

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

☎: 0461-2325136

e-mail : secretarial@tmbank.in

CIN: L65110TN1921PLC001908



Ref.No.TMB.SE.76/2025-26

18.09.2025

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: Outcome of the Board Meeting held on September 18, 2025 – Amendments to Articles of Association of the Bank

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform you that the Board of Directors of Tamilnad Mercantile Bank Limited ("Bank") at its meeting held today, viz. **September 18, 2025**, inter alia, considered and approved amendments in Articles of Association of the Bank to align certain provisions with extant regulatory and statutory provisions including the following amendments:

- i. **Amendments to Article 91.1.a** : In order to be eligible for appointment as a Director of the Bank, a person shall be between 35 and 75 {Except Whole-Time Director(s)} [by whatever designation given] years of age:
- ii. **Amendments to Article 92** : The amount of sitting fees payable to a Director other than the Whole-time Chairman / Whole-Time Director(s) [by whatever designation given] 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.
- iii. **Amendments to Article 140** : A notice may be given by the Bank to any member either personally or by sending it by post/ courier to him to his registered address, or through such electronic means as may be prescribed 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.

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- iv. **Amendments to Article 141** : Subject to the provisions of the Act, where a notice is sent by post/courier or through such electronic means as may be prescribed, 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.

The aforesaid amendments, are subject to the approval of Reserve Bank of India (RBI) and by the Shareholders of the Bank, by means of a Special Resolution through Postal Ballot.

The Board Meeting commenced at 10:30 A.M. and concluded at 09:30 P.M.

Kindly take the information on record.

Yours faithfully,

For Tamilnad Mercantile Bank Limited

Swapnil Yelgaonkar
Company Secretary & Compliance Officer