

INCORPORATED UNDER THE INDIAN COMPANIES ACT, 1913



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
TAMILNAD MERCANTILE BANK LIMITED
THOOTHUKUDI
(AS AMENDED UP TO DECEMBER 28, 2025)**

**A SCHEDULED BANK
Estd.1921**

Certificate of Incorporation

No.2 of 1921 – 1922

I hereby certify that the Nadar Bank Limited, Tuticorin is this day incorporated under the Indian Companies Act, 1913 and that the Company is limited.

Given under my hand at Kokkarkulam this 11th day of May one Thousand Nine Hundred and Twenty One.

(sd) **A.V.SRINIVASA AYYAR**

Assistant Registrar of
Joint Stock Companies,

(True Copy)

PALAMCOTTAH.

Certificate of Incorporation Consequent of Change of Name.

In the office of the Register of Companies, Madras.

(Under the Companies Act, 1956 (No.1 of 1956))

In the matter of NADAR BANK LIMITED.

I hereby certify that NADAR BANK LIMITED which was originally incorporated on ELEVENTH day of May 1921, under the Indian Companies Act, 1913 (Act VII of 1913) and under the name Nadar Bank Limited, having duly passed the necessary resolution in terms of section 21 of the Companies Act 1956 and the approval of the Central Government signified in writing having been accorded thereto in the Regional Director's letter No.F4/21/M13/1962 dated 14th November 1962, the name of the said company is this day changed to "TAMILNAD MERCANTILE BANK LIMITED" and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at MADRAS this ^{Twenty seventh}----- day of
^{Sixth}

November, One thousand nine hundred and sixty two

Agrahayana, one thousand eight hundred and eighty four (Saka)

(sd)-----

(M.V.WARERKAR)

Registrar of Companies

(True Copy)

The Indian Companies Act, 1913

Company Limited by Shares.

Memorandum of Association

Of

Tamilnad Mercantile Bank Limited

Name

1. The name of the Bank in English is Tamilnad Mercantile Bank Limited and in Tamil

தமிழ்நாடு மெர்கன்டைல் வங்கி லிமிடெட்

Registered Office

2. The registered office of the Bank will be situated at Thoothukudi in the State of Tamilnadu (Amended as per resolution passed at the Annual General Meeting held on 24.12.2004)

Objects

3. The objects for which the Bank is established are:

- (a) To establish and carry on the business of the Bank whereof the Head Office shall be at Thoothukudi with such Branches or Agencies as may, from time to time, be determined upon. (Amended as per resolution passed at the Annual General Meeting held on 24.12.2004)
- (b) To foster and develop the resources of the community or class called Nadars.
- (c) (i). To carry on the business of Banking in all its branches and departments including the borrowing, raising or taking up of money, the lending or advancing of money, on securities and property, the discounting, purchasing, selling of and dealing in Bills of Exchange, Pronotes, Drafts Hundis and other instruments and securities whether transferable, or negotiable or otherwise, the granting and issuing letters of credit, the buying and selling of and dealing in bullion and specie, negotiating of loans and advances, receiving of money and valuables on deposit or for safe custody or otherwise opening of Savings Banks, the

collecting and transmitting of money and securities, the managing of property and transacting of all kinds of Agency business commonly transacted by Bankers.

(ii) To open, establish, maintain and operate currency chests and small coin depots on such terms and conditions as may be required by the Reserve Bank of India established under the Reserve Bank of India Act, 1934 and enter into all administrative or other arrangements for undertaking such functions with the Reserve Bank of India (Passed at the Annual General Meeting held on 30.08.1991 and confirmed by the Company Law Board on 02.12.1992).

To advance money or open cash credits upon the security of debentures, stocks or shares of other joint stock companies, the interest whereof not having been guaranteed by the Secretary of State for India in Council or by the Government of India and upon the mortgage or other security of immovable property or the documents of title relating thereto. (Expressly authorized in that behalf by a resolution of the shareholders passed at the Extra-ordinary General Meeting held on 28th March 1937))

To engage and enter into operations in foreign exchange (Expressly authorized in that behalf by a resolution of the shareholders passed at the Extra-ordinary General Meeting held on 30th November 1979).

(d) To borrow by way of discount, cash credit or overdraft or upon bond and disposition in security, mortgage, debenture, bill, promissory note or in any other manner and to grant security for all or any of such Funds and by way of security of such sums and by way of security to dispose, mortgage, pledge or charge the whole or any part of the property and assets and revenue of the Bank including uncalled capital and to dispose, transfer and convey the same absolutely or in part with the usual powers of sale to lenders and creditors.

dd(i). To promote, effect, insure, guarantee, underwrite, participate in, manage, advise and carry out and act as merchant bankers to any issue, public or private or State, Municipal or other loans or of shares, stocks, debentures or debenture stocks of any company, corporation or association and to lend money for the purpose of any such issue and to provide complete financial and management consultancy services. (Passed at the Annual General Meeting held on 24.09.1993 and confirmed by the Company Law Board on 07.07.1994)

dd (ii). To render portfolio management services by acquiring, holding, selling and dealing in stocks, funds, shares, debenture, debenture stocks, bonds, obligations, scrips, all forms of securities and investments of all kinds on behalf of constituents or others. (Passed at the Annual General Meeting held on 24.09.1993 and confirmed by the Company Law Board on 07.07.1994).

(e) Generally to purchase, take on lease or otherwise acquire any immovable or movable property and rights or privileges which the Bank may think necessary or convenient.

- (f) To acquire and undertake the whole or any part of the Banking and discount business of any person or persons of company carrying on any business or transaction which this Bank is authorized to carry on.
- (g) To enter into any arrangement for sharing profits with any person or persons or company carrying on or engaged in any business which this Bank is authorized to carry on or engage in.
- (h) To take or concur in the taking of all such steps and proceedings as may seem best calculated to uphold and support the credit of the Bank and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the Bank.
- (i) To establish and support or aid in the establishment and support of associations and funds calculated to benefit employees or ex-employees of the Bank or the dependants or connections of such persons, to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for, the education of, and other benevolent objects relating to, the members of the Nadar community.
- (j) To sell, improve, manage, develop, exchange, lease, mortgage or otherwise deal with all or any part of the property and rights of the Bank.
- (k) To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (l) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (m) To enter into corporate agency with Life / General Insurance Companies and to market insurance products / para banking and other allied activities. (Inserted as per resolution passed at the Annual General Meeting held on 24.12.2004)
- (n) To incorporate a subsidiary company for any of the above purposes. (Inserted as per resolution passed at the Annual General Meeting held on 24.12.2004)
- (o) To act as agents for any Government or local authority or any other person or persons; to carry on the agency business of any description including the clearing and forwarding of goods, giving of receipts and discharges and otherwise acting as an attorney on behalf of customers but excluding the business of a managing agent of a company. (Inserted as per resolution passed at the Annual General Meeting held on 24.12.2004)
- (p) To finance Hire purchase, Leasing out movable properties of any kind including machinery and plants of all kinds. (Inserted as per resolution passed at the Annual General Meeting held on 24.12.2004)

(PP). Inserted in terms of the resolution passed at the Annual General Meeting held on 05.06.2008.

- (i) To carry on the business of being banker to issues and carrying on such activities in terms of guidelines and rules and regulations framed by Securities and Exchange Board of India (SEBI) or any other Statutory body from time to time.
- (ii) To act as Depository Participant;
- (iii) To provide Internet Banking and e-commerce facilities;
- (iv) To provide Remittances facilities;
- (v) To render ATM related services;

- (vi) To undertake NRI related banking business;
 - (vii) To enter into and conduct business relating to issue of debit cards;
 - (viii) To undertake treasury related activities both in money market and in foreign exchange market;
 - (ix) To act as distributors for relief bonds, mutual fund instruments and capital market instruments;
 - (x) To enter into Derivative trading;
 - (xi) To carry on investment banking activities and
 - (xii) To carry on the business of wealth management.
- (q) To enter into any other form of business which the Central Government may, any notification in the Official Gazette, specify as a form of business in which it is lawful for a banking company to engage. (Inserted as per resolution passed at the Annual General Meeting held on 24.12.2004)

Liability

4. The liability of the Members is limited.

5. The Authorised share capital of the Company is ₹280,00,00,000 /- (Rupees Two Hundred and Eighty Crores Only) divided into 28,00,00,000 (Twenty-Eight Crores only) Equity shares of ₹10/- each (Rupees Ten only), with the power to increase or decrease the capital consistent with the rules and regulations of the Bank and in accordance with the provisions of the Companies Act, 2013.

We the several persons whose names and addresses re subscribed are desirous of being formed into a banking Company in pursuance of this Memorandum of association and we respectively agree to take the number of shares in the capital of the Bank set opposite our respective names.

Names and address, description of the Subscribers	No. Of Shares	Signature	Witness of the Signature
M.V.Shunmugavel of M.V.Maya Nadar Bros., Bankers, Tuticorin	2500	(Sd) M.V.Shunmugavel	M.V.E.Ratnasamy Nadar
M.V.E.Ratnasamy Nadar of M.V.E.Kasisamy Nadar & Bros, Tuticorin	1000	(Sd) M.V.E.Ratnasamy Nadar	M.V.Shnumugavel
M.V.E.Kasisamy Nadar of M.V.E.Kasisamy Nadar & Bros, Tuticorin	1000	(Sd) M.V.E.Ratnasamy Nadar for M.V.E.Kasisamy Nadar	M.V.Shnumugavel
A.R.A.S.Arumugasamy Nadar Of A.R.A.Subbia Nadar & Sons, Tuticorin	1001	(Sd) A.R.A.S.Arumugasamy Nadar	A.R.A.Shenbaga Nadar
K.A.M.A.Kaliappa Nadar, Sivakasi	1001	(Sd) K.A.M.A.Kaliappa Nadar	A.R.A.S.Arumugasamy Nadar
W.P.A.Marimuthoo Nadar, Pattiveeranpatti	1000	(Sd) W.P.A.Marimuthoo Nadar	N.S.Sivarama Ayyar
T.V.Balagurusamy Nadar, Porayar	1000	(Sd) T.V.Balagurusamy	N.S.Sivarama Ayyar
A.M.M.Sinnamani Nadar of The Firm A.M.Mahalinga Nadar, A.R.Arunachala Nadar and A.M.S.V.Pavanasa Nadar, Sivakasi	1001	(Sd) A.M.M.Sinnamani	A.R.A.S.Arumugasamy Nadar
P.K.S.A.Arumuga Nadar, Sivakasi	1001	(Sd) P.K.S.A.Arumuga Nadar	N.S.Sivarama Ayyar
A.R.A.Shenbaga Nadar, Tinnevely Bridge.	1001	(Sd) A.R.A.Shenbaga Nadar	N.S.Sivarama Ayyar

Articles of Association of Tamilnad Mercantile Bank Limited

I. INTERPRETATION

1. In the interpretation of the Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context and the marginal notes inserted for convenience shall not affect the construction of these Articles:

- i) Wherever reference to “the Act” appears in these regulations, it shall mean the Companies Act, 2013.
- ii) “The expressions “Bank” or “Company” wherever appearing in these Regulations mean “Tamilnad Mercantile Bank Limited.”
- iii) “Board” means the Board of Directors of the Bank.
- iv) “Capital” means the Capital for the time being raised or authorised to be raised for the purpose of the Bank.
- v) “Chairman” means the Chairman for the time being of the Board.
- vi) “Directors” means the Directors for the time being of the Bank and Secretary means the Company Secretary for the time being of the Bank.”
- vii) “Dividend” includes interim dividend.
- viii) “Meeting” means a meeting of the members of the Bank.
- ix) “Members or Shareholders” means the duly registered holders for the time being of the shares of the Bank.
- x) “Month” means a Calendar month.
- xi) “Office” means the Registered Office for the time being of the Bank.
- xii) “Person” includes a Company registered under the Act or any Act repealed thereby and a Statutory Corporation as well as individuals.
- xiii) The “Register of Members” means the Register of Members kept pursuant to the Act.
- xiv) “Seal” means the Common Seal for the time being of the Company.
- xv) “Shares” means the shares into which the Capital is divided.
- xvi) Words importing the masculine gender include the feminine gender.
- xvii) Words importing the singular number include the plural number and vice versa.
- xviii) “In writing” and “written” include printing, typewriting and hand writing and other modes of representing or reproducing words in a visible form.
- (xix) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or the Banking Regulation Act, 1949 or any statutory modification thereof in force at the date on which these regulations become binding on the Company.

II. PRELIMINARY

2. The regulations contained in Table F in Schedule I to the Companies Act, 2013, shall apply to this Company except where and to the extent they are expressly or by implication excluded or varied by these Articles.

III. CAPITAL

Capital	3. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in Clause 5 of the Memorandum of Association of the Company. The Bank will have the power to subdivide, consolidate and increase or decrease and with power, from time to time, to issue any shares of the original
---------	--

	capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and upon the subdivision of shares, to apportion the right to participate in profits in any manner as between the shares resulting from subdivision.
<i>Shares at the disposal of the Board</i>	4. Subject to the provisions of the Act and these Articles and any other law for the time being in force, the shares in the capital of the bank shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit <i>*[and with the sanction of the Bank in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors thinks fit, and may issue and allot shares in the capital of the Bank on payment in full or part of any property sold and transferred or for any services rendered to the Bank in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares Provided that the option or right to call of shares shall not be given to any person without the sanction of the Bank in the General Meeting].</i>

IV. ALTERATION OF SHARE CAPITAL

Increase in capital	5. The Bank may from time to time by ordinary resolution, increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.
Conditions of issue of new share	6. The new shares may be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Board shall determine.
Increase in capital how carried out	<i>*[7. (1) Whenever the Capital of the Bank is to be increased by the issue of further shares, then, unless the Bank in General Meeting shall otherwise determine by a special resolution, such further shares shall be offered to:</i> <i>(a) the persons who at the date of offer are holders of equity shares of the Bank in proportion as nearly as circumstances admit, to the Capital paid up on those shares at that date; and</i> <i>(b) such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time, not being less than fifteen days and not exceeding thirty days from the date of offer, within which the offer, if not accepted, will be deemed to have been declined; and</i> <i>(c) after the expiration of such time or on receipt of an intimation from the person to whom such notice is given, that he declines to accept the shares offered, the Board may dispose of the same in such manner as they think most beneficial to the Bank.</i> <i>Notwithstanding anything contained in Article 7(1), the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in Article 7(1)(a)) in any manner whatsoever:</i> <i>(a) If a Special Resolution to that effect is passed by the Bank in the General</i>

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	<i>Meeting, or</i> <i>(b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the bank.</i>
	<i>Provided that the person, to whom an offer as aforesaid is made, shall have the right to renounce the shares offered to him or any of them in favour of any other person and the notice referred to above shall contain a statement of this right.</i> <i>Provided that the Board may decline, without assigning any reason to allot any shares to any person in whose favor any member may renounce share offered to him.</i>
	<i>(2) Nothing in sub-clause (c) of (1) hereof shall be deemed:</i> <i>(a) To extend the time within which the offer should be accepted; or</i> <i>(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.</i>
	<i>3) Nothing in this Articles shall apply to the increase of the subscribed capital of the Bank caused by the exercise of an option attached to the debentures issued by the Bank:</i> <i>(a) To convert such debentures or loans into shares in the Bank; or</i> <i>(b) To subscribe for shares in the Bank.</i> <i>Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:</i> <i>(a) Either has been approved by the Central Government before the issue of debentures or the raising of the loans or is in conformity with rules, if any, made by that Government in this behalf; and</i> <i>(b) In the case of debentures or loans other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the Bank in general meeting before the issue of the loans]</i>
	<i>7a. (i) The Bank shall issue the securities only in dematerialised form and facilitate dematerialisation of all its existing securities in accordance with provisions of the Depositories Act, 1996 and regulations made there under.</i> <i>(ii) In case of any offer for issue of any shares or securities or buyback of such shares or securities or issue of bonus shares or rights offer by the Bank, the same shall be issued only in dematerialized form in</i>

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	accordance with the provisions of Depositories Act, 1996 and Companies Act, 2013 read with rules made thereunder. (iii) Every holder of shares or securities of the Bank, who intends to transfer such shares or securities, shall mandatorily get such shares or securities in dematerialised form in accordance with the provisions of Depositories Act, 1996 failing which the Bank shall not give effect to such transfer of shares or securities. (iv) Every holder of shares or securities of the Bank, who intends to subscribe to any shares or securities of the bank (whether by way of private placement or bonus shares or rights offer) shall ensure that all his existing shares or securities are held in dematerialized form before such subscription.
New Capital	8. Except so far as otherwise provided by the conditions of the issue, any Capital raised by the creation of new shares shall be considered as part of the original capital and shall be subject to the same provisions in all respects as if it has been the original capital.
Reduction of Capital	9. Subject to the provisions of the Act, the Bank may by special resolution reduce its Share Capital or any share premium account in such manner as may be deemed necessary.
Consolidation and Sub-division	10. The Bank may from time to time by ordinary resolution. (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or (b) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Paragraph (d) of sub-section (1) of Section 61 of the Companies Act, 2013, or (c) cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person.

V. SHARES

Acceptance of shares	11. An application signed by or on behalf of the applicant for shares in the Bank followed by an allotment of any shares therein shall be an acceptance of shares within the meaning of these presents and every person, who thus or otherwise accepts any shares, shall for the purposes of these articles be deemed a member.
Money due on allotment	12. The money, if any, which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately after such allotment, become a debt due to and recoverable by the Bank from the allottee thereof and shall be paid by him accordingly.
Liability of Joint share-holders	13. The joint holders of a share or shares shall be jointly and severally liable for the payment of all installments and calls due in respect of such share or shares.
Commission on shares	14. (1) The Bank may exercise the powers of paying commission conferred by section 40(6) of the Act provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner provided in that section.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	(2) The rate of commission and / or brokerage shall not exceed two and a half per cent of the price at which the shares are issued in respect of which the commission and / or brokerage is paid.
Bank not bound to recognise any but registered shareholders	15. Except as required by law, no person shall be recognised by the Bank as holding any share upon trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
<i># [Term of Issue of Debenture</i>	<i>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors, and otherwise, debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution and subject to provisions of the Act.]</i>

VI. SHARE CERTIFICATES

Share Certificates	<i># [16. (1) Subject to the Regulation 7(6)(a), every person whose name is entered in the Register of Members except for those shareholders holding shares in dematerialized form, shall without payment, be entitled to a Certificate or Certificates under the Common Seal of the Bank, specifying the share or shares held by him, and the amount paid-up thereto. It shall be signed by two of the Directors of the Bank and countersigned by the Whole Time Chairman or by the Company Secretary or by any person or persons appointed for the purpose by the Directors. In respect of any shares held jointly by several persons, the Bank shall not be bound to issue more than one certificate and delivery of a certificate for a share or shares to one or several joint holders shall be sufficient delivery to all. The Bank shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be.]</i> (2) The provisions of Regulation 16(1) shall not apply to promoters, directors, key managerial personnel of the Bank who shall mandatorily hold their shares or securities in Dematerialised form only.
Share Certificates how issued	17. Every person whose name is entered as a member in the Register of members shall be entitled to receive. a) One certificate for all his shares without payment, or b) several certificates, each for one or more of his shares, upon payment of a sum of twenty rupees for every certificate after the first.
Renewal of Certificate	<i># [18. If any such certificate be worn-out, defaced, mutilated, torn, damaged or lost, or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Bank, it may be</i>

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	<i>renewed or replaced. Every certificate under this Article shall be issued without payment of fees, or on payment of such fees (not exceeding Rs. 2 for each certificate) for each certificate as the Board shall prescribe and on such terms as to evidence and indemnity and the payment of out of pocket expenses of the Bank in investigating evidence as the Board thinks fit.</i> <i>Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable thereof in this behalf.</i> <i>The provisions of this Article shall mutatis mutandis apply to the debentures of the bank.]</i>
Endorsement on Certificate	19. Every endorsement upon the certificate of any share in favour of any transferee there of shall be signed by the Managing Director & CEO or by the Secretary or some other person for the time being duly authorised by the Board in that behalf. In case any transferee of a share shall apply for a new certificate thereof in lieu of the old or existing certificate, he shall be entitled to receive a new certificate on payment by him of a sum of fifty rupees for each share certificate applied for and upon his delivering up, to be cancelled every old or existing certificate which is to be replaced by a new one.
New Certificate when old is filled with endorsement	20. In the event of a certificate being filled up with endorsements and a further transfer of shares to which it refers being made or required, a new certificate shall be issued free of cost.

VII. CALLS

Calls on Shares	21. The Board may from time to time make calls upon the members in respect of all moneys unpaid on their shares, provided that no call shall exceed one fourth of the nominal amount of the shares or be made payable at less than one month from the date fixed for the payment of the last preceding call; and each members shall (subject to receiving at least fourteen days' notice specifying the time or times of payments) pay to the Bank at the time or times so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board. Option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.
Calls when made	22. A call shall be deemed to have been made at the time when the Board passes a resolution making such a call.
Interest due on Calls	23. If a sum payable in respect of any call or installments be not paid on or before the day appointed for payment thereof, the holder for the time being of the shares from whom the sum is due shall pay interest upon the sum at the rate of ten percent per annum from the day appointed for the payment thereof to the time of actual payment, but the Board may in their discretion waive payment of interest wholly or in part or extend the time for payment of any call or calls as a matter of grace.
* [Payment in anticipation of Call may carry Interest	23A. (i) The Board may, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	<i>the monies uncalled and unpaid up on any shares held by him, and upon all or any of the monies so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made on the shares in respect of which such advance has been made, the Bank may pay interest at such rate, as the member paying such sum in advance and Board agree upon, provided that the money paid in advance of call shall not confer to a right to participate in the profits or dividend. The Board may any time repay the amount so advanced.</i> <i>(ii) The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</i> <i>(iii) The provisions of these Articles shall mutatis mutandis apply to the calls on the debentures of the Bank.</i>
Sums deemed to be calls	24. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
Indulgence no bar for enforcement of forfeiture	25. Neither the receipt by the Bank of any part payments nor any indulgence shown by the Bank in respect of payment of amounts due shall preclude the Bank from thereafter proceeding to enforce forfeiture of shares as herein after provided.
Appropriation of payments	26. Any money due from the Bank to a member may be applied by the Bank in or towards the payment of any money due from him to the Bank for the calls or otherwise.
Calls in advance	27. The Board may in their discretion receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced (until the same would, but for such advance become presently payable) pay interest at such rate not exceeding twelve percent per annum as may be agreed upon between the member paying the same in advance and the Board. Any amount paid-up in advance of calls on any share shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.

IX. LIEN

<i>#Bank's Lien on Shares/ Debentures</i>	<i>34. (1) The Bank shall have a first and paramount lien on every share/debentures (not being fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share/ debentures and no equitable interest in the any share shall be created except upon the footing and condition that this Article will have full effect.</i> <i>(2) The Bank's lien on a share shall extend to all dividends payable thereon and bonuses declared from time to time in respect of such shares/ debentures.</i>
---	---

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	(3) Unless otherwise agreed the registration of a transfer of shares/ debentures shall operate as a waiver of the Bank's lien if any, on such shares/debentures. (4) The board may at any time declare any shares/ debentures wholly or in part to be exempt from the provisions of this clause. (5) The fully paid up Shares shall be free from all lien and in the case of partly paid up Shares the bank's lien shall be restricted to moneys called or payable at a fixed time in respect of such Shares¹.
Enforcement of Lien	35. The Bank may sell in such manner as the Board thinks fit, any share on which the Bank has a lien. Provided that no sale shall be made (a) unless the sum in respect of which the lien exists is presently payable or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the sum in respect of which, the lien exists, has been given to the registered holder for the time being of the share or the person entitled there to by reason of his death or insolvency.
Registration of purchaser	36. (1) To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser. (2) The purchaser shall be registered as the holder of such shares notwithstanding any opposition on the part of the holder of such shares. The purchaser shall acquire complete title to the shares by virtue of such sale and registration and his title shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale. The purchaser shall not also be bound to see the application of the purchase money.

X. FORFEITURE OF SHARES

Notice to shareholder if call not paid	37. If a shareholder fails to pay any call or installment on or before the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest and expenses which may have accrued. The notice shall name a day (not less than 15 days and not more than two months from the date of notice) and a place at which such amounts aforesaid are to be paid.
Contents of notice	38. The notice shall name a further day (not earlier than the expiry of fifteen days from the date of service) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
Effect of non-compliance	39. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given, may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect, without any further notice to, or communication with, such shareholder.
Forfeiture to include dividends	40. Such forfeiture shall include all dividends declared in respect of the forfeited shares.
Transfer cannot invalidate	41. No forfeiture shall be invalidated by any transfer of the forfeitable

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

forfeiture	shares by the shareholder whether communicated by the shareholder or his transferee to the Bank before or after such forfeiture.
Effect of forfeiture and annulment.	42. Any share so forfeited shall be deemed to be the property of the Bank and the Board may sell, re-allot or otherwise dispose of the same on such terms and in such manner as they think fit, but at any time before such disposition the forfeiture may be annulled on such terms as the Board thinks fit.
Liability not with standing forfeiture	43. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture be liable to pay and shall forthwith pay the Bank all the moneys which at the date of forfeiture were presently payable in respect of such shares with interest at twelve percent per annum and the Board may enforce the payment if they think fit.
Certificate of forfeiture	44. A declaration in writing by two Directors and counter signed by the Whole time Chairman or by the Secretary or any other person appointed by the Board for the purpose that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein and that declaration and the receipt of the Bank for the consideration, if any, given for the share on the sale or disposition thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share. His title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
Provisions apply to other amounts also.	45. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, becomes payable at a fixed time whether on account of the amount of the share or by way of premium.

XI. TRANSFER AND TRANSMISSION OF SHARES

By whom transfer deed to be executed	46. (i) The instrument of transfer of any share in the Bank shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. <i>* [(ii) Every holder of shares or securities of the Bank, who intends to transfer such shares or securities on or after 2nd October, 2018, shall get such securities Dematerialised before the transfer and such transfer of shares or securities shall be made only in Dematerialised form.]</i> (iii) The instrument of transfer shall be in writing and all provisions of the Act and statutory modifications thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
Approval to be obtained from RBI	46A. Notwithstanding anything contained in any other Article contained herein, every person who intends to make an acquisition / make an agreement for acquisition which will / is likely to take the aggregate holding of such person together with shares / voting rights / compulsorily convertible debentures / bonds held by him, his relatives, associate enterprises and persons acting in concert with him, to 5 per cent or more of the paid-up share capital of the bank or entitles him to exercise 5 per cent or more of the total voting rights of the bank, shall seek prior approval of the Reserve Bank in the manner specified in Chapter III and IV of Reserve Bank of India (Prior approval for acquisition of shares or

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	voting rights in private sector banks) Directions, 2015 issued in pursuance of Section 12B of the Banking Regulation Act, 1949, or any statutory amendment thereof.
* <i>[Form of Transfer</i>	47. <i>Consequent to the introduction of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014, The transfer of shares or securities of the Bank effected before 2nd October, 2018, shall be made in the form prescribed under Section 56(1) of the Companies Act, 2013 and the rules made thereunder.]</i>
# <i>[Registry be refused if the transferee not approved</i>	48. <i>Subject to the provisions of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Board may, at their own absolute discretion and by giving reasons, subject to the right of appeal conferred by Section 58 of the Act, decline to register any transfer of share not being fully paid, to a person of whom they do not approve and may also decline to register any transfer of share on which the Bank has a lien, and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Bank, but in such cases, the Board shall within fifteen days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Bank, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for the refusal to register such transfer provided that the registration of such transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Bank on any account whatsoever except when the Bank has lien on the shares.</i> <i>Transfer of shares and debentures in whatever lots shall not be refused.]</i>
### <i>[Book Closure]</i>	49. The registration of transfers may be suspended at such time and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for a period exceeding thirty days at a time or for more than forty-five days in the year.
Nomination Facility	49 A.(1) Every share holder or depositor of the Bank, may at any time, nominate a person to whom his shares or deposits shall vest in the event of his death in such manner as may be prescribed under the Act. (2) Where the shares or deposits of the Bank are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or deposits, as the case may be, shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act. (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or deposits, the nominee shall, on the death of the shareholder or depositor or as the case may be on the death of the joint holders, become entitled to all the rights in such shares or deposits or, as the case may be, all the joint holders, in relation to such shares or deposits, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act. (4) Where the nominee is a minor, it shall be lawful for the holder of the shares or deposits, to make the nomination to appoint any person to

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	become entitled to shares in or deposits of the Bank in the manner prescribed under the Act, in the event of his death, during the minority.
Title to the share of deceased holders	50. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
Necessity to produce evidence	51. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
Rights of the legal representative	51 A. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
<i># [Transfer and Transmission fee</i>	<i>52. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.]</i>
Right to dividend though not registered	53. A person becoming entitled, to a share by reason of death or other causes aforesaid, of the holder shall be entitled to the same dividend and other advantages to which he will be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of a share, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the Bank. The payments of the dividends and other advantages may be deferred until such evidence as is required is produced to the satisfaction of the Board.
Bank not liable for disregard of notice prohibiting transfer	54. The Bank shall incur no liability or responsibility whatever in consequence of registering or giving effect to any transfer of shares made or purporting to be made by an apparent legal owner thereof to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Bank, may have had notice of such equitable right, title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Bank, and the Bank shall not be bound or

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability what so ever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Bank, but the Bank shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.
Definitions	54 A (1) For the purpose of this Article: “Beneficial Owner” means a person whose name is recorded as such with a Depository. “SEBI” means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India, Act 1992. “Depositories Act” means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force. “Depository” means a Company formed and registered under the Companies Act, 1956 and which had been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India, 1992 “Member” means the duly registered holder from time to time of the shares of the Bank and includes every person whose name is entered as a Beneficial Owner in the records of the Depository. “Debenture holder” means the duly registered holders from time to time of the debentures of the Bank. “Regulations” means the regulations made by SEBI. “Security” means such security as may be specified by the SEBI. Words imparting the singular number only include the plural number and vice versa. Words imparting persons include corporations. Words and expressions used and not defined in this Article shall have the same meanings respectively assigned to them in the Depositories Act.”
* <i>[Bank to recognize interest in dematerialised securities under Depositories Act]</i>	54A (2). <i>Consequent to the introduction of Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014, the Bank or the investor respectively shall mandatorily issue/ hold and exercise their option for such issue of shares or securities in electronic mode and the certificates in respect thereof shall be Dematerialised in which even the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act.]</i>
* <i>[Dematerialisation /Rematerialisation of]</i>	54A (3). <i>Subject to Regulation 7(a), the Bank shall dematerialize its existing shares or securities, rematerialize shares or securities held in Depositories</i>

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

<i>securities</i>	<i>and / or offer its fresh securities in dematerialized form pursuant to the Depositories Act and the rules framed thereunder, if any.]</i>
Securities in Depositories to be in fungible form	54A (4) All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owners.
Rights of Depositories and Beneficial Owners	54A(5)(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner. (ii) Save as otherwise provided in (i) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it. (iii) Every person holding securities of the Bank and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Bank. The Beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.
Allotment of Securities dealt with by a depository	54A(6) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the bank shall intimate the details thereof to the depository immediately on allotment of such securities.
Beneficial Owner deemed as absolute owner	54A(7) Except as ordered by a court of competent jurisdiction or as required by law, the Bank shall be entitled to treat the person whose name appears on the register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.
Cancellation of certificates upon surrender by a person	54A(8) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Bank shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

<i>*[Options for investors</i>	<i>54A(9) Subject to Regulation 7(a), every person subscribing to the shares or securities offered by the Bank shall hold such shares or securities only with a depository and the bank shall intimate such depository the details of allotment of shares or securities and on receipt of the information the depository shall enter in its record the name of the allottee as the beneficial owner of the shares or security. Such a person who is the beneficial owner of the shares or securities except promoters, directors, key managerial personnel of the Bank can at any time opt out of a depository, if permitted by law, in respect of any share or security in the manner provided by the Depositories Act, and the bank shall in the manner and within the time prescribed issue to the beneficial owner the required certificates of shares or securities.]</i>
Provisions of Articles to apply to shares held in Depository	54A(10) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository
Distinctive Number of Securities held in a Depository	54A(11) The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the Bank which are dematerialised or may be dematerialised in future in dematerialised form.
Register and Index of Beneficial Owners	54A(12) The Bank shall cause to be kept a Register and Index of Members and a Register and Index of Debenture holders in accordance with Section 88 of the Act, and the Depositories Act, with details of shares and debentures held in material and dematerialised forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of Beneficial Owners maintained by a Depository under section 11 of the Depositories Act shall be deemed to be Register and Index of Members and Register and Index of Debenture holders, as the case may be, for the purpose of the Act. The Bank shall have the power to keep in any state or country outside India a branch Register of Members resident in that state or country.
Service of Documents	54A (13) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Bank by means of electronic mode or by delivery of floppies or discs.
Transfer of Securities	54A(14) Nothing contained in Section 56 of the Act shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

XII. CONVERSION OF SHARES INTO STOCK

Conversion and reconversion of shares and stocks	55. The Board with the sanction of the Bank previously given, may in general meeting, convert any paid up shares into stocks and may with like sanction reconvert any stock into paid up shares.
Transfer Regulations to apply to stock	56. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previous to the conversion have been transferred, or as near thereto as circumstances admit; but the Board may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	minimum but the minimum shall not exceed the nominal amount of the share from which the stock arose.
Register of Stock-holders	57. The holders of stock, shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at the meetings of the Bank and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Bank and in the assets on a winding up) shall be conferred on any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.
Regulations generally apply to stock	58. Such of the regulations of the bank (other than those relating to share warrants) as are applicable to paid up shares shall apply to stock, and the words share and shareholder therein shall include stock and stock holder.

XIII. GENERAL MEETINGS

Place of Meeting	59. All General Meetings whether Annual or Extra-Ordinary shall be held at the Registered Office of the Bank at Thoothukudi or at such convenient place in Thoothukudi as the Board may think fit.
Annual General Meetings when to be held	60. Annual General Meetings shall be held at least once a year and within fifteen months after the holding of the preceding Annual General Meeting on such day (not being a national holiday) and at such time during the business hours, i.e. from 9 a.m. to 6 p.m., as the Board may, from time to time, determine.
Annual and Extra-ordinary General Meetings	61. All General Meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings.
Extraordinary General Meeting	62. (1) The Board may convene an Extra-ordinary General Meeting of the Bank whenever they think fit. (2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum any Director or any two members of the company may call an Extra-ordinary General Meeting, in the same manner as nearly as possible, as that in which such a meeting may be called by the Board.
Requisition by members for Extraordinary General Meetings	63. The Board shall, on receipt of a valid requisition in terms of Section 100 of the Act forthwith proceed to call an Extra-Ordinary General Meeting of the Bank.
Requisition to state object.	64. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Registered Office of the Bank and may consist of several documents in like form, each signed by one or more requisitionists.
Directors to convene Meeting on such requisition.	65. Upon the receipt of any such requisition, the Board shall convene an Extra-ordinary General Meeting and if they do not proceed within 21 days from the date of the requisition being so deposited, to cause a meeting to be called on a day not later than 45 days from the date of deposit of the requisition, the requisitionists or a majority of them in value, may themselves call the meeting, but in the latter case, any meeting so called shall be held within 3 months from the date of the deposit of the requisition.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

Meetings by requisitionists to be convened in the same manner as meetings by Directors	66. Any meeting called under Article 65 by the requisitionists shall be called in the same manner as nearly as possible as that in which meetings are to be called by Board.
--	--

XIV. PROCEEDINGS OF GENERAL MEETINGS

Notice of Meeting	67. Twenty-one clear days' notice of every General Meeting, specifying the day, the place and the hour of meeting and containing a statement setting out all material facts concerning each item of business to be transacted thereat which is a special business as defined in Section 102 of the Act shall be given and served on every member and other persons entitled to receive the same in the manner in which notice is required to be served by Section 20 of the Act and by these presents, and save as hereinafter mentioned, no business other than such as is specified in such notice shall be transacted thereat.
Notice by whom to be signed	68. Every such notice shall be signed by the Managing Director & CEO or a Secretary or such officer of the Bank as the Board may appoint except in the case of an Extraordinary General Meeting convened in manner aforesaid by requisitionists under Article 65 when it shall be signed by all the requisitionists or a majority of them in value.
Effect of omission to give notice	69. The accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any meeting.
Business to be transacted at Annual General Meeting	70. Every Annual General Meeting shall be competent to receive, discuss and pass resolutions regarding any matters mentioned in the Report of the Directors submitted to such meeting and any accounts presented thereto by the Directors and to declare dividends and to elect Directors and to appoint Auditors subject to the provisions of the Banking Regulation Act and to fix the remuneration of Auditors and to transact all or any other business relating to the concerns of the Bank of which special mention shall have been made in the notice convening the meeting.
Necessity for giving notice of business to be transacted	71. No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss, or transact any business which has not been mentioned in the notice convening such meeting.
Quorum	72. No business shall be transacted at any General Meeting unless a quorum of members as prescribed in Section 103 of the Act is present at the time when the meeting proceeds to business.
Adjournment or dissolution of meetings	73. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine subject to giving notice as prescribed under provision to Section 103 (2) of the Act. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
Chairman of Meetings	74. The Chairman of the Board of Directors shall, if present and willing, preside at every General Meeting whether Annual or Extra-ordinary, but if there be no such Chairman, or in case of his absence or refusal, some

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	one of the Directors, if any be present, shall be chosen to be Chairman of the Meeting and, if the chair be not taken by the Chairman of the Board or by a Director at the expiration of fifteen minutes from the time appointed for holding the meeting, or if before the expiration of that time all the Directors shall decline to take the chair, or if there be no Director present, the share holders present shall choose one of their own number to be chairman of the Meeting.
Electing Chairman to be first business	75. No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Power of Chairman to adjourn Meeting	76. (1) The Chairman on the consent of a majority of the shareholders personally present at any meeting may adjourn such meeting from time to time and from place to place in Thoothukudi, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
Resolution how decided	77. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
Voting rights	78.(1) Subject to any rights or restrictions for the time being attached to any class or classes of shares,— (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company. (2) A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.
Poll how taken	79. If a poll be duly demanded, the same shall be taken forthwith if on a question of adjournment or on a question of election of the Chairman and shall be taken in any other case at such time not being later than 48 hours from the time when the demand was made, as the Chairman may direct and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded. Two scrutineers shall be appointed by the Chairman from amongst those present at the meeting at which the poll is demanded (not being an officer or employee of the Bank) of whom one shall always be a member present at the meeting and is willing to be appointed. The decision of the Chairman on any differences between the scrutineers shall be conclusive. The demand for a poll may be withdrawn by the person or persons who demanded it.
Meeting to continue notwithstanding demand for poll	80. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

XV. VOTES OF SHAREHOLDERS

Votes of Members	81. No member shall be entitled to vote at any General Meeting unless all calls, interest and expenses on or in connection with every share held by him in respect of which but for this article, he would have been entitled to vote, shall have been paid. Subject as above, every shareholder present in person shall, on a show of hands, have the right to vote on every resolution placed before the meeting. On a show of hands, every member present in person shall have one vote and his voting right, on a poll, shall be in proportion to his share of the paid up equity capital of the Bank, but not in excess of ten (instead of one) percent of the total voting rights of all the shareholders of the Bank or such percentage as may be prescribed in the Banking Regulation Act, 1949 from time to time.
Votes of lunatic etc.,	82. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
Joint-holders how to vote	83. If there be joint registered holders of any share or shares the member whose name stands first on the register and no other shall be entitled to speak and vote in respect of such share or shares but the other or others of such joint holders shall be entitled to be present at the General Meeting but not to speak or vote.
Votes how given	84. On a poll votes may be given either personally or by proxy.
Proxy	85. The instrument appointing a proxy shall be in writing and be signed by the appointer, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it. A person holding a general power of attorney from a shareholder shall be entitled to attend and vote in respect of the shares of his principal to the same extent and in the same manner as his principal could vote and provided that such general power of attorney be duly registered and a true copy there of be left with the Bank.
Instrument of proxy to be registered in Bank	86. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorally certified copy of that power or authority shall be deposited at the Registered Office of the Bank at least 48 hours before the time appointed for holding the meeting at which the person named in such instrument proposed to vote; and in default the instrument of proxy shall not be treated as valid.
Forms of Proxy	87. An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105 of the Act.
Validity of votes given by proxy	87 A. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
Proxies, with whom to remain	88. All instruments of proxy shall remain in the custody of the Bank permanently or for such time as the Board may determine.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

XVI. DIRECTORS

Number of Directors	89. The number of Directors shall not be less than seven and not more than ## ^[twelve] .
Composition of Board	90. Not less than fifty-one percent of the total number of Directors for the time being shall consist of persons who- a) shall have special knowledge or practical experience in respect of one or more of the following matters, namely- i) Accountancy ii) Agriculture and Rural Economy iii) Banking iv) Co-operation v) Economics vi) Finance vii) Law viii) Small-Scale Industry ix) Any other matter, the special knowledge of, and practical experience in, which would, in the opinion of the Reserve Bank, be useful to the Bank. Provided that out of the aforesaid number of Directors, not less than two shall be persons having special knowledge or practical experience in respect of agriculture and rural economy, co-operation or small scale industry and b) shall not 1) have substantial interest in, or be connected with whether as employee, Manager or Managing Agent- i) Any company, not being a company registered under section 8 of the Companies Act, 2013 or ii) any firm, which carries on trade, commerce or industry and which in either case is not a small scale industrial concern. EXPLANATION: “Substantial interest” means substantial interest as defined in the Banking Regulations Act. 2) be proprietors of any trading, commercial or industrial concern not being a small scale industrial concern.

XVII. QUALIFICATIONS AND DISQUALIFICATIONS

Qualifications of Directors	91. No qualification shares are required to be held by Directors of the Bank. 91.1.a. In order to be eligible for appointment as a Director of the Bank, a person shall be i. between 35 and ###^[75] years of age: ###^{for Whole-Time Director(s) [by whatever designation given], the maximum age limit is 70 years} ii. he shall be a graduate except in the case of Directors to be selected for the categories of farmers, depositors, artisans, etc., and iii. he shall not be a Member of Parliament / Member of Legislative Assembly / Member of Legislative Council 91.1.b. The Bank shall undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a Director on the Board based on qualification, expertise, track record, integrity and other fit and proper criteria on the basis of information / declaration from the proposed / existing Directors at the time of appointment / renewal of appointment. The Board shall constitute a Nomination Committee consisting of
-----------------------------	--

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	<i>Directors as may be decided by the Board to undertake the process of due diligence. The Nomination Committee shall on the basis of the declaration / information furnished by the proposed Directors and after making necessary enquiry, if deemed necessary, shall decide on the acceptance of the persons as Directors of the Bank.</i> <i>91.1.c. The Bank shall obtain, annually, a declaration as to the change in the information furnished earlier and a Deed of Covenant executed by each Director.</i>
Remuneration of Directors	92. The amount of sitting fees payable to a Director other than the Whole-time Chairman / Whole-Time Director(s) ###<i>[by whatever designation given]</i> for attending a Board Meeting or Committee thereof shall be decided by the Board of Directors from time to time within the limits as may be permissible under the provisions of the Act and the rules framed thereunder. Every Director who is not resident in the place where a meeting of the Board or Committee thereof is held and who proceeds to such place for attending such meeting shall, in addition to the fees for attending such meeting or meetings be entitled to reimbursement of all travelling and staying expenses actually incurred by him subject to such maximum amount as may be determined by the Board of Directors from time to time.
Disqualification of Directors	93 A person shall not be eligible for appointment as a director of the bank, if — (a) he is of unsound mind and stands so declared by a competent court; (b) he is an undischarged insolvent; (c) he has applied to be adjudicated as an insolvent and his application is pending; (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence: Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company; (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force; (f) he has not paid any calls in respect of any shares of the bank held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call; # <i>[(g) he has been convicted of the offence dealing with related party transactions under section 188 of the Act at any time during the last preceding five years; or]</i> (h) he has not been allotted a Director Identification Number. (2) If he is already a director of a company which— (a) has not filed financial statements or annual returns for any continuous period of three financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of the bank for a period of five years from the date on which the said company fails to do so.”

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

Continuing Directors right of to act	94. The continuing Directors may act notwithstanding any vacancy in their body but if the number falls below the minimum above fixed, the Directors shall not, except for the purpose of filling vacancies as provided in Articles 103 act so long as the number is below the minimum.
[#] [Vacancy how created	95. <i>The office of a director shall become vacant in case-</i> <i>(a) he incurs any of the disqualifications specified in Article No. 93;</i> <i>(b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;</i> <i>(c) he acts in contravention of the provisions of section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;</i> <i>(d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184;</i> <i>(e) he becomes disqualified by an order of a court or the Tribunal; he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months;</i> <i>(f) Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court, until the expiry of seven days of the disposal of such appeal or petition, provided the appeal is filed within 30 days of the date of such order or sentence</i> <i>(g) he is removed in pursuance of the provisions of this Act]</i>
Being a Director not a disqualification to enter into contracts with the Bank	96. Subject to the provisions of Sections 184 and 188 of the Act, no Director shall be disqualified by his office from entering into or being directly or indirectly concerned or interested in any contract with the Bank.
One-third of the Directors to retire annually	97. ^{##} [Subject to provision of Section 152 of the Companies Act, 2013], at the Annual General Meeting of the Bank in every year, one-third of the Directors for the time being or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office.
Rotation how determined	98. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The length of time of a Director has been in office shall be computed from his last election or appointment as the case may be.
Retiring Directors eligibility of	99. Retiring Directors shall be eligible for re-election.
Bank to fill up vacancies	100. The Bank at any Annual General Meeting at which any Directors retire in the manner aforesaid may fill up the vacated offices by electing a like number of persons to be Directors and may fill up any other vacancies.
Retiring Directors when automatically re-elected	101. If at any meeting at which an election of Directors ought to take place, the places of the vacating Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place, and if at the adjourned meeting the places of the vacating Directors are not filled up, the vacating Directors or such of them as have not had their places filled up, shall, subject to the provisions of Section 152(7) (b) of the Act be deemed to have been re-elected at the adjourned meeting.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

Bank, right of to increase or reduce number of Directors	102. Subject to the provisions of Sections 149 and 152 of the Act, the Bank may, from time to time, in General Meeting increase or reduce number of Directors, ##[subject to the prior approval of Reserve Bank of India.]
Casual vacancy how filled	103. Any casual vacancy occurring among the Directors may be filled up by the Board but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy has occurred.
Appointment of Additional Directors	104. (1) The Board shall have power at any time and from time to time, to appoint a person as an additional Director, provided the number of Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. (2) Such person shall hold office only upto the date of the next Annual General Meeting of the Bank, but shall be eligible for appointment by the Bank as a Director at that Meeting, subject to the provisions of the Act.

XVIII. POWERS OF DIRECTORS

Powers of the Board	105. The Management of the business of the Bank shall vest in the Board of Directors who may exercise all such powers of the Board as are not, by the Act or any statutory modification thereof for the time being in force or by these Articles, required to be done by the Bank in General Meeting, subject nevertheless to the provisions of the said Act or any other act or the Memorandum and Articles of Association of the Bank or any regulations not inconsistent therewith and duly made there under including regulations made by the Bank in General Meeting; but no regulation made by the Bank in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
Express powers of Board	106. Without prejudice to the general powers conferred by the last preceding clause and to other powers conferred by these presents, and subject to the provisions of Sections 179 and 180 of the Act the following powers and authorities are expressly given to and conferred upon the Board. a) To purchase, buy take on lease, or otherwise acquire any land (whether freehold, leasehold or otherwise) from any person with or without a house or houses, building or buildings thereon, in or outside India, and to erect, construct and build or alter any building or buildings thereon for the purposes of a banking house or banking houses, office or offices or as residence for the Secretary, Manager or Chairman or any other person in the employ of the Bank and to pay either in cash or otherwise for such land and buildings whether purchased, leased or acquired or built or constructed by the Bank. b) To purchase all furniture, utensils, and other things necessary for a Banking house, office or residence and to purchase and fit up the Banking premises with all things which the Board may deem necessary for a Banking house, office or residence and to purchase and fit up the Banking premises with all things which the Board may deem necessary or convenient, for carrying on the business of the Bank.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	c) To authorise or empower the Chairman or other officers for the time being of the Bank to exercise and perform all or any of the powers, authorities, and duties conferred or imposed upon the Board by the Memorandum or Articles of Association subject to such restrictions and conditions, if any, as the Board may think proper, and from time to time to revoke, withdraw or vary all or any of such powers or authorities. d) To appoint, and at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments, and to require security in such instances and to such amounts as they think fit. e) To raise or borrow money from time to time by bonds, debentures or promissory notes, or by opening current accounts or by receiving advances with or without security or by mortgaging any lands, buildings, machinery, goods or other property of the Bank or by such other means as the Board may deem expedient. f) To make, draw, accept, endorse, negotiate, or sell promissory notes or bills of exchange and other negotiable instruments and other securities. g) To undertake on behalf of the Bank the payment of all rent and the performance of all covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Bank. h) To insure or keep insured, if deemed expedient, all or any other buildings goods, stores, or other property or any securities of the Bank either separately or conjointly for such period and to such extent as the Board may think proper and to sell, assign, surrender, or discontinue any policies of assurance effected in pursuance of this power. i) To purchase the reversion, or reversions, and otherwise to acquire any interest in all or any of the lands for the time being held by the Bank under lease or in any estate held by the Bank which is less than an absolute estate. j) To execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purposes of the Bank. k) Subject to Section 20-A of the Banking Regulation Act 1949, to compromise any debt, or claim or to give time to any debtor for the payment of his debt or to refer any matter or dispute to arbitration. l) To act on behalf of the Bank in all matters relating to bankrupts and insolvents. m) To commence, institute, prosecute and defend all such actions and suits, as the Board may think necessary or proper to bring or defend on the part of the Bank and to compromise or submit to arbitration any such actions and suits as the Board in their discretion, may think fit. The Board or any person duly authorised by them shall be entitled to make, give, sign and execute all and every warrant to sue or defend on behalf of the Bank and all and every submission to arbitration as may be requisite and for the purposes aforesaid. The Board of Directors shall be empowered to use their own names on behalf of the Bank or the name or names of any person or persons connected with the Bank
--	--

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	or duly authorised by the Board, and such Director or Directors or such person whose name shall be so used shall be saved harmless and indemnified out of the funds and property of the Bank from all costs and damages which he or they may incur or be liable to, by reason of his or their names being so used as aforesaid, and such person or persons shall not be entitled to do anything whereby the Board of Directors may be prevented from effectually conducting and bringing to an issue any such action or suit. n) Before recommending any dividend, to apply the balance from out of the profits of the Bank after setting apart the sum as prescribed by Section 17 of the Banking Regulations Act, 1949, to meet contingencies or for equalizing dividends or for special dividends or for repairing, improving and maintaining any of the properties of the Bank and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interests of the Bank, and to invest the several sums so set aside (other than on the shares of the Bank) as they may think fit, and from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Bank with full power to employ the assets constituting the Reserve Fund in the business of the Bank without being bound to keep the same separate from other assets. o) Subject to the provisions of Section 181 of the Act, to set apart out of the profits remaining after what has been set apart under the last preceding clause, not more than ten percent for education or other benevolent objects and to apply the same for the said purposes in such manner as they may think fit. p) To enter into all such negotiations and contracts, rescind or vary the same and generally to do, sanction, and authorise all such matters and things as may be necessary to be done, authorised, or sanctioned in or about the executing of all or any of the powers herein before conferred on the Board. q) And from time to time make, vary and repeal bye-laws for the regulation and conduct of the business of the Bank by the Board or by the Establishment, not inconsistent with the Memorandum and Articles of Association. r) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Bank either wholly or partially in cash or otherwise. s) To secure the fulfillment of any contracts or engagements entered into by the Bank by mortgages or charges of all or any of the property of the Bank or in such other manner as they think fit. t) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Bank any property belonging to the Bank or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relating to any such trust and to provide for the remuneration of such trustee or trustees. u) To undertake executor and Trusteeship business. v) To invest, deposit and deal with any of the money of the Bank not immediately required for the purposes thereof in such securities (not being shares of the Bank) and in such manner as they think fit, and
--	--

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	from time to time to vary or realise such investments.
Meetings of Directors	107. The Board may meet together for the disposal and dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that a meeting of the Board of Directors shall be held at least once in every three calendar months and not less than four meetings shall be held in each year.
	<i>## Clause No. 108 has been deleted through postal ballot dated 04.04.2024</i>
Chairman of Meetings	109. a) The Chairman shall preside over the Meeting of the Board of Directors, if the Chairman is not present at the time appointed for holding the same, the Directors present may choose one among them to be Chairman of such Meeting. b) Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.
Chairman and ##[Whole-Time Director]	110. (i) Subject to the provisions of the Act and the Banking Regulation Act, 1949 and the directives issued by the Reserve Bank of India from time to time, the Board may appoint or re-appoint one of them to be Whole-time Chairman ##[Whole-Time Director(s) including Managing Director &] and Chief Executive officer of the Bank for such period not exceeding 5 years at any one time, and may from time to time remove or dismiss him from office and appoint any other in his place. Alternatively, the Board of directors may subject to the prior approval of RBI, appoint or reappoint one of them to be the Part-time Chairman of the Bank for such period and subject to such conditions as the RBI may specify, while giving such approval, and that in such event the management of the whole of the affairs of the Bank shall be entrusted to a managing director who shall exercise his powers subject to the superintendence, control and direction of the Board of directors. The Chairman (whether Whole-time or Part-time) shall preside over the meeting of the Board of Directors and the General Meeting of the Bank and he shall have the second or casting vote. (ii). A Whole-time Chairman ##[and Whole-Time Director(s) including Managing Director ##[& CEO] shall not, while he continues to hold that office, be subject to retirement by rotation. But he shall be subject to the provisions of any contract between him and the Bank and be subject to same provisions as to resignation and removal as the other Directors of the Bank and shall ipso facto and immediately cease to be the Whole-time Chairman / ##[Whole-Time Director(s) including Managing Director ##[& CEO] if he ceases to hold the office of the Director from any cause. (iii)The remuneration of the Whole-time Chairman ##[Whole-Time Director(s) including] / Managing Director ##[& CEO] shall be fixed in accordance with the provisions of Section 197 and other applicable provisions of the Act and the Banking Regulation Act, 1949. (iv) The Whole-time Chairman / Managing Director ##[& CEO] shall be entrusted with the management of the whole of the affairs of the Bank.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	(v) Without prejudice to the generality of sub-clause (iv) above, the Board of directors may from time to time entrust to and confer upon the Whole-time Chairman / ###[Whole-Time Director(s) including] Managing Director ###[& CEO] for the time being such of the powers exercisable by law or under these presents by the Directors, as they may think fit except such powers as are by any law required to be exercised by the Board of directors and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers. ###[110(A) The Bank shall ensure the presence of at least two Whole Time Directors (WTD's), including Managing Director & Chief Executive Officer (MD&CEO) in the Board. No appointment or re-appointment of a Managing Director & CEO or Whole-Time Director, shall have effect unless such appointment, re-appointment is made with the previous approval of the Reserve Bank.]
Directors to act in meetings	111. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested or exercisable by the Board generally by or under the Regulations of the Bank.
Resolution by circulation	112. Subject to provisions of Section 179 of the Act a resolution passed in circulation in the manner as prescribed in Section 175 of the Act shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
Committees	113. Subject to the provisions of Sections 179 of the Act, the Board may delegate any of their powers to committees consisting of such members of their body not being less than two in number as they may think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.
Quorum for a Committee Meeting	113 A. The quorum for the meeting of any committee will be one-third of its total strength (any fraction contained in the one -third being rounded off as one) or two directors, whichever is higher: Provided that where at any time the number of interested directors exceeds or is equal to two-third of the total strength, the number of the remaining directors, that is to say, the number of directors who are not interested present at the meeting being not less than two, shall be the quorum for the meeting.
Acts done at meetings valid notwithstanding defects subsequently discovered	114. All acts done at any meeting of the Board or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Directors or persons acting as aforesaid, or that they or any of them were disqualified, be valid as if every such person had been duly appointed and was qualified to be a Director.
Supercession of the Board	114 A. Reserve Bank of India shall have power to super cede the Board of Directors of the Bank ###[for] a total period not exceeding twelve months under such circumstances and in such manner and to administer the

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	bank in such manner, as provided in Section 36ACA of Banking Regulation Act, 1949.
Minutes	115. The Board and any committee appointed by the Board shall respectively cause minutes to be made in books to be provided for the purpose of the following matters: i) of the proceedings of all General Meetings; ii) of the proceedings of all the meetings of the Board of Directors and all Committees appointed by the Board. iii) of the names of all the Directors present at each meeting of the Directors and of the members of the committees appointed by the Board present at each meeting of the committee; iv) of the names of the Directors, if any dissenting from or not concurring in the resolution in the case of each resolution passed at the meeting of the Board of Directors or of the Committee appointed by the Board.

XIX. KEY MANAGERIAL PERSONS

Key Managerial persons	116. Subject to the provisions of the Act, Article No.110 and the Banking Regulation Act, 1949 and applicable RBI Guidelines— (i) ##[The Managing Director & CEO, Whole-Time Director(s)], Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and ##[the Managing Director & CEO, Whole-Time Director], Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as ##[Whole-Time Director], Company Secretary or Chief Financial Officer.
Exclusivity of the actions of key managerial persons	117. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

XX. DIVIDENDS AND BONUS

Annual dividends	118. The Bank in General Meeting may declare dividends to be paid to the shareholders in proportion to the amount for the time being called and paid up in respect of their shares but no dividends shall exceed the amount recommended by the Board.
* [Dividend payable from net profits]	119. Subject to provisions of Section 123 of the Act, no dividend shall be paid otherwise than out of the profits of the year or any other undistributed profits.]
Ad interim dividend	120. The Board may, from time to time, pay to the members such interim dividends as appear to them to be justified by the profits of the Bank.
Interest not claimable on dividends	121. No interest shall be claimable as against the Bank on any unpaid dividend or interest but the Board shall have power in special cases to award interest at such rate as they may think proper.
Defaulting shareholders not entitled to payment of dividends	122. No shareholder shall be entitled to receive payment of any dividend in respect of his share or shares until all moneys due by or owing from him to the Bank in respect of such share, or shares, or on any other account whatsoever shall have been paid.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

Right to set off dividend against dues	123. The Board may deduct from the dividends payable to any shareholder all such sums of money as may be due from him to the Bank on account of any calls or interest due thereon and expenses incurred in respect of the same.
Receipt of dividends	124. Every dividend warrant or cheque may be sent by post to the last registered address of the members whose name, at the date of the declaration of the dividend, appears in the Register of members as the owner of the share and the receipt of such member shall be a good discharge to the Bank in respect of all payments made in respect of such shares.
Loss in transmission	125. The Bank shall not be responsible for loss in transmission of any cheque or warrant sent through post to the registered address of any member.
[#] [Unpaid or unclaimed dividend	<i>125A. Where the bank has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Bank shall within 7 days of the date of the expiry of the 30 days, open a special account in that behalf in any scheduled bank, to be called "Unpaid Dividend of Tamilnad Mercantile Bank Limited ."]</i>
[#] [Unclaimed dividends - Transfer to IEPF	<i>126. Any money transferred by the Bank to the unpaid dividend account pursuant to Section 124 of the Act and which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Bank to the fund established by the Central Government under Section 125 of the Act. Further, there will be no forfeiture of unclaimed or unpaid dividends unless the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.]</i>

XXI. ACCOUNTS

Accounts to be kept	127. The Board shall cause true accounts to be kept of the paid-up capital for the time being of the Bank and of all sums of money received or expended by the Bank and of the matters in respect of which such receipt or expenditure takes place and of the credits and liabilities of the Bank and generally of all its commercial, financial and other affairs, transactions and engagements and of all other matters necessary for showing the true financial state and condition of the Bank, and the account shall be kept in such books and in such manner; as the Board may deem expedient.
Inspection of accounts	128. The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Bank or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Bank except as conferred by law or authorised by the Board or by the Bank in General Meeting.
Balance Sheet etc., to be laid before Annual Meeting of shareholders	129. The Board shall, as required and in the manner prescribed by Section 29 of the Banking Regulation Act 1949, cause to be prepared and to be laid before the Bank in General Meeting such Profit and Loss Account, Balance Sheet and reports.
Printed copy of Report, etc., to be sent previous to meetings	130. A Printed copy of such Balance Sheet, Profit and Loss account and Directors' Report together with the Auditor's Report shall be given or sent not less than twenty-one days previous to the meeting, to the registered

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	holders of shares in the manner in which notice are hereinafter directed to be served.
Capitalisation of profits or Reserves	131. (1) The Bank in General Meeting may, upon the recommendation of the Board, resolve: a) to capitalise any part of the amount for the time being standing to the credit of any of the Bank's reserve accounts, or to the credit of the Profit and Loss Account or otherwise available for distribution; and b) that such sum be accordingly set free for distribution in the manner specified in clause (2) here of amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (3) hereof, either in or towards: i) paying up any amounts for the time being unpaid on any shares held by such members respectively. ii) paying up in full, unissued shares of the Bank to be allotted and distributed, credited as fully paid up to and amongst such members in the proportions aforesaid, or iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii). (3) A share premium account may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to the members of the Bank as fully paid bonus shares; (4) The Board shall give effect to the resolution passed by the Bank in pursuance of this Article.
	132. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any, and b) generally do all acts and things required to give effect thereto. (2) The Board shall have full power: a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions; and also b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Bank providing of or the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization or (as the case may require) for the payment up by the Bank on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares. (3) Any agreement made under such authority shall be effective and binding on all such members.
Buy back of securities	132 A. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the bank may purchase its own shares or other specified securities.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

XXII. AUDIT

Accounts, when to be audited	133. The accounts of the Bank shall be examined every year and the correctness thereof ascertained by one or more auditors. The accounts may also be audited for any period less than a year if the Board think fit.
Auditors	134. The provisions of the Act and the Banking Regulation Act, 1949, shall apply as regards the appointment, removal, tenure of office, remuneration, powers and duties of Auditors.
Reopening of accounts	135. Every financial statement or the report of the Board of Directors when audited or approved by a General Meeting shall be conclusive except as regards any error discovered therein within 3 months next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth shall be conclusive. However, subject to the provisions of Sections 130 and 131 of the Act, the financial statements may re-opened or revised as prescribed.

XXIII. INDEMNITY

Indemnity to Directors and other officers	136. Subject to the applicable provisions of the Act, every Director, Secretary, Key Managerial Persons, Agent, Auditor and other officer or servant of the Bank shall be indemnified by the Bank from all losses and expenses incurred by him respectively in or about the discharge of his respective duties except those arising out of his willful acts or defaults.
Directors' and officers' protection of in certain cases	137. Subject to the applicable provisions of the Act, no Director or officer shall be held liable for joining in any receipt or other act for conformity's sake or for any loss or expense happening to the Bank by the insufficiency or deficiency of title to any property acquired by other of the Directors for, or on behalf of the Bank or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Bank shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his respective office or in relation thereto unless the same shall happen through his own willful act or default. The Bank may also take insurance cover for protecting its directors and officers.

XXIV. SEAL

The common seal, its custody and use	138. The Board shall have power to provide a common seal for the purposes of the Bank and, from time to time, to destroy the same and substitute a new seal in lieu thereof and shall provide for the safe custody of the seal for the time being and it shall not be used except by the authority of the Board and in the presence of at least two Directors.
Deeds how executed	139. Every deed or other instrument to which the seal is required to be affixed shall be sealed in the presence of and shall be signed by two Directors, ##[of which, one of them should be a Whole-time Director] and countersigned by the Secretary or any other person authorised by the Board in this behalf.

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

XXV. NOTICES

### <i>[Serving of Notice]</i>	140. A notice may be given by the Bank to any member either personally or by sending it by post/ ### <i>[courier to him to his registered address, or through such electronic means as may be prescribed]</i> and if he has no registered address in India to the address, if any, within India supplied by him to the Bank for the giving of notices to him.
Notice, when deemed to be served	141. Subject to the provisions of the Act, where a notice is sent by post/ ### <i>[courier or through such electronic means as may be prescribed]</i> , service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time, at which the letter would be delivered in the ordinary course of post, or in the case of a notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted.
Shareholders to give registered address in India	142. Each holder of shares whose registered place of address is not in India shall, from time to time, notify in writing to the Bank an address in India which shall be deemed his registered place of address within the meaning of Article 140.
Service when no registered address in India	143. If a member has no registered address in India and has not supplied to the Bank an address within India for the giving of notices to him, a notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Bank shall be deemed to be duly given to him on the day the advertisement appears.
Notice by shareholders, how given.	144. All notices to be given on the part of a Shareholder shall be left or sent through post to the Registered Office of the Bank.
Notice binding on heirs, etc., of deceased etc.,	145. A notice may be given by the Bank to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.
Notice binding on Registered transferee	146. When any notice or document is delivered or sent in accordance with these presents at or to the registered place of abode of a shareholder or to his agent as above provided, then notwithstanding he be then deceased and whether or not the Bank has notice of his decease, such service of the notice or other document shall for all purposes of these presents be deemed service there of on his heirs, executors, administrators and every one of them.
Notice in case of Joint holders	147. A notice may be given by the Bank to the joint holders of share by giving the notice to the joint holder named first in the members' register in respect of the share.
Calculation of days	148. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall not be counted in such number of days or other period.
Notice of General Meeting to whom to be given	149. Notice of every General Meeting shall be given in same manner here in before authorised to (a) every member of the Bank (including bearers of share warrants) except those who (having no registered

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

	address within India) have not supplied to the Bank an address within India for the giving of notices to them and also to (b) every person entitled to a share in consequence of the death or insolvency of a member, who but for his death or insolvency would be entitled to receive notice of the meeting.
--	---

XXVI. SECRECY

Declaration of Secrecy	150. Every Director, Secretary, Auditor, Trustee, Member of a Committee, Manager, Accountant, Officer, Servant, Broker, Clerk and other persons employed in the business of the Bank shall observe strict secrecy respecting all transactions of the Bank with the customers and the state of individual accounts and in matters relating thereto, and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any General Meeting of the Members or by a court of Law or by the persons to whom such matters directly relate, and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
------------------------	---

XXVII. WINDING UP

Winding up	<i># [151. Subject to the provisions of the Act, the Banking Regulation Act, 1949 and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable), if the Bank shall be wound up and the surplus assets shall be insufficient to repay the whole of the paid up capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up on the shares held by them respectively at the commencement of the winding up. But this clause is without prejudice to the rights of the holders of shares issued upon special conditions.]</i>
------------	--

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025

Name and address, description of the Subscribers	No. of Shares	Signature	Witness of the Signature
M.V.Shunmugavel of M.V.Maya Nadar Bros., Bankers, Tuticorin	2500	(Sd) M.V.Shunmugavel	M.V.E.Ratnasamy Nadar
M.V.E.Ratnasamy Nadar of M.V.E.Kasisamy Nadar & Bros., Tuticorin	1000	(Sd) M.V.E.Ratnasamy Nadar	M.V.Shunmugavel
M.V.E.Kasisamy Nadar of M.V.E.Kasisamy Nadar & Bros., Tuticorin	1000	(Sd) M.V.E.Ratnasamy Nadar for M.V.E.Kasisamy Nadar	M.V.Shunmugavel
A.R.A.S.Arumugasamy Nadar of A.R.A.Subbia Nadar & Sons, Tuticorin	1001	(Sd) A.R.A.S.Arumuga- samy Nadar	A.R.A.Shenbaga Nadar
K.A.M.A.Kaliappa Nadar, Sivakasi	1001	(Sd) K.A.M.A.Kaliappa Nadar	A.R.A.S.Arumugasamy Nadar
W.P.A.Marimuthoo Nadar, Pattiveeranpatti.	1000	(Sd) W.P.A.Marimuthoo Nadar	N.S.Sivarama Ayyar
T.V.Balagurusamy Nadar, Porayar.	1000	(Sd) T.V.Balagurusamy	N.S.Sivarama Ayyar
A.M.M.Sinnamani Nadar of The Firm A.M.Mahalinga Nadar, A.R.Arunachala Nadar and A.M.S.V.Pavanasa Nadar, Sivakasi	1001	(Sd) A.M.M.Sinnamani	A.R.A.S.Arumugasamy Nadar
P.K.S.A.Arumuga Nadar, Sivakasi	1001	(Sd) P.K.S.A.Arumuga Nadar	N.S.Sivarama Ayyar
A.R.A.Shenbaga Nadar, Tinnevely Bridge.	1001	(Sd) A.R.A.Shenbaga Nadar	N.S.Sivarama Ayyar

* - The article has been amended in 97th AGM dated 28-10-2020

- The article has been amended in 100th AGM dated 09-06-2022

- The article has been amended through Postal Ballot dated 04-04-2024

- The article has been amended through the Postal Ballot dated 28-12-2025