Secretarial Section
Head Office, 57- V.E. Road,
Thoothukudi – 628 002.
☏: 0461-2325136
e-mail: secretarial@tmbank.in
CIN: L65110TN1921PLC001908

Tamilnad Mercantile Bank Ltd
Be a step ahead in life

Ref.No.TMB.SE.32/2025-26

27.06.2025

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, 2025

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, 2025, issued by the Secretarial Auditor of the Bank, M/s.SPNP & Associates, Practicing Company Secretaries, Chennai.

This report is also made available on the website of the Bank at www.tmb.in.

Kindly take the information on record.

Yours faithfully,
For Tamilnad Mercantile Bank Limited

SWAPNIL ASHOK YELGAONKAR
Digitally signed by SWAPNIL ASHOK YELGAONKAR
Date: 2025.06.27 12:02:52 +05'30'

Swapnil Yelgaonkar
Company Secretary & Compliance Officer

SPNP

SECRETARIAL COMPLIANCE REPORT OF TAMILNAD MERCANTILE BANK LIMITED FOR THE YEAR ENDED MARCH 31, 2025

I, P. Sriram, Partner of SPNP & Associates have examined:

(a) All the documents and records made available to us and explanation provided by **TAMILNAD MERCANTILE BANK LIMITED** ("the listed entity"),

(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 March 31, 2025 ("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 thereunder; and

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

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

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

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,

SPNP & ASSOCIATES PCS Mandaveli, Chennai-28

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

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(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 bank during the review period)*

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended

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

and circulars guidelines issued thereunder; and 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 thereunder, except as mentioned in **Annexure 1**

(b) The listed entity has taken the following actions to comply with the observations made in previous report mentioned in **Annexure 2**

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ADDITIONAL DISCLOSURES:

I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • 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	Yes	

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4.	**Disqualification of Director:** None of the Director of the bank are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	**Details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records asper Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	Yes	
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule	Yes	

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	III, SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** 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	
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity or its material subsidiary(ies) has 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	
13.	**No additional non-compliances observed:** No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc. except as reported above	NA	

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ANNEXURE 1

Sr.No	Compliance Requirement (Regulations/Circulars/Guidelines	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1.	The Audit Committee (AC) shall mandatorily review the appointment, removal and terms of remuneration of the Chief Internal Auditor.	Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015(SEBI LODR), read with Schedule II, Part C of Para B (5)	The AC had not reviewed the appointment and terms of remuneration of the Chief Internal Auditor	NA	NA	Deviation of Schedule II, Part C of Para B (5) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015	NA	**Remark :**During the period under review the Bank had appointed internal auditors. Though the Board of Directors of the Bank had approved the said appointment, the same ought to have been reviewed by the Audit Committee of the Bank	Being in the banking industry, concurrent auditors function as internal auditors with AC approval, and their reports are regularly placed before the AC. As per the Banking Regulation Act, banks are required to have an Internal Audit/Inspection Department headed by a General Manager-level officer reporting directly to the AC or Executive Director. Accordingly, the auditors were introduced to the Audit Committee upon joining.	NIL

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2.	Any actions taken or orders passed by any Regulatory, Statutory, Enforcement authority should be intimated to stock exchange within 24 hours.	SEBI Circular dated July 13, 2023, and Schedule III, Part A, Clause 20 of SEBI LODR	There was delay in intimation of demand notice received from Income Tax Department on 29.03.2024.	NA	NA	There was three days delay in intimation of demand notice received from Income Tax Department	NA	**Remark:** The Bank received a demand notice from the Income Tax Department on March 29, 2024. However, the intimation to Stock exchange was made only on April 2, 2024.	The above facts came to the knowledge of the Bank on 30.03.2024 and having consecutive holidays on 31.03.2024 and 01.04.2024, the said intimation was made on 02.05.2024. However, the filings submitted with stock exchanges contains the factual condition also, which is reproduced as below: "Due to intervening holiday and Financial year end closure, the intimation is being provided today"	NIL
3.	The appointment, removal and terms of remuneration of the Chief Risk Officer (CRO) shall be subject to review by the Risk Management Committee (RMC).	Regulation 21 of SEBI LODR, read with Schedule II Part A Para C sub rule 6	The RMC had not reviewed the appointment and terms of remuneration of the CRO	NA	NA	Deviation of Regulation 21 of SEBI (Listing Obligation and Disclosure Requirements) 2015, read with Schedule II Part A Para C sub rule 6	NA	**Remark :**During the period under review the Bank had appointed CRO. Though the Board of Directors of the Bank had approved the said appointment, the same ought to have been reviewed by the Risk Management Committee	Being Banking Company, Risk Management is one of the core department of the Bank and headed by General Manager cadre. As per Banking Regulation Act, 1949 CRO reports to the RMCB and one level below to the Board. Upon their appointment, their introduction had been given to RMCB after their appointment.	NIL

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4.	The Audit Committee (AC) shall approve the appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background, etc. of the candidate.	Regulation 18 of SEBI LODR, read with Schedule II, Part C of Para A (19)	The appointment of CFO was not approved by the Audit Committee	NA	NA	Deviation of Regulation 18 of SEBI LODR, read with Schedule II, Part C of Para A (19)	NA	**Observation-** During the period under review the Bank had appointed CFO. Though the Board of Directors of the Bank had approved the said appointment, the same ought to have been approved by the Audit Committee.	Being Banking Company, accounts department needs to be headed by General Manager Cadre and the person shall have experience in Banking Company. As per Banking Regulation Act, 1949 CFO reports to the one level below to the Board and ACB. Upon their appointment, their introduction had been given to ACB after their appointment.	NIL

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ANNEXURE 2

Sr.No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

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We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

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 SPNP & ASSOCIATES

SPNP & ASSOCIATES PCS Mandaveli, Chennai-28

P. SRIRAM
FCS No. 4862/C P No: 3310
FRN: FR/CHENNAI CENTRAL/102/2020
PEER REVIEW NO: 1913/2022
UDIN: F004862G000513711

DATE: 30.05.2025
PLACE: CHENNAI