



TAMILNAD MERCANTILE BANK LIMITED

Regd. Office: 57, V.E.Road, Thoothukudi – 628002

Phone: 0461-2325136, 2321929 (E)

email : secretarial@tmbank.in

CIN: U65110TN1921PLC001908

Form MGT-11 – Proxy Form (Revised)

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

The 93rd Annual General Meeting for the year 2015

Name of the member (s):
Registered address:
E-mail Id:
Folio No.:

I/We being the member(s) of.....shares of the above named Company hereby appoint:

- Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
- Name: Address:.....
E-mail Id:.....Signature:.....,or failing him
- Name: Address:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 93rd Annual General Meeting of the Bank for the year 2015 to be held at 12.30 p.m. or on the conclusion of the 92nd Annual General Meeting, whichever is later on Friday, **the 29th January, 2016** at Manickam Mahal, 1/1A, Tiruchendur Road, Thoothukudi – 628 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Optional	
	For	Against
Ordinary business		
1. Adoption of audited annual accounts for March 31, 2015		
2. Appointment of Statutory Central Auditors		
Special business		
3. Appointment of branch auditors		
4. Revision in remuneration of Shri H. S. Upendra Kamath, MD & CEO		
5. Increase in authorized share capital from ` 10 crore to ` 500 crore and consequent alteration of memorandum of Association		
6. Alteration in Articles of Association in consonance with Companies Act, 2013 and for other reasons		
7. Issue of bonus shares @ 500:1		
8. Further issue of capital (IPO) for upto ` 500 crore		
9. Grant of authorization to the Board to borrow upto ` 1000 crore		
*Appointment of directors pursuant to notices received under Section 160 of Companies Act, 2013, subsequent to the dispatch of AGM notice Note: The following resolutions are placed for the consideration of members for appointment of ten directors. Members/proxies are advised to vote for only upto ten out of the twenty four candidates. The top ten candidates in terms of the valid voted polled in favour shall be declared elected. The number of resolutions passed shall be deemed to be ten only.	For	

10. To appoint Shri R. Yogarajan (DIN: 07396169) as a Director of the Bank liable to retire by rotation	
11. To appoint Shri S. R. Aravind Kumar (DIN: 02145836) as a Director of the Bank liable to retire by rotation	
12. To appoint Shri V. V. D. N. Vikraman (DIN: 00466250) as a Director of the Bank liable to retire by rotation	
13. To appoint Shri B. S. Keshava Murthy (DIN: 06965816) as an Independent Director of the Bank to hold office upto January 28, 2019 not liable to retire by rotation	
14. To appoint Shri A. Shidambaranathan (DIN: 02904738) as an Independent Director of the Bank to hold office upto January 28, 2019 not liable to retire by rotation	
15. To appoint Shri P. Prem Vetty (DIN: 00229445) as an Independent Director of the Bank upto to hold office January 28, 2019 not liable to retire by rotation	
16. To appoint Smt. Maddhumathi Kannan Adityan (DIN: 06746077) as a Director of the Bank liable to retire by rotation	
17. To appoint Shri P. C. G. Asok Kumar (DIN: 05142860) as a Director of the Bank liable to retire by rotation	
18. To appoint Shri K. Nagarajan (DIN: 02274426) as a Director of the Bank liable to retire by rotation	
19. To appoint Shri B. Vijayadurai (DIN: 07403509) as a Director of the Bank liable to retire by rotation	
20. To appoint Smt. Chitra Murali (DIN: 06751105) as an Independent Director of the Bank to hold office upto January 28, 2019 not liable to retire by rotation	
21. To appoint Shri P. Yesuthasen (DIN: 00767702) as an Independent Director of the Bank to hold office upto November 25, 2017 not liable to retire by rotation	
22. To appoint Shri G. M. Senthil (DIN: 07402547) as a Director of the Bank liable to retire by rotation	
23. To appoint Shri B. Prabakaran (DIN: 00209875) as a Director of the Bank liable to retire by rotation	
24. To appoint Shri S. Annamalai (DIN: 00001381) as a Director of the Bank liable to retire by rotation	
25. To appoint Shri S. Vaikundarajan (DIN: 00794778) as a Director of the Bank liable to retire by rotation	
26. To appoint Shri P. Mahendavel (DIN: 00688302) as a Director of the Bank liable to retire by rotation	

27. To appoint Shri S. Jegatheesan (DIN: 00794415) as a Director of the Bank liable to retire by rotation	
28. To appoint Shri T. R. Thamilarasu (DIN: 07405586) as a Director of the Bank liable to retire by rotation	
29. To appoint Shri D. Gnanaraj (DIN: 02406175) as a Director of the Bank liable to retire by rotation	
30. To appoint Shri T. Rajakumar (DIN: 02659409) as a Director of the Bank liable to retire by rotation	
31. To appoint Shri K. Anand (DIN: 01683074) as a Director of the Bank liable to retire by rotation	
32. To appoint Shri G. Krishnamoorthy (DIN: 02833172) as an Independent Director of the Bank to hold office upto January 28, 2019 not liable to retire by rotation	
33. To appoint Shri V. Srikanth (DIN: 07405198) as an Independent Director of the Bank upto to hold office January 28, 2019 not liable to retire by rotation	

*Refer Note No. 19 to the 93rd AGM's notice and the notice published in the newspapers on January 20 and 21, 2016

Signed thisday of.....2016
Signature of shareholder
Signature of Proxy holder(s)

Please affix Revenue Stamp

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 93rd Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.