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

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time)

VOTING START DATE	VOTING END DATE
Tuesday, May 06, 2025	**Wednesday, June 04, 2025**

Dear Member(s),

NOTICE is hereby given that pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (referred to as the 'Rules'), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI Listing Regulations'), as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively 'MCA Circulars'), the Banking Regulation Act, 1949 and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the resolution appended below, be passed by the members of the Tamilnad Mercantile Bank Limited ('Bank') (as on the Cut-off Date), to cast their votes electronically, as set out hereunder through postal ballot:

S.No.	Particulars	Type of Resolution
1	Appointment of Shri.A.Shidambaranathan (DIN: 02904738) as a Non-Executive Independent Director of the Bank	Special Resolution

The Board of Directors of the Bank, at their meeting held on Wednesday, March, 26, 2025, has approved the above appointment subject to the approval of the members of the Bank and such other authorities as may be required.

Pursuant to Section 102(1) and other applicable provisions of the Act read with Rules, the statement pertaining to the said resolution setting out the material facts and the reasons/ rationale thereof is annexed to this postal ballot notice ('Notice') for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution are restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Bank / Depositories / Registrar and Transfer Agent.

The Board has appointed Shri.M.Alagar,(Membership No.7488) (CP No.8196) Practicing Company Secretary, Partner of M/s.M.Alagar & Associates, Company Secretaries to act as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot process, in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Bank has provided e-voting facility to its members to cast their votes electronically/remote e-voting. For this purpose, the Bank has availed the electronic voting platform of National Securities Depository Limited ("NSDL") for facilitating e-voting. The detailed procedure with respect to e-voting is mentioned in this Notice.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period:

Commencement of e-voting	**9.00 A.M. IST on Tuesday, May 06, 2025**
Conclusion of e-voting	**5.00 P.M. IST on Wednesday, June 04, 2025**
Cut-Off date for eligibility to vote	**Wednesday, April 30, 2025**

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Wednesday, June 04, 2025, for voting thereafter. The Scrutinizer will submit his report after completion of scrutiny, to the Chairman appointed by the Board, for the Postal Ballot ("the Chairman") and the result will be announced within two working days from the conclusion of the e-voting period i.e., on or before Friday, June 06, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

SPECIAL BUSINESS:

Item No 1. Appointment of Shri.A.Shidambaranathan (DIN: 02904738) as a Non-Executive Independent Director of the Bank:

To consider and if thought fit, to give assent / dissent to the following resolution to be passed as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made there under (the "Act"), the applicable provisions of Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Section 10(2A) 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 and approval of Board of Directors, **Shri.A.Shidambaranathan (DIN: 02904738),**

who was appointed as an Additional (Non-Executive Independent) Director in terms of section 161 of the Act, and in respect of whom the Bank has received a notice in writing under Section 160 of the Act and who has provided his consent and confirmed that he meets the criteria for Independence as provided under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations being so eligible, be and is hereby appointed as a Non-Executive Independent Director of the Bank, not liable to retire by rotation, for a term of 3 (Three) consecutive years with effect from April 01, 2025 to March 31, 2028 (both days inclusive)."

"RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized 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
Sd/-
Swapnil Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Place : Thoothukudi
Date : April 23, 2025

Notes:

1. An explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolution in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.

2. Relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members from the date of circulation of this notice upto the date of closure of remote e-voting i.e., **Wednesday, June 04, 2025, 5:00 P.M (IST)**. Members who wish to inspect the documents are requested to send an email to shareholders@tmbank.in mentioning their name, folio no. / Client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

3. As a good Corporate Governance practice, the Hard Copy of the Postal Ballot Notice is being sent via registered post to those members (who have not registered their e-mail id) and via e-mail, to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Wednesday, April 30, 2025 (the "Cut-Off Date")**. The electronic notice (via e-mail) is being sent to those members who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Bank, MUFG Intime India Private Limited (the "RTA"), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. The Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information only. This Notice is also available at the Bank's website: www.tmb.in/investor's-relations and the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular dated December 9, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the Bank is pleased to offer remote e-voting facility to Members to cast their vote electronically.

5. Member(s) whose names appear on the register of members/list of beneficial owners as on the cut-off date will be considered for e-voting. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Bank will be entitled to vote.

6. The Bank has engaged **National Securities Depository Limited ("NSDL")** for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.

7. The remote e-voting period will commence at **9.00 A.M IST, Tuesday, May 06, 2025 and ends at 5.00 P.M IST, Wednesday, June 04, 2025**. (Refer below Point No.13 for detailed procedure to vote through e-voting).

8. 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 **Wednesday, April 30, 2025** 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.

9. The Bank will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation in English language and in one daily newspaper published in the regional language where the registered office of the Bank is situated.

10. The Scrutinizer will submit his report after completion of scrutiny, to the Chairman appointed by the Board, for the Postal Ballot. The Scrutinizer's decision on the validity of votes cast will be final. The results of e-voting will be announced on or before **Friday, June 06, 2025**, and will be displayed on the Bank's website www.tmb.in/investor's-relations and on the website of the NSDL i.e., www.evoting.nsdl.com. The results will be simultaneously communicated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited.

11. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Wednesday, June 04, 2025.**

12. Members who have not registered their e-mail addresses are requested to register the same with the Bank's RTA / Depository Participant(s) ("DP") for sending future communication(s) in electronic form.

13. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

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. 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 email 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	2. 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. 3. 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 4. 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 held 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. 5. 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

Type of shareholders	Login Method
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 the 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.

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

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 21 099 11

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and 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 133637** then user ID is 133637001***

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 on NSDL e-Voting system.

How to cast your vote electronically 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.

2. Select "EVEN" of the Bank to cast your vote during the remote e-voting period.

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 alagar@geniconadvisors.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.Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of e-mail-ID's for e-voting for the resolutions set out in this notice:

1. For those shareholders whose email-ID's 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 number (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. 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.

14. Communication with Share Transfer Agents

Shareholders are requested to intimate changes, if any, in their registered address or any other particulars through their Depository Participant, in case of DEMAT shares and directly, in case of physical shares to the Registrar and Share Transfer Agent of the Bank at the following address:

Registrar and Share Transfer Agent:

MUFG Intime India Private Ltd.,
(formerly known as Link Intime India Private Ltd)
Unit: Tamilnad Mercantile Bank Limited,
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@in.mpms.mufg.com

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited
Sd/-
Swapnil Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Place : Thoothukudi
Date : April 23, 2025

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

Item No 1. Appointment of Shri.A.Shidambaranathan (DIN: 02904738) as a Non-Executive 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 March 26, 2025, approved the appointment of Shri.A.Shidambaranathan (DIN:02904738) as an Additional Non-Executive Independent Director of the Bank, for a period of three (3) consecutive years, with effect from April 01, 2025 to March 31, 2028 (both days inclusive), subject to the approval of the shareholders 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.A.Shidambaranathan continues to hold the office as an Additional Non-Executive 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 found that Shri.A.Shidambaranathan meets the fit and proper criteria 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 regulatory authorities.

Shri.A.Shidambaranathan 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.A.Shidambaranathan 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.A.Shidambaranathan is a person of integrity and has relevant skills, experience and expertise in the area of 'Accountancy', 'Banking' and 'Finance', 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.A.Shidambaranathan 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.A.Shidambaranathan shall not be liable to retire by rotation, in terms of Section 149(13) of the Act. Shri.A.Shidambaranathan 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.A.Shidambaranathan 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 Postal Ballot for the appointment of Shri.A.Shidambaranathan on the Board of the Bank, as set out in Item No. 1 of the notice.

Except Shri.A.Shidambaranathan, being the appointee and/or his relatives, none of the Directors and Key Managerial Personnel of the Bank and/or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the notice.

By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited
Sd/-
Swapnil Yelgaonkar
Company Secretary
(Membership No: ACS 21877)

Place : Thoothukudi
Date : April 23, 2025

Annexure- A

Details of Director seeking appointment through Postal Ballot

Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36 of SEBI LODR Regulations, 2015

Name of the Director	Shri.A.Shidambaranathan
Date of Birth	01.09.1963
Age	61 years 06 months
DIN	02904738
Nationality	Indian
Date of first appointment to the Board	01.04.2025
Qualification(s)	B.Com., F.C.A., Grad.C.W.A.
Brief resume including Experience	Shri. A.Shidambaranathan is a Fellow Member of the Institute of Chartered Accountants of India. He is a practicing Chartered Accountant from 1987 to December 2018 and from December 2021 since then. He is having experience in handling internal audits, statutory audits, tax audits, audits of NBFCs, NGOs and trusts, bank statutory branch audits, concurrent audits, revenue audits and stock audits. He is also having experience in handling Company Law matters like incorporation of companies, filing of returns with ROC, issuing search reports to bank, etc., Further, he has served as an Independent Director of this Bank for the period from October 2011 to December 2018.
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.
Directorship held in other Companies	Nil
Listed entities from which the Director resigned in the past three years	Nil
Membership in the Committees of Board of other Companies	NA
Membership and Chairmanship in the Committees of the Board of the Bank	**Chairman** 1. Nomination and Remuneration Committee of the Board **Member** 1. Audit Committee of the Board 2. Management Committee of the Board 3. Human Resources Management Committee of the Board 4. 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, 2025	10964 equity shares as on March 31, 2025
Number of meetings of the Board attended during the Financial Year 2024-25	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 April 01, 2025 up to March 31, 2028 (both days inclusive). 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	NA
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.A.Shidambaranathan has relevant skills, experience and expertise in the area of 'Accountancy', 'Banking' and 'Finance'.
Nature of Expertise in specific functional areas	Refer Notice and Explanatory Statement

NOTES