

Secretarial Section

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

☎: 0461-2325136

e-mail : secretarial@tmbank.in

CIN: L65110TN1921PLC001908



Ref.No.TMB.SE.205/2024-25

26.03.2025

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: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of Board Meeting.

We wish to inform you that the Board of Directors of Tamilnad Mercantile Bank Limited ('the Bank') at its meeting held today, March 26, 2025, has inter-alia, considered and approved the following matters:

1. Appointment of Shri. A.Shidambaranathan (DIN –02904738) as an Additional Director (Non-Executive, Independent) of the Bank

The Board of Directors of the Bank, based on the recommendation of Nomination and Remuneration Committee of the Board of Directors on March 26, 2025 have approved the appointment of Shri. A.Shidambaranathan (DIN –02904738) as an "Additional Director (Non-Executive, Independent)" on the Board of Directors of the Bank with effect from April 01, 2025 for a term of 3 (three) years, i.e., upto March 31, 2028, subject to approval of the Shareholders of the Bank.

We hereby confirm that Shri. A.Shidambaranathan satisfies the criteria of independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

2. Completion of tenure of Smt.S.Ezhil Jothi (DIN - 07772888), Non – Executive Independent Director of the Bank

Smt.S.Ezhil Jothi (DIN - 07772888), Non – Executive Independent Director of the Bank will be completing her tenure of eight (8) years pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013, consequently she ceases to be a Non – Executive Independent Director of the Bank with effect from the close of business hours as on March 26, 2025.

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The Board of Directors and the Management of the Bank placed on record their appreciation for the valuable contributions and guidance provided by Smt.S.Ezhil Jothi during her association with the Bank.

3. Appointment of M/s. SPNP & Associates, Practicing Company Secretaries as Secretarial Auditor of the Bank for the Financial Year 2024-25 .

The requisite disclosure, as required above under SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is provided in “**Annexure – A**”.

The Board meeting commenced at 11:05 a.m. and concluded at 07:50 p.m.

Kindly take the above information on record.

Yours faithfully,

For Tamilnad Mercantile Bank Limited

Swapnil Yelgaonkar

Company Secretary and Compliance Officer

Membership No: ACS 21877

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Annexure – A

The brief profile of Shri. A.Shidambaranathan (DIN –02904738) along with the disclosures as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is as under:

S.No	Particulars	Description
1	Reason for change	Shri. A.Shidambaranathan is appointed as an Additional Director (Non-Executive, Independent) of the Bank, subject to approval of the Shareholders
2	Date of Appointment	w.e.f. April 01, 2025.
3	Term of Appointment	3 years i.e., April 01, 2025 to March 31, 2028.
3	Brief Profile	 <p>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. 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. Also having experience in handling Company Law matters like incorporation of companies, filing of returns with ROC, issuing search reports to bank, etc.,</p> <p>Further, he has served as an Independent Director of this Bank from the period October 2011 to December 2018.</p>
4	Disclosure of relationships between directors (in case of appointment of a director)	Shri. A.Shidambaranathan is not related to any Director of the Bank.

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The brief profile of Smt.S.Ezhil Jothi (DIN - 07772888) along with the disclosures as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is as under:

S.No	Particulars	Description
1	Reason for change	Completion of tenure of 8 years pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013.
2	Date of cessation	At the close of business hours on Mach 26, 2025.
3	Brief Profile	Not Applicable
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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Disclosure of information pursuant to Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is as under:

S.No	Particulars	Description
1	Reason for change	Appointment in pursuance with section 204 of the Companies Act, 2013.
2	Date of appointment & terms of appointment	March 26, 2025
3	Term of appointment	Appointed as the Secretarial Auditor of the Bank for the Financial Year 2024-25.
4	Brief Profile	<p>M/s. SPNP & Associates., is a peer reviewed firm of Company Secretaries having extensive experience in handling secretarial audit of various listed entities.</p> <p>The firm provides professional services in the field of corporate laws, Securities Law, FEMA, commercial laws, contract laws and labour laws. It also advises clients on extensive range of matters including finance, legal, business advisory and other regulatory services.</p>
5	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable