

**Secretarial Department**  
Head Office, 57- V.E. Road,  
Thoothukudi – 628 002.  
☎: 0461-2325136  
e-mail : [secretarial@tmbank.in](mailto:secretarial@tmbank.in)  
CIN: U65110TN1921PLC001908



Ref.No.TMB.SE.30/2022-23

01.12.2022

The Manager,  
Corporate Relations Department,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.  
Scrip Code: 543596

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.  
Symbol: TMB

Dear Sir,

**Sub: Results of the Postal Ballot and remote e-voting – Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In continuation to our letter Ref.No.TMB.SE.19/2022-23 dated October 31, 2022 and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that all the resolutions as set out in our postal ballot notice dated October 27, 2022 have been passed by the shareholders of the Bank through remote e-voting with requisite majority.

The resolutions are deemed as passed on the last date of the e-voting period, i.e. Wednesday, November 31, 2022.

In this regard, the results of the aforesaid postal ballot along with the copy of the scrutinizer's report is enclosed herewith.

This is for your information and records.

Yours faithfully,  
**For Tamilnad Mercantile Bank Limited**



**Prakash Chandra Panda**  
**Company Secretary and Compliance Officer**

				Resolution (1)				
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. S. Krishnan (DIN: 07261965) as Managing Director and Chief Executive Officer of the Bank and approval of Remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	10142300	7467643	73.6287	7467643	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10142300	7467643	73.6287	7467643	0	100.0000
Public- Non Institutions	E-Voting	148209154	65996229	44.5291	65719399	276830	99.5805	0.4195
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		148209154	65996229	44.5291	65719399	276830	99.5805
Total	Total	158351454	73463872	46.3929	73187042	276830	99.6232	0.3768
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Re-appointment of Mr. K Nagarajan (DIN: 02274426) as an Independent Director of the Bank				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	10142300	6538683	64.4694	6305557	233126	96.4347	3.5653
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10142300	6538683	64.4694	6305557	233126	96.4347
Public- Non Institutions	E-Voting	148209154	65528131	44.2133	65222423	305708	99.5335	0.4665
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		148209154	65528131	44.2133	65222423	305708	99.5335
Total	Total	158351454	72066814	45.5107	71527980	538834	99.2523	0.7477
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				Re-appointment of Mr. B Vijayadurai (DIN: 07403509) as an Independent Director of the Bank				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	10142300	6538683	64.4694	6305557	233126	96.4347	3.5653
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10142300	6538683	64.4694	6305557	233126	96.4347
Public- Non Institutions	E-Voting	148209154	65495645	44.1914	65189474	306171	99.5325	0.4675
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		148209154	65495645	44.1914	65189474	306171	99.5325
Total	Total	158351454	72034328	45.4902	71495031	539297	99.2513	0.7487
Whether resolution is Pass or Not.							Yes	



**S. ANANTHA & VED LLP**  
(Registered with Limited Liability)

Company Secretaries LLP IN : AAH - 8229  
C - 316, 3rd Floor, Nirmal Avior - Galaxy  
LBS Marg, Mulund (W), Mumbai - 400 080  
www.sanantha.com; info@sanantha.com  
Tel: (+91 22) 2591 3041

**Report of Scrutinizer**  
**[Pursuant to Section 110 of the Companies Act, 2013 and the Companies**  
**(Management and Administration) Rules, 2014]**

To  
**The Board of Directors**  
**TAMILNAD MERCANTILE BANK LIMITED**  
**(CIN: U65110TN1921PLC001908)**  
**57, Victoria Extension Road Thoothukudi, TN – 628 002**

Dear Sir/Madam,

**Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of Tamilnad Mercantile Bank Limited (the 'Bank')**

I, Sachin Sharma (Membership No. 46900/CP. No. 20423), Designated Partner, M/s. S. Anantha & Ved LLP (LLPIN: AAH-8229), Mumbai, was appointed as the Scrutinizer by the Bank for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 of Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020, April 8/2020, 17/2020, April 13/2020, 22/2020, dated June 15/2020, 33/2020 and September 28/2020 39/2020 dated December 31, 2020, 10/2021, dated June 23, 2021 and 20/2021 dated December 8, 2021 respectively, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations., in connection with the passing of the resolutions as mentioned in the Notice of Postal Ballot dated Thursday, October 27, 2022.

In terms of the MCA Circulars, the Bank had sent the Postal Ballot Notice in only electronic form to those shareholders whose email id was registered with the Depositories and Link Intime India Private Limited ('the RTA') and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA Circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the e-voting system only.

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Bank through e-mail, wherever e-mail ids were available.

...2



: 2 :

As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA Circulars mentioned above, an advertisement was published by the Bank in “The Hindu” (English) and “Daily Thanthi” (Tamil) newspapers, on November 01, 2022, informing about dispatch of the Postal Ballot Notice by e-mail.

The Bank and the CDSL had uploaded the Notice together with the explanatory statement on their respective website - [www.tmb.in](http://www.tmb.in) and website of CDSL - [www.evotingindia.com](http://www.evotingindia.com). The Bank had generated EVSN Number: 221029001 on the website of CDSL for casting votes through e-voting mode.

The Shareholders holding the shares as on the “cut-off” date i.e., Friday, October 28, 2022, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period of thirty (30) days commenced on Tuesday, November 01, 2022 at 09:00 A.M. (IST) and ended on Wednesday, November 30, 2022 at 05:00 P.M. (IST) for the shareholders exercising their vote through remote e-voting. The remote e-voting module was disabled by the CDSL for voting thereafter. All votes cast by e-voting received upto Wednesday, November 30, 2022 at 05:00 P.M. (IST) being last date fixed by the Bank for exercise of vote by e-voting, were considered for my scrutiny.

The votes cast under the e-voting were unblocked on last day of remote e-voting i.e. November 30, 2022 after 05.00 P.M. in the presence of two witnesses who are not the employees of the Bank. The e-voting results / list of shareholders who voted for and against were downloaded from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). and the same are being handed over to the Company Secretary of the Bank.

The Management of the Bank is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the items being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL").

The result along with Scrutinizer’s report will simultaneously be posted on the Bank’s website- [www.tmb.in](http://www.tmb.in) and website of CDSL - [www.evotingindia.com](http://www.evotingindia.com), besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The voting results along with the Scrutinizer’s Report will also be displayed at the Registered Office of the Bank.



: 3 :

The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

**(1) Appointment of Mr. S. Krishnan (DIN: 07261965) as Managing Director and Chief Executive Officer of the Bank and approval of Remuneration:**

**Total number of e-Votes considered in connection with the passing of the above-mentioned Ordinary Resolution:**

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	1,140	7,31,87,042	99.62
B	Votes against the Resolution	50	2,76,830	0.38
C	<b>Total Valid Votes (A + B)</b>	<b>1,187</b>	<b>7,34,63,872</b>	<b>100.00</b>

*Note:*

*a) As per the Reserve Bank order dated 31<sup>st</sup> March, 2011, certain shareholders who belongs to the group and still continuing in the group said to be 'acting in concert', their voting rights is restricted to 4.99% of the paid-up capital of the Bank.*

**(2) Re-appointment of Mr. K Nagarajan (DIN: 02274426) as an Independent Director of the Bank**

**Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:**

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	1,107	7,15,27,980	99.25
B	Votes against the Resolution	74	5,38,834	0.75
C	<b>Total Valid Votes (A + B)</b>	<b>1,181</b>	<b>7,20,66,814</b>	<b>100.00</b>

*Note:*

*a) As per the Reserve Bank order dated 31<sup>st</sup> March, 2011, certain shareholders who belongs to the group and still continuing in the group said to be 'acting in concert', their voting rights is restricted to 4.99% of the paid-up capital of the Bank.*

*b) 2 (Two) folios holding in aggregate 14,106 Equity Shares of face value of Rs.10/- each of the Bank, considered invalid, being interested persons in the above resolution.*

*c) 7 (Seven) folios holding in aggregate 13,82,952 Equity Shares of face value of Rs.10/- each of the Bank, not voted in the above resolution.*



: 4 :

**(3) Re-appointment of Mr. B Vijayadurai (DIN: 07403509) as an Independent Director of the Bank**

**Total number of e-Votes considered in connection with the passing of the above-mentioned Special Resolution:**

Sr. No.	Particulars	No. of e-Votes	No of Equity Shares	% to Total valid Votes
A	Votes in favour of the Resolution	1,104	7,14,95,031	99.25
B	Votes against the Resolution	77	5,39,297	0.75
C	<b>Total Valid Votes (A + B)</b>	<b>1,181</b>	<b>7,20,34,328</b>	<b>100.00</b>

*Note:*

*a) As per the Reserve Bank order dated 31<sup>st</sup> March, 2011, certain shareholders who belongs to the group and still continuing in the group said to be 'acting in concert', their voting rights is restricted to 4.99% of the paid-up capital of the Bank.*

*b) 1 (One) folio holding 14,023 Equity Shares of face value of Rs.10/- each of the Bank, considered invalid, being interested persons in the above resolution.*

*c) 8 (Eight) folios holding in aggregate 14,15,521 Equity Shares of face value of Rs.10/- each of the Bank, not voted in the above resolution.*

**For S. Anantha & Ved LLP**  
**Company Secretaries**



**Sachin Hukumchand Sharma**  
**Designated Partner**  
**DIN: 08441791**  
**CP No.: 20423**  
**UDIN: A046900D002574282**

**Date : December 01, 2022**  
**Place : Jodhpur**

**Witnesses:**

Signature:

**1. Name:** Mrs. Veena Sharma  
**Wife of:** Mr. Sachin Hukumchand Sharma  
**Address:** 86, Parihar Nagar, Bhadwasia Road  
Jodhpur, Rajasthan – 342 001  
**Occupation:** Service

Signature:

**2. Name:** Mrs. Tara Sharma  
**Wife of:** Mr. Hukumchand Sharma  
**Address:** Plot No.136, Baldev Nagar, Mata Ka  
Than, Jodhpur, Rajasthan – 342 001  
**Occupation:** Housewife





: 5 :

**Countersigned by**

PRAKASH  
CHANDRA  
PANDA

Digitally signed by PRAKASH CHANDRA PANDA  
DN: cn=TAMIL NADU,  
serialNumber=31a2a3835d494095b214accdf2  
cbacbf9993b6461285614823a6c85c,  
postAcid=+28802, ou=SECRETARIAL,  
o=FABRIMMO MERCHANTS BANK LTD, cn=,  
cn=PRAKASH CHANDRA PANDA  
Date: 2022.12.01 21:03:19 +05'30'

---

**Prakash Chandra Panda**  
**Head - Company Secretary and Compliance Officer**  
**Mem. No.: A22585**  
**Date : December 01, 2022**  
**Place : Tamil Nadu**