



TAMILNAD MERCANTILE BANK LIMITED

Our Bank was incorporated in the name of 'Nadar Bank Limited' on May 11, 1921 at Thoothukudi, Tamil Nadu as a limited company under the Indian Companies Act, 1913 pursuant to a certificate of incorporation issued by the erstwhile Assistant Registrar of Joint Stock, Palamcottah. Our Bank commenced its business on November 11, 1921 at Thoothukudi, Tamil Nadu. Subsequently, the name of our Bank was changed to 'Tamilnad Mercantile Bank Limited', with effect from November 27, 1962, pursuant to a letter of approval from the Government of India dated November 14, 1962 and a fresh certificate of incorporation dated July 17, 1968 was issued by the Assistant Registrar of Companies, Madras. For further details in relation to the changes in the registered office, see "History and Certain Corporate Matters" beginning on page 157 of the Red Herring Prospectus dated August 26, 2022 ("RHP").

Registered and Corporate Office: No. 57, Victoria Extension Road, Thoothukudi - 628 002, Tamil Nadu, India; Tel: +91 461 2325136; Contact Person: Prakash Chandra Panda, Company Secretary and Compliance Officer; Tel: +91 461 2323666; E-mail: secretarial@tmbank.in; Website: www.tmb.in; Corporate Identity Number: U65110TN1921PLC001908



OUR BANK IS A PROFESSIONALLY MANAGED BANK AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

INITIAL PUBLIC OFFERING OF UP TO 15,840,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF TAMILNAD MERCANTILE BANK LIMITED ("BANK" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF 15,840,000 EQUITY SHARES AGGREGATING UP TO ₹ [] MILLION (THE "OFFER"). THE OFFER WILL CONSTITUTE 10.00% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations

QIB Portion: Not less than 75% of the Offer

Non-Institutional Portion: Not more than 15% of the Offer

Retail Portion: Not more than 10% of the Offer

(Retail Individual Bidders are those who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in the Offer)

PRICE BAND: ₹500 TO ₹525 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH.

THE FLOOR PRICE IS 50.00 TIMES THE FACE VALUE OF THE EQUITY SHARES

AND THE CAP PRICE IS 52.50 TIMES THE FACE VALUE OF THE EQUITY SHARES.

BIDS CAN BE MADE FOR A MINIMUM OF 28 EQUITY SHARES AND

IN MULTIPLES OF 28 EQUITY SHARES THEREAFTER.

Risks to Investors

- 37.73% of our paid-up equity share capital is subject to outstanding legal proceedings which are pending at various forums and 39.07% of our paid-up Equity Share capital (which includes 37.73% which is subject to legal proceedings) is not available for trading on listing.
- Directorate of Enforcement has initiated an inquiry against our Bank for violation of certain FEMA provisions and our Bank, certain present and past directors and other noticees are required to appear for personal hearing on September 15, 2022. Our business, reputation and financial results could be impacted by adverse results in Legal Proceedings against our Bank.
- 6 Foreign Entities have filed a writ petition before the High Court of Bombay to participate in the offer for sale and the matter is currently pending. An appeal before the Securities Appellate Tribunal challenging the exemption granted to the Bank in relation to the withdrawal of offer for sale has been filed and the matter has been listed for hearing on September 2, 2022. Any adverse orders, if any, passed by the Securities Appellate Tribunal at such or any subsequent hearing, may affect our ability to proceed with the Offer.
- We have regional concentration in southern India, especially Tamil Nadu. Any adverse change in the economic, political, or geographical conditions of Tamil Nadu and other states in which we operate can impact our results of operations.
- The Price/Earnings ratio based on diluted EPS for Fiscal 2022 for our Bank at higher end of the price band is 9.10 and Price/Earnings ratio of the average industry peer group is 11.85.
- The three BRLMs associated with the Offer have handled 48 public issues in the past three Fiscal Years, out of which 20 issues closed below the offer price on the listing date.

BASIS FOR THE OFFER PRICE

The Price Band and Offer Price will be determined by our Bank, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is 50.00 times the Floor Price and 52.50 times the Cap Price.

Investors should refer to "Risk Factors", "Our Business", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 20, 113, 200 and 265, of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors: Some of the qualitative factors which form the basis for the Offer Price are: • Strong legacy, loyal customer base and focus on improving servicing framework; • Strong presence in Tamil Nadu with focus to increase presence in other strategic regions; • Advances with focus on MSME, agricultural and retail segments; • Consistently growing deposit base with focus on low-cost retail CASA; • Professionally managed Bank with experienced senior management team and board of directors; • Strong asset quality, underwriting practices and risk management policies and procedures; and • Consistent financial performance. For further details, see "Risk Factors" and "Our Business" on pages 20 and 113, of the RHP, respectively.

Quantitative Factors: Some of the information presented below relating to our Bank is derived from the Restated Financial Statements. For details, see "Financial Statements" on page 200 of the RHP.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per Equity Share at face value of ₹ 10 each

Fiscal / period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2022	57.67	57.67	3
March 31, 2021	42.34	42.34	2
March 31, 2020	28.61	28.61	1
Weighted Average	47.72	47.72	

Notes: The ratios have been computed as under:

Basic and diluted EPS: Basic Earnings per Share and Diluted Earnings per Share calculations are done in accordance with the notified Indian Accounting Standard 20 "Earnings Per Share" ("AS 20") as notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 as per Restated Financial Statements, as follows:

Basic Earnings per Share = $\frac{\text{Net Profit After Tax, as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year/period}}$

Diluted Earnings per Share = $\frac{\text{Net Profit After Tax, as restated, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year/period}}$

2. Price/Earning ("P/E") Ratio in relation to the Price Band of ₹ 500 to ₹ 525 per Equity Share:

Particulars	P/E at Floor Price (no. of times)	P/E at Cap Price (no. of times)
Based on basic EPS	8.67	9.10
Based on diluted EPS	8.67	9.10

Industry Peer Group Price / Earning (P/E) ratio*

Particulars	P/E
Highest	35.81
Lowest	3.39
Average	11.85

*Source: The highest, lowest and average Industry P/E shown above is based on the industry peer set provided below under "Comparison with Listed Industry Peers" below on page 86 of the RHP.

3. Return on Net Worth ("RoNW")

Fiscal	RoNW (%)	Weight
March 31, 2022	15.40	3
March 31, 2021	13.17	2
March 31, 2020	10.24	1
Weighted Average	13.80	

Notes: The ratios have been computed as under:

Return on net worth (%): Return on Net Worth (%) is calculated as Profit after tax for the relevant year/period as a percentage of Net Worth as of the last day of the relevant year/period

Net worth: Net Worth as of the last day of the relevant year/period represents net worth which includes paid-up share capital and all reserves and surplus and securities premium account as per the Restated Financial Statements.

4. Net Asset Value ("NAV") per Equity Share of face value of ₹ 10 each

Net Asset Value per Equity Share	(₹)
As on March 31, 2022	374.41
After the Offer:	
At Floor Price	386.97
At Cap Price	389.47
Offer Price	[]

Notes: The ratios have been computed as under:

Net Asset Value per share (in ₹):

Net Asset Value per Share represents Net Asset Value per Equity Share as per Restated Financial Statements. It is calculated as Net Worth as of the end of relevant year/period divided by the number of Equity Shares outstanding at the end of such year/period.

5. Comparison with Listed Industry Peers

Following is the comparison with our peer group companies listed in India and in the same line of business as our Bank:

Name of the Bank	Total Revenue (₹ in million)	Face Value (₹)	P/E	EPS (Basic) (₹)	Return on Net Worth (%)	NAV per share (₹)	P/B
Bank*	46,564.35	10	[]	57.67	15.40	374.41	[]
Peer Group							
City Union Bank Limited	48,638.62	1.00	12.54	10.29	11.54%	89.05	1.45
CSB Bank Limited	22,851.10	10.00	8.01	26.43	17.29%	152.78	1.38
DCB Bank Limited	39,648.04	10.00	7.49	9.26	7.10%	130.15	0.53
Federal Bank Limited	1,65,024.64	2.00	10.23	9.52	10.21%	91.58	1.05
Karur Vysya Bank Limited	63,567.27	2.00	5.50	8.42	8.86%	94.95	0.49
Karnataka Bank Limited	71,755.40	10.00	3.39	16.36	7.16%	227.98	0.24
RBL Bank Limited	1,07,963.70	10.00	NA	(2.77)	(1.33%)	209.01	0.62
South Indian Bank Limited	76,204.34	1.00	35.81	0.21	0.77%	27.97	0.27

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial results of the respective bank for the year ended March 31, 2022 submitted to stock exchanges

Notes: *Based on Restated Financial Statements as on and period ended March 31, 2022

1. Basic EPS

Basic EPS refers to the Basic EPS sourced from the financial results of the respective bank for the year ended March 31, 2022

2. P/E Ratio

P/E Ratio has been computed based on the closing market price of equity shares on BSE on March 31, 2022 divided by the Basic EPS provided under Note 1.

3. Return on net worth %

Return on Net Worth (%) is calculated as Profit after tax for March 31, 2022 as a percentage of Net Worth as of March 31, 2022

4. Net worth

Net Worth as of March 31, 2022 represents net worth which includes paid up share capital and all reserves and surplus and securities premium account as per the financial results of the respective bank for the year ended March 31, 2022.

5. Net Asset Value

Net Asset Value is computed as the Net Worth as of March 31, 2022 divided by the equity shares outstanding as on March 31, 2022.

6. Price to Book Value (P/B)

P/B value has been computed based on the closing market price of equity shares on BSE on March 31, 2022 divided by the NAV per share provided under Note 5.

Parameters (FY2022)	TMB	City Union Bank	Catholic Syrian Bank	DCB	Federal Bank	Karur Vysya Bank	Karnataka Bank	RBL Bank	South India Bank
GNPA (in ₹ million)	5,709.23	19,331.80	2,895.10	12,899.30	41,367.40	34,310.40	22,508.20	27,283.90	36,480.90
GNPA (%)	1.69%	4.70%	1.81%	4.32%	2.80%	5.96%	3.90%	4.40%	5.90%
NNPA (in ₹ million)	3,175.80	11,911.00	1,070.00	5,732.30	13,926.20	12,607.90	13,769.70	8,065.60	17,777.70
NNPA (%)	0.95%	2.95%	0.68%	1.97%	0.96%	2.28%	2.42%	1.34%	2.97%

Note: Peers in the CRISIL Report includes all listed old private sector banks with total business size of at least ₹ 2,00,000 million. Source: CRISIL Report

6. The Offer price is [] times of the face value of the Equity Shares

The Offer Price of ₹ [] has been determined by our Bank, in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "Risk Factors" on page 20 of the RHP and any other factors that may arise in the future and you may lose all or part of your investments.

Investors should read the abovementioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" beginning on pages 20, 113, 265 and 200, of the RHP, respectively, to have a more informed view.

FOR FURTHER DETAILS, SEE "BASIS FOR THE OFFER PRICE" BEGINNING ON PAGE 85 OF THE RHP.

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE: FRIDAY, SEPTEMBER 2, 2022*

BID/OFFER OPENS ON: MONDAY, SEPTEMBER 5, 2022*

BID/OFFER CLOSES ON: WEDNESDAY, SEPTEMBER 7, 2022**

*Our Bank, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

**Our Bank, in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

†UPI Mandate end time and date shall be at 5:00 p.m. on September 7, 2022.

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In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, provided that the Bid/Offer Period shall not exceed 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Bank in consultation with the BRLMs may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Self Certified Syndicate Banks (the "SCSBs"), other Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75 % of the Offer shall be allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Bank may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Bidders ("Non-Institutional Portion") of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders ("Retail Portion") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of UPI Bidders using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" beginning on page 326 of the RHP.

Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar

and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

Contents of the Memorandum of Association of the Bank as regards its objects: For information on the main objects of the Bank, please see the section "History and Certain Corporate Matters" on page 157 of the RHP. The Memorandum of Association of the Bank is a material document for inspection in relation to the Offer. For further details, please see the section entitled "Material Contracts and Documents for Inspection" on page 350 of the RHP.

Liability of the members of the Bank: Limited by shares

Amount of share capital of the Bank and Capital structure: As on the date of the RHP, the authorised share capital of the Bank is ₹ 2,800,000,000 divided into 280,000,000 Equity Shares of ₹ 10 each. The issued, subscribed and paid-up share capital of the Bank is ₹ 1,425,114,540 divided into 142,511,454 Equity Shares of ₹ 10 each. For details, please see the section entitled "Capital Structure" beginning on page 72 of the RHP.

Names of signatories to the Memorandum of Association of the Bank and the number of Equity Shares subscribed by them: The initial signatories to the Memorandum of Association are M.V. Shunmugavel, A.R.A.S. Arumugasamy Nadar, K.A.M.A. Kaliappa Nadar, A.M.M. Sinnamani Nadar, P.K.S.A. Arumuga Nadar and A.R.A. Shenbaga Nadar, M.V.E. Ratnasamy Nadar, M.V.E. Kasisamy Nadar, W.P.A. Marimuthoo Nadar and T.V. Balagurusamy Nadar. For details of the share capital history and capital structure of our Bank, please see the section entitled "Capital Structure" beginning on page 72 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. We have received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated May 25, 2022. For the purpose of this Offer, BSE Limited is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus has been filed with the Registrar of Companies, Tamil Nadu at Chennai ("RoC") and a copy of the Prospectus shall be filed with the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 350 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 308 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the RHP has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 309 of the RHP for the full text of the disclaimer clause of BSE.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 310 of the RHP for the full text of the disclaimer clause of NSE.

Disclaimer clause of the RBI: A license authorising our Bank to carry on banking business has been obtained from the Reserve Bank of India in terms of section 22 of the Banking Regulation Act, 1949. It must be distinctly understood, however, that in issuing the license the Reserve Bank of India does not undertake any responsibility for the financial soundness of our Bank.

General Risks: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Bank and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 20 of the RHP.

ADDENDUM NOTICE TO INVESTORS

This addendum ("Addendum") is with reference to the red herring prospectus of the Bank dated August 26, 2022 ("RHP") filed with the RoC. Attention of investors is drawn to the following:

In relation to the appeal filed by Foreign Entities challenging the exemption granted to the Bank under Regulation 300(1)(c) of the SEBI ICDR Regulations from refiling the offer document pursuant to the withdrawal of the offer for sale as disclosed on pages 27 and 300 of the sections of the RHP titled "Risk Factors" and "Outstanding Litigation and Material Developments", the Foreign Entities have filed applications, each dated August 27, 2022, pursuant to which the matter for hearing has been advanced to September 2, 2022. Any adverse orders passed by the Securities Appellate Tribunal at such or any subsequent hearing, may affect our ability to proceed with the Offer.

This Addendum is to be read in conjunction with the RHP. The information in this Addendum supplements the RHP and updates the information in the RHP, as applicable and should be read together with the RHP.

All capitalized terms used in this Addendum shall, unless the context otherwise require, have the meaning ascribed to them in the RHP.

THE EQUITY SHARES OF OUR BANK WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

ASBA[#] Simple, Safe, Smart way of Application!!!

[#] Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Investors and Non-Institutional Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Bidders. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 326 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. Retail Individual Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited has been appointed as the Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upi@npci.org.in.

BOOK RUNNING LEAD MANAGERS

AXIS CAPITAL	MOTILAL OSWAL Investment Banking	SBI Capital Markets Limited	LINKIntime	Company Secretary and Compliance Officer
Axis Capital Limited 1 st Floor, Axis House, C 2, Wadia International Centre, P.B. Marg, Worli, Mumbai - 400 025, Maharashtra, India Tel: +91 22 4325 2183 E-mail: tmb.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance email: complaints@axiscap.in Contact person: Ankit Bhatia/ Pavan Naik SEBI registration no: INM000012029	Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025, Maharashtra, India Tel: +91 22 7193 4380 E-mail: tmb.ipo@motilaloswal.com Website: www.motilaloswalgroup.com Investor grievance e-mail: moiaplredressal@motilaloswal.com Contact person: Ritu Sharma SEBI registration no.: INM000011005	SBI Capital Markets Limited 202, Maker Tower 'E' Cuffe Parade, Mumbai - 400 005 Maharashtra, India Tel: +91 22 2217 8300 E-mail: tmb.ipo@sbicaps.com Website: www.sbicaps.com Investor grievance e-mail: investor.relations@sbicaps.com Contact person: Karan Savardekar SEBI registration no.: INM000003531	Link Intime India Private Limited C-101, 1 st Floor, 247, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Tel: +91 22 4918 6200 E-mail: tmb.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance e-mail: tmb.ipo@linkintime.co.in Contact person: Shanti Gopalkrishnan SEBI registration no.: INR000004058	Prakash Chandra Panda Tamilnad Mercantile Bank Limited, No. 57, Victoria Extension Road Thoothukudi – 628 002, Tamil Nadu, India Tel.: +91 461 2323666 E-mail: secretarial@tmbank.in Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Investors may also write to the BRLMs.

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 20 of the RHP, before applying in the Offer. A copy of the RHP shall be available on website of SEBI at www.sebi.gov.in and is available on the websites of the BRLMs, i.e. Axis Capital Limited, Motilal Oswal Investment Advisors Limited and SBI Capital Markets Limited at www.axiscapital.co.in, www.motilaloswalgroup.com and www.sbicaps.com, respectively and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of **TAMILNAD MERCANTILE BANK LIMITED**, Tel: +91 461 2325136; **BRLMs** : **Axis Capital Limited**, Tel: +91 22 4325 2183; **Motilal Oswal Investment Advisors Limited**, Tel: +91 22 7193 4380 and **SBI Capital Markets Limited**, Tel: +91 22 2217 8300; **Syndicate Members: Investec Capital Services (India) Private Limited**, Tel: +91 22 6849 7400; **Motilal Oswal Financial Services Limited**, Tel: +91 22 71934200 / +91 22 7193 4263 and **SBICAP Securities Limited**, Tel: +91 22 69316204 and at the select locations of the Sub-syndicate Members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Achievers Equities Limited, Almondz Global Securities Limited, Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, ANS Pvt Limited, Ashwani Dandia & Co, Axis Securities Limited, Centrum Broking Ltd, Dalal & Broacha Stock Broking Pvt Limited, Edelweiss Broking Limited, Finwizard Technology Private Ltd, Finwizard Technology Pvt Limited, G Raj & Co. (Consultants) Limited, HDFC securities Ltd, ICICI Securities Limited, IDBI Capital Markets & Securities Ltd, IIFL Securities Ltd, Jhaveri Securities, JM Financial Services Limited, Kalpataru Multiplier Limited, Keynote Capitals Ltd, KJMC Capital Market Services Limited, Kotak Securities Limited, LKP Securities Limited, Marwadi Shares & Finance, Patel Wealth Advisors Pvt Limited, Prabhudas Lilladher Pvt Limited, Pravin Ratilal Share & Stock Brokers Limited RR Equity Brokers Pvt. Ltd., SBICAP Securities Limited, Sharekhan Limited, SMC Global Securities Ltd, SS Corporate Securities Ltd, Tanna Financial Services, TradeBulls Securities (P) Ltd. and Yes Securities (India) Limited

Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank: Axis Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Thoothukudi, Tamil Nadu

Date: August 29, 2022

TAMILNAD MERCANTILE BANK LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the Red Herring Prospectus, with the Registrar of Companies, Tamil Nadu at Chennai on August 26, 2022. The RHP shall be available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and is available on the websites of the BRLMs, i.e. Axis Capital Limited, Motilal Oswal Investment Advisors Limited and SBI Capital Markets Limited at www.axiscapital.co.in, www.motilaloswalgroup.com and www.sbicaps.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" on page 20 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. There will be no public offering of the Equity Shares in the United States.

For **TAMILNAD MERCANTILE BANK LIMITED**

On behalf of the Board of Directors

Sd/-

Company Secretary and Compliance Officer