

**Secretarial Section**

Head Office, 57- V.E. Road,

Thoothukudi – 628 002.

☎: 0461-2325136

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CIN: L65110TN1921PLC001908



Ref.No.TMB.SE.188/2024-25

11.02.2025

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: Notice of Postal Ballot – Newspaper Publication**


Pursuant to Regulation 30 and 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation of our letter Ref.No.TMB.SE.187/2024-25 dated February 10, 2025, we are enclosing the copies of the Newspaper advertisements published in “The Hindu” (English) All India Edition and “The Hindu” (Tamil) Tamilnadu Edition, on Tuesday, February 11, 2025, regarding the Notice of the Postal Ballot and e-voting information, seeking approval of Members of the Bank, on the businesses mentioned in the Notice of the Postal Ballot.

The above information is also available on the website of the Bank, [www.tmb.in](http://www.tmb.in).

Kindly take the information on record.

Yours faithfully,

**For Tamilnad Mercantile Bank Limited****Swapnil Yelgaonkar****Company Secretary and Compliance Officer****Membership No: ACS 21877**

 <p><b>Tamilnad Mercantile Bank Ltd</b> CIN: L65110TN1921PLC001908 Registered office: 57, V. E. Road, Thoothukudi – 628 002 Phone: 0461-2321932, 2321929 (E) Website: <a href="http://www.tmb.in">www.tmb.in</a>   Email: <a href="mailto:shareholders@tmbank.in">shareholders@tmbank.in</a></p>	<p><b>Tamilnad Mercantile Bank Ltd</b> CIN: L65110TN1921PLC001908 Registered office: 57, V. E. Road, Thoothukudi – 628 002 Phone: 0461-2321932, 2321929 (E) Website: <a href="http://www.tmb.in">www.tmb.in</a>   Email: <a href="mailto:shareholders@tmbank.in">shareholders@tmbank.in</a></p>													
	<p><b>NOTICE OF POSTAL BALLOT</b> (Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)</p> <p><b>NOTICE</b> is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 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 and 09/2024 dated September 19, 2024 (the "MCA Circulars"), the Banking Regulation Act, 1949 and any other applicable laws and regulations, to transact the following businesses by way of Special resolutions via Postal Ballot through e-voting process:</p> <table border="1"> <thead> <tr> <th>S.No.</th> <th>Description of the Resolution</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Approval and adoption of "Tamilnad Mercantile Bank Limited Employee Stock Option Plan 2024" [TMB ESOP 2024]</td> </tr> <tr> <td>2</td> <td>Extension of benefits under the "Tamilnad Mercantile Bank Limited Employee Stock Option Plan 2024 [TMB ESOP 2024]" to the Eligible Employees of its subsidiary companies, associate companies and group companies of Tamilnad Mercantile Bank Limited</td> </tr> </tbody> </table> <p>The Postal Ballot Notice is being sent to the Members, whose names appeared in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Friday, January 31, 2025 (the "Cut-Off Date"), through e-mail to those shareholders, who have registered their e-mail address and through post for those shareholders who have not registered their e-mail address. The Postal Ballot Notice is also available at the Bank's website <a href="http://www.tmb.in">www.tmb.in</a> under 'Investors Relations' section and the websites of the Stock Exchanges i.e. BSE Limited at <a href="http://www.bseindia.com">www.bseindia.com</a> and National Stock Exchange of India Limited at <a href="http://www.nseindia.com">www.nseindia.com</a> and on the website of NSDL at <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>. In accordance with the applicable circulars issued by the MCA, the members can vote on the resolutions proposed in the said Postal Ballot Notice only by electronic means ("e-voting"). The Bank has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. The detailed instructions on e-voting are provided in the postal ballot notice sent to the shareholders.</p> <p><b>The remote e-voting schedule is as under:</b></p> <table border="1"> <tbody> <tr> <td>EVEN (E-Voting Event Number)</td> <td>132870</td> </tr> <tr> <td>Commencement of e-voting</td> <td>Tuesday, February 11, 2025 at 9.00 A.M. IST</td> </tr> <tr> <td>Conclusion of e-voting</td> <td>Wednesday, March 12, 2025 at 5.00 P.M. IST</td> </tr> <tr> <td>Cut-Off date for eligibility to vote</td> <td>Friday, January 31, 2025</td> </tr> </tbody> </table> <p>The e-voting facility will be disabled by NSDL, immediately after 5.00 p.m. IST on Wednesday, March 12, 2025, for voting thereafter. Once the vote on the resolutions are cast by the Member, the same cannot be changed subsequently.</p> <p>The Board of Directors have appointed Shri. P. Sriam, (Membership No. FCS 4862) (CP No. 3310), Practicing Company Secretary of M/s. SPNP &amp; Associates, to act as the scrutineer, for conducting the Postal Ballot process in a fair and transparent manner.</p> <p>The resolutions, if passed by requisite majority by remote e-voting, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, March 12, 2025. The results of e-voting will be announced on or before Friday, March 14, 2025, and will be displayed on the Bank's website <a href="http://www.tmb.in">www.tmb.in</a> under 'Investors Relations' section and on the website of the NSDL i.e., <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>. The results will simultaneously be communicated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited. 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 <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no. 022 - 4886 7000 or send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>.</p> <p style="text-align: right;"><b>By Order of the Board of Directors</b> <b>For Tamilnad Mercantile Bank Limited</b></p> <p style="text-align: right;">Sd/- Swarnil Yelgaonkar Company Secretary (Membership No: ACS 21877)</p> <p>Thoothukudi February 10, 2025</p>	S.No.	Description of the Resolution	1	Approval and adoption of "Tamilnad Mercantile Bank Limited Employee Stock Option Plan 2024" [TMB ESOP 2024]	2	Extension of benefits under the "Tamilnad Mercantile Bank Limited Employee Stock Option Plan 2024 [TMB ESOP 2024]" to the Eligible Employees of its subsidiary companies, associate companies and group companies of Tamilnad Mercantile Bank Limited	EVEN (E-Voting Event Number)	132870	Commencement of e-voting	Tuesday, February 11, 2025 at 9.00 A.M. 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