

Registered Office :
1st Floor, Khivraj Complex 1
No. 480, Anna Salai,
Nandanam, Chennai 600 035
Phone : 24313094 to 97
Fax : 24313093
Email : registered@indbankonline.com
CIN No. L65191TN1989PLC017883



Ref: Sec/2022-23/21

May 30, 2022

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Scrip Code: 511473	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East), Mumbai 400 051 Scrip Code: INDBANK
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Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2022.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019, we hereby submit the Annual Secretarial Compliance Report duly issued and signed by a Practicing Company Secretary for the year ended 31.03.2022.

We request you to kindly take note of the above information on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
for **INDBANK MERCHANT BANKING SERVICES LIMITED**


Chitra.MA
COMPANY SECRETARY AND COMPLIANCE OFFICER



Enclosed: As above



**SECRETARIAL COMPLIANCE REPORT OF INDBANK MERCHANT BANKING SERVICES
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022**

I, Nithya Pasupathy, Partner of SPNP & Associates have examined:

- (a) All the documents and records made available to us and explanation provided by INDBANK MERCHANT BANKING SERVICES LIMITED ("the listed entity") [CIN:L65191TN1989PLC017883], having Registered Office at I Floor, Khivraj Complex I No.480, Anna Salai, Nandanam Chennai 600035,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

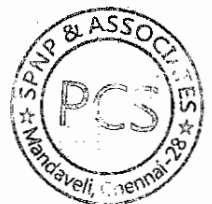
For the year ended 31stMarch, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under 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 there under, have been examined, including:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Nithya



**SPNP & ASSOCIATES
Practising Company Secretaries**

No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028.
snpnassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile : 95660 33011



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, *(Not Applicable to the company during the review period)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable to the company during the review period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(Not Applicable to the company during the review period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable to the company during the review period)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 *(Not Applicable to the company during the review period)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



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(j) Securities and Exchange Board of India(Depositories and Participant) Regulations,2018;

(k) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;

(l) Securities and Exchange Board of India(Stock-Brokers And Sub-Brokers) Regulations, 1992;

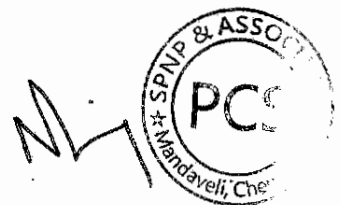
(m) Securities and Exchange Board of India (Research Analysts)Regulations, 2014;

Based on the above examination, I hereby report that, during the Review Period:

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

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		NIL	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.



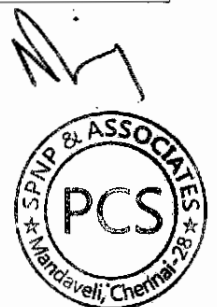
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(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	NSE	Contravention of Exchange Circular no: NSE/INSP/13606 dated 03.12.2009 and has violated Exchange Circular no: NSE/INSP/33276 dated 27.09.2016	Payment of fine of Rs.55,000	The listed company has received notice for penalty of Rs. 45000 from NSE for non-settlement of client funds and Rs. 10,000 for reporting with incorrect data towards the monthly client fund and security balances. The company requested for waiver of penalty but the same was not acceded to by NSE and the company paid the penalty of Rs. 55,000 during the month of November,2021.

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2	NSE	Contravention of Rule 4 (c) of the SEBI (Stock Brokers and Sub-Brokers) Rules, 1992 vide SEBI circular MIRSD/MSS/Cir-30/ 13289/03 dated 09.07.2003	Payment of fine of Rs.2000	In reference to letter no. NSE/CRO/MEM/4C/05968/2020-2021- from NSE, dated October 7,2020 on the non-compliance in respect of Rule 4(c) of Stock Brokers Regulation, the company had during the period under review paid Rs. 2000 as penalty for the aforesaid non-compliance.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: Chennai

Date: 28/05/2022

For SPNP & Associates



Nithya Pasupati

FCS No.: 10601

C P No.: 22562

UDIN:F010601D000418351

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