

**Secretarial Section**

Head Office, 57- V.E. Road,  
Thoothukudi – 628 002.

☎: 0461-2325136

e-mail: [secretarial@tmbank.in](mailto:secretarial@tmbank.in)

CIN: L65110TN1921PLC001908



Ref.No.TMB.SE.41/2024-25

29.05.2024

The Manager,  
National Stock Exchange of India Ltd,  
Exchange Plaza, 5th Floor, Plot No. C/1,  
'G' Block, Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400 051.

The Manager,  
Bombay Stock Exchange limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

**Ref: Symbol: TMB / Scrip Code: 543596**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024**

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the relevant Circular(s) issued by SEBI / Stock Exchanges from time to time, we herewith enclose the Annual Secretarial Compliance Report of the Bank for the Financial Year ended March 31, 2024, issued by the Secretarial Auditor of the Bank, M/s.M.Alagar & Associates, Practicing Company Secretaries, Chennai.

This report is also made available on the website of the Bank at [www.tmb.in](http://www.tmb.in).

Kindly take the information on record.

Yours faithfully,

**For Tamilnad Mercantile Bank Limited**



**Swapnil Yelgaonkar**

**Compliance Officer**

**Membership No: ACS 21877**

**Secretarial Compliance Report of Tamilnad Mercantile Bank Limited for the financial year ended March 31, 2024**

[Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015  
as amended from time to time]

We, **M. Alagar & Associates** have examined:

- all the documents and records made available to us and explanation provided by Tamilnad Mercantile Bank Limited ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchanges
- website of the listed entity
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- f) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder were not applicable to the Company, since there were no events required specific compliance during the audit period:

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

And based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by Practising Company Secretary
1.	<p><b><u>Secretarial Standards</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	No	During our Audit period, we observed in two instances that the entry of Board Meeting in the Minutes book were made beyond the period of 30 days.
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> </ul>	Yes	None
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	None



3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li></ul>	Yes	None
	<ul style="list-style-type: none"><li>Timely dissemination of the documents/ information under a separate section on the website</li></ul>	Yes	None
	<ul style="list-style-type: none"><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul>	Yes	None
4.	<b><u>Disqualification of Director:</u></b> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> <p>(a) Identification of material subsidiary companies</p>	NA	None
	<p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	None
6.	<b><u>Preservation of Documents:</u></b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<b><u>Performance Evaluation:</u></b> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial as prescribed in SEBI Regulations.</p>	Yes	None





8.	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.	NA	None
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified / rejected by the Audit committee, in case no prior approval has been obtained.	NA	None
9.	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	None
13.	<b><u>Additional non-compliances, if any:</u></b> No additional non- compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/S CN/ Warning, etc.	Details of Violation	Fine Amt	Observations/ Remarks of the PCS	Management Response	Remarks
Not Applicable										
Not applicable- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Observations / Remarks of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned )	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						
No such observations were made in the previous reports in the above Regulations and circulars/ guidelines issued thereunder; hence no actions were required to be undertaken.						
*There were observations on certain non-compliance under the Banking Regulations Act by the Bank in the previous year's report. The scope of annual secretarial compliance report is limited to SEBI Regulations and Secretarial Standards and circulars/ guidelines issued thereunder. Hence, the status of non-compliance under the Banking Regulations Act, if any is not updated / reported hereunder.						

**ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For M. Alagar & Associates**  
**Practising Company Secretaries**  
**Peer Review Certificate No: 1707/2022**



**D. Saravanan**  
**Partner**  
**ACS No: 60177/ COP No: 22608**  
**UDIN: A060177F000483754**



**Place:** Chennai  
**Date:** May 29, 2024