

**Secretarial Section**

Head Office, 57- V.E. Road,  
Thoothukudi – 628 002.

☎: 0461-2325136

e-mail : [secretarial@tmbank.in](mailto:secretarial@tmbank.in)

CIN: L65110TN1921PLC001908



Ref.No.TMB.SE.122/2025-26

28.11.2025

The Manager  
National Stock Exchange of India Ltd,  
Exchange Plaza, 5th Floor, Plot No. C/1,  
'G' Block, Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400 051.

The Manager  
Bombay Stock Exchange limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

**Ref: Symbol: TMB / Scrip Code: 543596**

Dear Sir/Madam,

**Sub: Postal Ballot Notice**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing herewith a copy of the Postal Ballot Notice dated November 19, 2025, together with the Explanatory Statement thereto, seeking consent of the Members of the Tamilnad Mercantile Bank Limited ("the Bank"), through postal ballot via remote e-voting in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities & Exchange Board of India ("SEBI") for the following resolutions:

S.No	Description of the Resolution(s)	Type of Resolution
1.	To appoint Thiru.S.R.Aravind Kumar (DIN: 02145836) as a Non-Executive Non-Independent Director of the Bank	Ordinary Resolution
2.	To appoint Thiru.R.Kodeeswaran (DIN: 00466141) as a Non-Executive Non-Independent Director of the Bank	Ordinary Resolution
3.	To approve alteration of Articles of Association (AOA) of the Bank	Special Resolution

In compliance with the Regulation 44 of the SEBI Listing Regulations, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") as amended and in accordance with the requirements prescribed by the MCA for holding general meetings / conducting postal ballot process (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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively "MCA Circulars"), the Postal Ballot Notice was sent to the Members, whose names appeared in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on November, 24, 2025 (the "Cut-Off Date"), through e-mail, for those

**Secretarial Section**

Head Office, 57- V.E. Road,  
Thoothukudi – 628 002.

☎: 0461-2325136

e-mail : [secretarial@tmbank.in](mailto:secretarial@tmbank.in)

CIN: L65110TN1921PLC001908



shareholders, who have registered their e-mail addresses and through post, for those shareholders who have not registered their e-mail addresses. The Postal Ballot Notice is also available at the Bank's website [www.tmb.bank.in/investor's-relations](http://www.tmb.bank.in/investor's-relations).

The Bank has engaged National Securities Depository Limited ("NSDL") for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Saturday, November 29, 2025 at 9.00 A.M. IST and shall end on Sunday, December 28, 2025 at 5.00 P.M. IST. The Postal Ballot Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The results of the Postal Ballot will be announced within two (2) working days from the end of the e-voting period. The results of the remote e-voting and the Scrutinizer's report will be communicated to the stock exchanges as required under the SEBI Listing Regulations and will be placed on the website of the Bank at [www.tmb.bank.in](http://www.tmb.bank.in) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and appropriate dissemination.

Yours faithfully,

**For Tamilnad Mercantile Bank Limited**

**Swapnil Yelgaonkar**

**Company Secretary and Compliance Officer**

## 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
<b>Saturday, November 29, 2025</b>	<b>Sunday, December 28, 2025</b>

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, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (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 resolutions 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.	To appoint Thiru.S.R.Aravind Kumar (DIN: 02145836) as a Non-Executive Non-Independent Director of the Bank	Ordinary Resolution
2.	To appoint Thiru.R.Kodeeswaran (DIN: 00466141) as a Non-Executive Non-Independent Director of the Bank	Ordinary Resolution
3.	To approve alteration of Articles of Association (AOA) of the Bank	Special Resolution

Pursuant to Section 102(1) and other applicable provisions of the Act read with Rules, the statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof are 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 resolutions is 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 through electronic mode to those members whose email address is registered with the Bank / Depositories / Registrar and Transfer Agent and 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.



The Board has appointed Thiru.V.Suresh (Membership No.F2969) (CP No.6032), Senior Partner and failing him, Thiru.Udayakumar K.R. (Membership No.F11533) (CP No.21973), Partner, of M/s. V. Suresh Associates, Practicing Company Secretaries, Chennai, 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 <https://www.evoting.nsdl.com> ("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	<b>9.00 A.M. IST on Saturday, November 29, 2025</b>
Conclusion of e-voting	<b>5.00 P.M. IST on Sunday, December 28, 2025</b>
Cut-Off date for eligibility to vote	<b>Monday, November 24, 2025</b>

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Sunday, December 28, 2025, for voting thereafter. The Scrutinizer will submit his report after completion of scrutiny, to the Chairman (or) to the Managing Director & CEO of the Bank (or) in his absence to the Company Secretary of the Bank, and the result will be announced within two working days from the conclusion of the e-voting period i.e., on or before Tuesday, December 30, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

## **SPECIAL BUSINESS:**

### **1. To appoint Thiru.S.R.Aravind Kumar (DIN: 02145836) as a Non-Executive Non-Independent Director of the Bank.**

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

**"RESOLVED THAT** in accordance with Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Circulars and Guidelines issued by the Reserve Bank of India and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Bank, **Thiru.S.R.Aravind Kumar (DIN: 02145836)** who, pursuant to Section 161(1) of the Companies Act, 2013, and on recommendation of the Nomination and Remuneration Committee of the Bank, was appointed as an Additional Non-Executive Non-Independent Director by the Board of Directors on November 19, 2025 and received a written notice pursuant to Section 160 of the Companies Act, 2013 of his candidature for the office of Non-Executive Non-Independent Director of the Bank, be and is hereby appointed as a Non-Executive Non-Independent Director of the Bank, who shall hold office for a period of three years from November 19, 2025 to November 18, 2028 (both days inclusive) and that he is liable to retire by rotation."

## **2. To appoint Thiru.R.Kodeeswaran (DIN: 00466141) as a Non-Executive Non-Independent Director of the Bank.**

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

**“RESOLVED THAT** in accordance with Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Circulars and Guidelines issued by the Reserve Bank of India and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Bank, **Thiru.R.Kodeeswaran (DIN: 00466141)** who, pursuant to Section 161(1) of the Companies Act, 2013, and on recommendation of the Nomination and Remuneration Committee of the Bank, was appointed as an Additional Non-Executive Non-Independent Director by the Board of Directors on November 19, 2025 and received a written notice pursuant to Section 160 of the Companies Act, 2013 of his candidature for the office of Non-Executive Non-Independent Director of the Bank, be and is hereby appointed as a Non-Executive Non-Independent Director of the Bank, who shall hold office for a period of three years from November 19, 2025 to November 18, 2028 (both days inclusive) and that he is liable to retire by rotation.”

## **3. To approve alteration of the Articles of Association (AOA) of the Bank**

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

**“RESOLVED THAT** pursuant to provisions of Section 5 and 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”), the approval of the Board of Directors of the Bank at their meeting held on September 18, 2025 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) and the approval of the Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949, vide letter Ref.No:CO.DOR.HGG.No.S6215/08.55.001/2025-26 dated November 07, 2025 and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be necessary from the concerned statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the approval of the Members of the Bank be and is hereby accorded for the amendments to the Articles of Association of the Bank to align the existing Articles of Association with extant regulatory and statutory provisions of the Companies Act, 2013 and the rules made thereunder, and other applicable law, each as amended, including the following amendments:

S.No	Existing Clause in AOA	Proposed Clause
1.	<b>XI.TRANSFER AND TRANSMISSION OF SHARES</b> 49. Suspension of Registration	<b>XI.TRANSFER AND TRANSMISSION OF SHARES</b> 49. <b>Book Closure</b>
2.	<b>XVII.QUALIFICATIONS AND DISQUALIFICATIONS</b> Qualifications of Directors 91.1.a. In order to be eligible for appointment as a Director of the Bank, a person shall be i. between 35 and 70 years of age:	<b>XVII.QUALIFICATIONS AND DISQUALIFICATIONS</b> Qualifications of Directors 91.1.a. In order to be eligible for appointment as a Director of the Bank, a person shall be i. between 35 and 75 years of age: <b>{for Whole-Time Director(s) [by whatever designation given], the maximum age limit is 70 years}</b>
3.	<b>XVII. QUALIFICATIONS AND DISQUALIFICATIONS</b> Remuneration of Directors 92. The amount of sitting fees payable to a Director other than the Whole-time Chairman / ##[Whole-Time Director(s) including] Managing Director ## [& CEO] for attending a Board Meeting or Committee thereof shall be decided by the Board of Directors from time to time within the limits as may be permissible under the provisions of the Act and the rules framed thereunder. Every Director who is not resident in the place where a meeting of the Board or Committee thereof is held and who proceeds to such place for attending such meeting shall, in addition to the fees for attending such meeting or meetings be entitled to reimbursement of all travelling and staying expenses actually incurred by him subject to such maximum amount as may be determined by the Board of Directors from time to time	<b>XVII. QUALIFICATIONS AND DISQUALIFICATIONS</b> Remuneration of Directors 92. The amount of sitting fees payable to a Director other than the Whole-time Chairman / Whole-Time Director(s) <b>[by whatever designation given]</b> for attending a Board Meeting or Committee thereof shall be decided by the Board of Directors from time to time within the limits as may be permissible under the provisions of the Act and the rules framed thereunder. Every Director who is not resident in the place where a meeting of the Board or Committee thereof is held and who proceeds to such place for attending such meeting shall, in addition to the fees for attending such meeting or meetings be entitled to reimbursement of all travelling and staying expenses actually incurred by him subject to such maximum amount as may be determined by the Board of Directors from time to time
4.	<b>XXV. NOTICES</b> Notice, how given 140. A notice may be given by the Bank to any member either personally or by sending it by post to him to his registered address and if he has no registered address in India to the address, if any, within India supplied by him to the Bank for the giving of notices to him.	<b>XXV. NOTICES</b> <b>Serving of Notice</b> 140. A notice may be given by the Bank to any member either personally or by sending it by <b>post/ courier to him to his registered address, or through such electronic means as may be prescribed</b> and if he has no registered address in India to the address, if any, within India supplied by him to the Bank for the giving of notices to him.



S.No	Existing Clause in AOA	Proposed Clause
5.	<b>XXV. NOTICES</b>  Notice, when deemed to be served  141. Subject to the provisions of the Act, where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time, at which the letter would be delivered in the ordinary course of post, or in the case of a notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted.	<b>XXV. NOTICES</b>  Notice, when deemed to be served  141. Subject to the provisions of the Act, where a notice is sent by post/ <b>courier or through such electronic means as may be prescribed</b> service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time, at which the letter would be delivered in the ordinary course of post, or in the case of a notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted.

**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 : November 19, 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 resolutions 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., **Sunday, December 28, 2025, 5:00 P.M (IST)**. Members who wish to inspect the documents are requested to send an email to [shareholders@tmbank.in](mailto: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 **Monday, November 24, 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.bank.in/investor's-relations](http://www.tmb.bank.in/investor's-relations) and the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://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, Saturday, November 29, 2025 and ends at 5.00 P.M IST, Sunday, December 28, 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 **Monday, November 24, 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 (or) in his absence to the Company Secretary of the Bank, for the Postal Ballot. The Scrutinizer's decision on the validity of votes cast will be final. The result of e-voting will be announced on or before **Tuesday, December 30, 2025**, and will be displayed on the Bank's website [www.tmb.bank.in/investor's-relations](http://www.tmb.bank.in/investor's-relations) and on the website of the NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The result will be simultaneously communicated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited.
11. The Resolutions, 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., **Sunday, December 28, 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 I: 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
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You 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
	<p>2. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDEAS'</b> 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 <b>"Access to e-voting"</b> under e-voting services and you will be able to see e-voting page. Click on Bank name or <b>e-voting service provider i.e., NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDEAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-voting service provider i.e., NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div>  App Store  Google Play </div> <div>   </div>

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>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.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 Login 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 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 e-services i.e., **IDeAS**, you can login at <https://eservices.nsdl.com/> with your existing **IDeAS** login. Once you login to NSDL e-services after using your login 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 <b>EVEN is 137762</b> then user ID is 137762001***

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](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 is in active status.
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 [vsassociates16@gmail.com](mailto:vsassociates16@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms.Prajakta Pawle at [evoting@nsdl.com](mailto: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](mailto: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 number (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 Limited.,  
 (formerly known as Link Intime India Private Limited)  
 Unit: Tamilnad Mercantile Bank Limited,  
 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](mailto:investor.helpdesk@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 : November 19, 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 – To Appoint Thiru.S.R.Aravind Kumar (DIN: 02145836) as a Non-Executive Non-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 November 19, 2025, approved the appointment of Thiru.S.R.Aravind Kumar (DIN: 02145836) as an Additional Director, categorized as ‘Non-Executive Non-Independent Director’ of the Bank, for a period of three (3) consecutive years, with effect from November 19, 2025 to November 18, 2028 (both days inclusive), subject to the approval of the members of the Bank through an Ordinary Resolution.

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

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

The NRC and the Board have examined the due diligence of ‘fit and proper’ of Thiru.S.R.Aravind Kumar and found that he is a fit and proper person to hold the office as a Non-Executive Non-Independent Director of the Bank, as per the norms prescribed by the Reserve Bank of India and he is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Thiru.S.R.Aravind Kumar has given his consent to act as a Director of the Bank and that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act.

The NRC and Board have assessed the veracity of the said declarations and other documents furnished by Thiru.S.R.Aravind Kumar and, based on the same, have opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as a Non-Executive Non-Independent Director of the Bank. Further, Thiru.S.R.Aravind Kumar is a person of integrity and has relevant skills, experience and expertise in the area of ‘Small scale Industry’ and ‘Information Technology’, 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 Thiru.S.R.Aravind Kumar possesses and has the requisite skills and capabilities, stated above, required for the role of a Non-Executive Non-Independent Director of the Bank. During the said tenure, Thiru.S.R.Aravind Kumar shall be liable to retire by rotation, in terms of Section 152 of the Act.

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

Keeping in view of the above mentioned approval of the Board of Directors, the approval of the Members of the Bank is being sought, by passing an Ordinary Resolution, by way of this Postal Ballot for the appointment of Thiru.S.R.Aravind Kumar on the Board of the Bank, as set out in Item No.1 of the Notice.

Except Thiru.S.R.Aravind Kumar, being the appointee and/or his relatives, none of the Directors and Key Managerial Personnel of the Bank and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the notice.

**Item No.2 – To Appoint Thiru.R.Kodeeswaran (DIN: 00466141) as a Non-Executive Non-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 November 19, 2025, approved the appointment of Thiru.R.Kodeeswaran (DIN: 00466141) as an Additional Director, categorized as ‘Non-Executive Non-Independent Director’ of the Bank, for a period of three (3) consecutive years, with effect from November 19, 2025 to November 18, 2028 (both days inclusive), subject to the approval of the members of the Bank through an Ordinary Resolution.

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

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

The NRC and the Board have examined the due diligence of ‘fit and proper’ of Thiru.R.Kodeeswaran and found that he is a fit and proper person to hold the office as a Non-Executive Non-Independent Director of the Bank, as per the norms prescribed by the Reserve Bank of India and he is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Thiru.R.Kodeeswaran has given his consent to act as a Director of the Bank and that he is not disqualified from being appointed as a Director of the Bank in terms of Section 164 of the Act.

The NRC and Board have assessed the veracity of the said declarations and other documents furnished by Thiru.R.Kodeeswaran and, based on the same, have opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as a Non-Executive Non-Independent Director of the Bank. Further, Thiru.R.Kodeeswaran is a person of integrity and has relevant skills, experience and expertise in the area of ‘Business Management’, 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 Thiru.R.Kodeeswaran possesses and has the requisite skills and capabilities, stated above, required for the role of a Non-Executive Non-Independent Director of the Bank. During the said tenure, Thiru.R.Kodeeswaran shall be liable to retire by rotation, in terms of Section 152 of the Act.



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

Keeping in view of the above mentioned approval of the Board of Directors, the approval of the Members of the Bank is being sought, by passing an Ordinary Resolution, by way of this Postal Ballot for the appointment of Thiru.R.Kodeeswaran on the Board of the Bank, as set out in Item No.2 of the Notice.

Except Thiru.R.Kodeeswaran, being the appointee and/or his relatives, none of the Directors and Key Managerial Personnel of the Bank and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the notice.

### **Item No.3 – To approve alteration of the Articles of Association (AOA) of the Bank**

The Bank's existing Articles of Association ("AOA") was framed in terms of the provisions of the Companies Act, 2013 and the Banking Regulation Act, 1949. However certain clauses in the existing AOA were not in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the Reserve Bank of India (RBI) circular vide Ref.No:RBI/2021-22/24/DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021, on Corporate Governance in Banks – Appointment of Directors and Constitution of Committees of the Board and certain clauses in the AOA of the Bank also required language refinements to align with the provisions of the Companies Act, 2013. So, it is proposed to amend the Articles of the Association of the Bank. As per Section 14 of the Companies Act, 2013, any alterations in the AOA of the Bank shall be made with the approval of the shareholders by way of passing a Special Resolution.

In order to authorize the Board for taking further action and in line with the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required to amend the necessary clauses in the Articles of Association.

The relevant documents including the Altered Articles of Association of the Bank referred in this resolution, would be available for inspection by the members as set out in the Notice.

The above proposal recommending amendments in AOA was approved by the Board of Directors at their meeting held on September 18, 2025. Further, as per Section 35B of the Banking Regulation Act, 1949, prior approval of the Reserve Bank of Bank of India ("RBI") is required for any alteration of AOA.

Accordingly, the Bank had made an application dated September 19, 2025 to the RBI for the approval of the amendments to AOA of the Bank. The RBI had accorded its approval vide letter Ref.No:CO.DOR.HGG. No.S6215/08.55.001/2025-26 dated November 07, 2025.

The approval of the Members of the Bank is being sought, by passing a Special Resolution, as set out in Item No. 3 of the notice.

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.3 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 : November 19, 2025**

**Annexure- A****Details of Directors seeking appointment through Postal Ballot****Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36 of SEBI LODR Regulations, 2015.**

<b>Name of the Directors</b>	<b>Thiru.S.R.Aravind Kumar</b>	<b>Thiru.R.Kodeeswaran</b>
Date of Birth	12.04.1973	02.07.1962
Age	52 years	63 years
DIN	02145836	00466141
Nationality	Indian	Indian
Date of first appointment to the Board	from 26.11.2009 to 27.10.2017	NA
Qualification(s)	B.E. Computer Engineering, MBA (Marketing)	M.Com
Brief resume including Experience	<p>Thiru.S.R.Aravind Kumar is a seasoned professional who holds a Degree in Engineering (B.E.) and an MBA graduate specialized in Marketing. He belongs to well-known business family and having strong background in IT and marketing. He is successfully managing dealership businesses of several well-known FMCG brands.</p> <p>He was the former Director of the Bank from November 2009 to October 2017.</p>	<p>Thiru.R.Kodeeswaran is a postgraduate in commerce. He belongs to well-known business house i.e. VVD and Sons Private Limited, a company engaged in manufacturing and trading of FMCG products. He has vast experience in managing diversified business portfolios and divisions, including shipping business. Currently, he is a Director in VVD and Sons Private Limited and leading the export division of the Company including expansion of business. He also holds post of president in Indian Chamber of Commerce and Industry, Thoothukudi, a Section 8 Company.</p>
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.

<b>Name of the Directors</b>	<b>Thiru.S.R.Aravind Kumar</b>	<b>Thiru.R.Kodeeswaran</b>
Directorship held in other Companies	NIL	M/s.VVD and Sons Private Limited M/s.VVD Shipping Services Private Limited M/s.City Warehousing & Construction Complex Private Limited M/s.Ajit Salt Private Limited M/s.Indian Chamber of Commerce and Industry
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	<p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>Disciplinary Committee of the Board</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>Stakeholders' Relationship Committee of the Board</li> <li>Information technology Strategy Committee of the Board</li> <li>NPA Monitoring Committee of the Board</li> <li>Corporate Social Responsibility Committee of the Board</li> <li>Special Committee of the Board for Monitoring and Follow-Up of Cases of Frauds</li> </ol>	<p><b>Chairman</b></p> <ol style="list-style-type: none"> <li>Special Committee of the Board for Monitoring and Follow-Up of Cases of Frauds</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>Management Committee of the Board</li> <li>Human Resource Management Committee of the Board</li> <li>NPA Monitoring Committee of the Board</li> <li>Corporate Social Responsibility Committee of the Board</li> <li>Disciplinary Committee of the Board</li> </ol>
Number of equity shares held in Tamilnad Mercantile Bank Ltd., (including as beneficial owner) as on October 31, 2025	4,43,385 shares	39,567 shares



Name of the Directors	Thiru.S.R.Aravind Kumar	Thiru.R.Kodeeswaran
Number of meetings of the Board attended during the Financial Year 2024-25	NA	NA
Terms and conditions of appointment along with details of remuneration sought to be paid	<p>Appointed on the Board for a term of three (3) consecutive years effective from November 19, 2025 up to November 18, 2028.</p> <p>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</p>	<p>Appointed on the Board for a term of three (3) consecutive years effective from November 19, 2025 up to November 18, 2028.</p> <p>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</p>
Details of last drawn remuneration	NIL	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As required under Section 10A of the Banking Regulation Act, 1949 and relevant rules / regulations / circulars / notifications / guidelines / clarifications issued from time to time by the Reserve Bank of India, Thiru.S.R.Aravind Kumar has relevant skills, experience and expertise in the area of 'Small-scale Industry' and "Information Technology".	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, Thiru.R.Kodeeswaran has relevant skills, experience and expertise in the area of 'Business Management'.

\*\*\*\*\*

