

Secretarial Section

Head Office, 57- V.E. Road,

Thoothukudi – 628 002.

☎: 0461-2325136

e-mail : secretarial@tmbank.in

CIN: L65110TN1921PLC001908



Ref.No.TMB.SE.80/2025-26

30.09.2025

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: 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 September 18, 2025, together with the Explanatory Statement thereto, seeking consent of the Members of the Tamilnad Mercantile Bank Limited (“the Bank”), by way of ordinary resolution 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 resolution:

S.No.	Description of the Resolution	Type of Resolution
1.	To approve the appointment of Thiru.K.Ramachandran, (DIN:08589628) Independent Director as Non-Executive (Part-Time) Chairman of the Bank with a remuneration of Rs.18 Lakh per annum payable on monthly basis i.e. Rs.1.50 Lakh	Ordinary 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 September, 25, 2025 (the “Cut-Off Date”), through e-mail, for those shareholders, who have registered their e-mail address and through post, for those shareholders

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who have not registered their e-mail address. The Postal Ballot Notice is also available at the Bank's website www.tmb.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 resolution set out in the Postal Ballot Notice shall commence on Wednesday, October 01, 2025 at 9.00 A.M. IST and shall end on Thursday, October 30, 2025 at 5.00 P.M. IST. The Postal Ballot Notice is also available on the website of NSDL at 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.in and NSDL at 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

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
Wednesday, October 01, 2025	Thursday, October 30, 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, 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 modifications 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	To approve the appointment of Thiru.K.Ramachandran, (DIN:08589628) Independent Director as Non-Executive (Part-Time) Chairman of the Bank with a remuneration of Rs.18 Lakh per annum payable on monthly basis i.e. Rs. 1.50 Lakh	Ordinary Resolution

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 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 Tmt. Sri Vidhya Kumar, (Membership No. FCS 11114) (CP No. 20181), Practicing Company Secretary, Partner of M/s. S.A.E. & Associates LLP, 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 this Notice. The e-voting facility will be available during the following period:

Commencement of e-voting	9.00 A.M. IST on Wednesday, October 01, 2025
Conclusion of e-voting	5.00 P.M. IST on Thursday, October 30, 2025
Cut-Off date for eligibility to vote	Thursday, September 25, 2025

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Thursday, October 30, 2025, for voting thereafter. The Scrutinizer will submit her report after completion of scrutiny, 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 Saturday, November 01, 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. To approve the appointment of Thiru.K.Ramachandran, (DIN:08589628) Independent Director as Non-Executive (Part-Time) Chairman of the Bank with a remuneration of Rs.18 Lakh per annum payable on monthly basis i.e. Rs. 1.50 Lakh :

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

“RESOLVED THAT pursuant to the applicable provisions of Section 35B and other applicable provisions, if any, of the Banking Regulation Act, 1949, applicable rules, circulars and guidelines issued by the Reserve Bank of India (“RBI”) in this regard, from time to time, Section 197 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (“The Act”), Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Bank and based on the recommendations of the Nomination and Remuneration Committee, the approval of the Board of Directors of the Bank (“Board”), and as per the approval received

from the RBI for the appointment of Thiru.K.Ramachandran (DIN:08589628) as the Non-Executive (Part-Time) Chairman for a period from August 14, 2025 upto June 11, 2028, at a remuneration of Rs.18 Lakh per annum payable on monthly basis i.e. Rs. 1.50 Lakh in addition to the sitting fees for attending Board/ Committee meetings and reimbursement of expenses incidental thereto. The approval of the Members of the Bank be and is hereby accorded for the appointment of Thiru.K.Ramachandran (DIN:08589628) as the Non-Executive (Part-Time) Chairman of the Bank and payment of fixed remuneration of Rs.18 Lakh per annum, payable on monthly basis in addition to the sitting fees for attending Board/ Committee meetings, with effect from August 14, 2025 upto June 11, 2028, and which is approved and sanctioned with authority to the Board to alter, vary and approve the terms and conditions components of remuneration/ payment of increments, as may be necessary from time to time during his tenure as Non-Executive (Part-Time) Chairman of the Bank, subject to the approval of the RBI and conditions as may be stipulated by the RBI while granting such approval.

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 the 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(s)/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 : Chennai

Date : September 18, 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., **Thursday, October 30, 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 **Thursday, September 25, 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, Wednesday, October 01, 2025 and ends at 5.00 P.M IST, Thursday, October 30, 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 **Thursday, September 25, 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 her report after completion of scrutiny, to the Managing Director & CEO of the Bank (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 results of e-voting will be announced on or before **Saturday, November 01, 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., **Thursday, October 30, 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
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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.</p>

Type of shareholders	Login Method
	<p>2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.</p> <p>3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="751 1478 1182 1740" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

Type of shareholders	Login Method
<p align="center">Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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. 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.
<p align="center">Individual Shareholders (holding securities in demat mode) login through their depository participants</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 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 e-services i.e., **IDeAS**, you can log-in at <https://eservices.nsdl.com/> with your existing **IDeAS** login. Once you log-in to NSDL e-services 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 ForexampleifyourBeneficiaryIDis12***** 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 137294 then user ID is 137294001***

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) **"PhysicalUserResetPassword?"** (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 asrividhya.cs@gmail.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.mufig.com

Place : Chennai

Date : September 18, 2025

**By Order of the Board of Directors
For Tamilnad Mercantile Bank Limited
Sd/-**

**Swapnil Yelgaonkar
Company Secretary
(Membership No: ACS 21877)**

**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 approve the appointment of Thiru.K.Ramachandran, (DIN:08589628) Independent Director as Non-Executive (Part-Time) Chairman of the Bank with a remuneration of Rs.18 Lakh per annum payable on monthly basis i.e. Rs. 1.50 Lakh:

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Bank (the "Board") at their meeting held on June 12, 2025, had approved the appointment of Thiru. K. Ramachandran (DIN:08589628), as an Additional (Non-Executive Independent) Director for a period of three (3) consecutive years, with effect from June 12, 2025 to June 11, 2028, subject to approval of the shareholders of the Bank and also nominated him as the Non-Executive (Part-Time) Chairman of the Bank .

The Members of the Bank, at their 103rd Annual General Meeting ("AGM") held on August 08, 2025, had approved the appointment of Thiru. K. Ramachandran (DIN:08589628), as the Non-Executive Independent Director for a period of three (3) consecutive years, with effect from June 12, 2025 to June 11, 2028.

The Reserve Bank of India (RBI) vide their letter Ref.No.CO.DOR.HGG.No.S3873/08.55. 001/2025-26 dated August 14, 2025, has accorded their approval for the appointment of Thiru. K. Ramachandran (DIN:08589628) as Non-Executive (Part- Time) Chairman of the Bank with effect from August 14, 2025 to June 11, 2028 at a fixed remuneration of Rs.18 Lakh Per Annum(i.e., Rs.1.50 Lakh per month) in addition to the sitting fee and reimbursement of other incidental expenditure towards attending the meetings of the Board/Board Committees.

Further, pursuant to regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall recommend all fees or compensation, if any, payable to non-executive directors, including independent directors and shall require approval of shareholders.

Keeping in view of the above referred provisions, the approval of the Members of the Bank is being sought, by passing an Ordinary Resolution, by way of this Postal Ballot for approval of appointment of Thiru. K. Ramachandran, (DIN:08589628) Independent Director as Non-Executive (Part-Time) Chairman of the Bank with a remuneration of Rs. 18 Lakh per annum in addition to the sitting fee and reimbursement of other incidental expenditure towards attending the meetings of the Board/Board Committees, as set out in Item No. 1 of the notice.

Except Thiru. K. Ramachandran 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 : Chennai

Date : September 18, 2025