations, 2015.

Name of the Directors	Thiru.K.V.Rama Moorthy	Thiru.C.Chiranjeeviraj
Date of Birth	January 12, 1959	March 20, 1976
Age	67 years	50 years
DIN	07034994	08730382
Nationality	Indian	Indian
Date of appointment to the Board	July 09, 2024	October 28, 2020
Qualification	B.Sc. (Agri), CAIIB	B. Com, F.C.A, DISA
Brief resume including Experience	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 has more than 42 years of experience in various capacities in banking across the Country and overseas. He has worked with two public sector Banks viz. Bank of Baroda and United Bank of India. He was appointed as Executive Director in Bank of Baroda. His last assignment was with Tamilnad Mercantile Bank Limited as MD & CEO. 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.	Practicing as a Chartered Accountant since 2005. Having rich knowledge and experience in Auditing, Accounting, Taxation and Finance. He is the Proprietor of M/s S. Chandrasekaran & Co, Chartered Accountants.

Name of the Directors	Thiru.K.V.Rama Moorthy	Thiru.C.Chiranjeeviraj
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.	Not related to any Director or Key Managerial Personnel of the Bank and their relatives.
Directorship held in other Companies	NIL	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	**Chairman** 1. NPA Monitoring Committee of the Board 2. Management Committee of the Board 3. Human Resources Management Committee of the Board **Member** 1. Risk Management Committee of the Board 2. Special Committee of the Board for Monitoring and Follow-Up of Cases of Frauds 3. Review Committee of the Board on Wilful Defaulters and Frauds	**Chairman** 1. Audit Committee of the Board **Member** 1. Nomination & Remuneration Committee of the Board 2. Risk Management Committee of the Board 3. Stakeholders Relationship Committee of the Board 4. Corporate Social Responsibility Committee of the Board 5. Human Resources Management Committee of the Board
Number of equity shares held in Tamilnad Mercantile Bank Ltd., (including as beneficial owner) as on March 31, 2026	NIL	NIL
Number of meetings of the Board attended during the Financial Year 2025-26 (Conducted/Attended)	14/14	14/14

Name of the Directors	Thiru.K.V.Rama Moorthy	Thiru.C.Chiranjeeviraj
Terms and conditions of appointment along with details of remuneration sought to be paid	Non-Executive Non-Independent Director, 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	Re-appointment as Non-Executive (Independent) Director for second term with effect from July 16, 2026 to October 15, 2028, not 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
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, the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Thiru. K. V. Rama Moorthy has relevant skills, experience and expertise in the areas of Banking, Agriculture and Rural economy.	As required under Section 10A of the Banking Regulation Act, 1949, the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Thiru. C. Chiranjeeviraj has relevant skills, experience required for the role and has expertise in the areas of Accountancy and Finance.

Information at a Glance:

Particulars	Details
Time and date of AGM	11.00 A.M. (IST) on Tuesday, July 14, 2026
Mode	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Participation through VC/OAVM	**www.evotingindia.com**
Helpline number for VC participation	Tel: 1800 21 09911
Record Date for eligibility to Final dividend	Friday, June 12, 2026
Date of payment of Final Dividend	On or before August 13, 2026
Cut-off date for eligibility of remote e-voting and voting at the AGM	Tuesday, July 07, 2026
E-voting start time and date	9:00 A.M. (IST), Saturday, July 11, 2026
E-voting end time and date	5:00 P.M. (IST), Monday, July 13, 2026
E-voting website of CDSL	**www.evotingindia.com**
Name, address and contact details of the e-voting service provider	M/s. Central Depository Services (India) Limited (CDSL) , A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013. E-mail: **helpdesk.evoting@cdslindia.com** Tel: 1800 21 09911
Name, address and contact details of Registrar and Share Transfer Agent	M/s. MUFG Intime India Private Limited, (Unit: Tamilnad Mercantile Bank Ltd) Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Phone No: (0422) 2314792, (0422) 4958995, (0422) 2539835, (0422) 2539836. e-mail: **investor.helpdesk@in.mpms.mufg.com**