

General information about company	
Scrip code	543596
NSE Symbol	TMB
MSEI Symbol	NA
ISIN	INE668A01016
Name of the entity	Tamilnad Mercantile Bank Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

No

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing DIN	Notes for not providing DIN
1	Mr	Krishnan S		07261965	Executive Director	Not Applicable	CEO-MD	26-05-1962	No				Active	NA		04-09-2022			36	1	0	1	0		
2	Mr	Niranjan Sankar A		00084014	Non-Executive - Non Independent Director	Not Applicable		03-05-1974	No				Active	NA		28-10-2020	09-06-2022			1	0	1	1		
3	Mr	Ashok S R		07933713	Non-Executive - Non Independent Director	Not Applicable		24-07-1962	No				Active	NA		28-10-2017	09-06-2022			1	0	1	0		
4	Mr	Asok Kumar P C G		05142860	Non-Executive - Non Independent Director	Not Applicable		07-07-1959	No				Active	NA		29-02-2016	09-06-2022			1	0	1	0		
5	Mr	Nirranjan Kani D N		00455352	Non-Executive - Non Independent Director	Not Applicable		14-03-1960	No				Active	NA		28-10-2017	09-06-2022			1	0	1	0		
6	Mr	Balakrishnan Prabakaran		00209875	Non-Executive -	Not Applicable		08-07-1955	No				Active	NA		28-10-2020	03-08-2021		60	1	1	0	0		

					Independent Director																				
7	Mr	Chiranjeevi Raj C		08730382	Non-Executive - Independent Director	Not Applicab le		20-03-1976	No				Active	NA		28-10-2020	16-07-2021		60	1	1	1	1		
8	Mrs	Ezhil Jothi S		07772888	Non-Executive - Independent Director	Chairper son		21-06-1978	No				Active	NA		27-03-2017	16-07-2021		44	1	1	0	0		
9	Mr	Nagarajan K		02274426	Non-Executive - Independent Director	Not Applicab le		13-09-1957	No				Active	NA		29-02-2016	19-01-2023		60	1	1	1	0		
10	Mr	Vijayadurai B		07403509	Non-Executive - Independent Director	Not Applicab le		06-04-1974	No				Active	NA		29-02-2016	19-01-2023		60	1	1	2	0		
11	Mr	Keshava Murthy B S		06965816	Non-Executive - Independent Director	Not Applicab le		20-08-1954	No				Active	NA		29-02-2016	09-06-2022		20	1	1	1	0		
12	Mr	Suresh Kumar S B		08914364	Non-Executive - Nominee Director	Not Applicab le		11-05-1962	No				Active	NA		11-09-2020	11-09-2022		24	1	0	1	0		
13	Mr	Ram Kumar C S		09777115	Non-Executive - Nominee Director	Not Applicab le		20-05-1966	No				Active	NA		04-10-2022			24	1	0	1	0		

Text Block	
Textual Information(1)	As per Reg.36 AB (3) of BR Act, the Add. Director appointed by RBI shall not be reckoned for any proposition of the total number of Directors of the Banking Company. This section shall have effect notwithstanding anything to the contrary in the Companies Act or any other law for the time being in force. As such our total number of Directors is 13 including 2 RBI Additional Directors / Nominee Directors (S.No.12,13). These 2 RBI Add. Directors should not be taken into account for any calculation

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	02274426	Nagarajan K	Non-Executive - Independent Director	Member	10-06-2022		
3	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022		
4	06965816	Keshava Murthy B S	Non-Executive - Independent Director	Member	10-06-2022		
5	08914364	Suresh Kumar S B	Non-Executive - Nominee Director	Member	11-09-2020		
6	09777115	Ram Kumar C S	Non-Executive - Nominee Director	Member	04-10-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02274426	Nagarajan K	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	00084014	Niranjan Sankar A	Non-Executive - Non Independent Director	Member	10-06-2022		
3	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022		
4	07772888	Ezhil Jothi S	Non-Executive - Independent Director	Member	14-10-2022		
5	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Member	14-10-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00084014	Niranjan Sankar A	Non-Executive - Non Independent Director	Chairperson	10-06-2022		
2	07261965	Krishnan S	Executive Director	Member	04-09-2022		
3	07933713	Ashok S R	Non-Executive - Non Independent Director	Member	10-06-2022		
4	05142860	Asok Kumar P C G	Non-Executive - Non Independent Director	Member	10-06-2022		
5	00455352	Nirranjan Kani D N	Non-Executive - Non Independent Director	Member	10-06-2022		
6	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06965816	Keshava Murthy B S	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	07261965	Krishnan S	Executive Director	Member	04-09-2022		
3	02274426	Nagarajan K	Non-Executive - Independent Director	Member	10-06-2022		
4	00209875	Balakrishnan Prabakaran	Non-Executive - Independent Director	Member	10-06-2022		
5	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022		
6	09777115	Ram Kumar C S	Non-Executive - Nominee Director	Member	04-10-2022		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00084014	Nirranjan Sankar A	Non-Executive - Non Independent Director	Chairperson	10-06-2022		
2	07261965	Krishnan S	Executive Director	Member	04-09-2022		
3	07933713	Ashok S R	Non-Executive - Non Independent Director	Member	10-06-2022		
4	00455352	Nirranjan Kani D N	Non-Executive - Non Independent Director	Member	10-06-2022		
5	00209875	Balakrishnan Prabakaran	Non-Executive - Independent Director	Member	10-06-2022		
6	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022		

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-10-2022				Yes	13	12	6
2	27-10-2022		12		Yes	13	13	6
3	12-11-2022		15		Yes	13	13	6
4	26-11-2022		13		Yes	13	13	6
5	27-12-2022		30		Yes	13	13	6
6		19-01-2023	22		Yes	13	13	6
7		23-01-2023	3		Yes	13	12	6
8		14-02-2023	21		Yes	13	13	6
9		17-03-2023	30		Yes	13	13	6
10		30-03-2023	12		Yes	13	13	6

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	15-10-2022				Yes	6	4	3	0
2	Audit Committee	27-10-2022	11			Yes	6	6	4	0
3	Audit Committee	04-11-2022	7			Yes	6	6	4	0
4	Audit Committee	17-12-2022	42			Yes	6	6	4	0
5	Audit Committee	28-12-2022	10			Yes	6	6	4	0
6	Audit Committee	23-01-2023	25			Yes	6	6	4	0
7	Audit Committee	13-02-2023	20			Yes	6	6	4	0
8	Audit Committee	25-02-2023	11			Yes	6	6	4	0
9	Audit Committee	24-03-2023	26			Yes	6	6	4	0
10	Nomination and remuneration committee	14-10-2022				Yes	3	3	2	0
11	Nomination and remuneration committee	27-10-2022	12			Yes	5	5	4	0
12	Nomination and remuneration committee	23-01-2023	87			Yes	5	5	4	0
13	Nomination and remuneration committee	16-03-2023	51			Yes	5	5	4	0
14	Nomination and remuneration committee	30-03-2023	13			Yes	5	5	4	0
15	Stakeholders Relationship Committee	26-12-2022				Yes	6	6	1	0
16	Stakeholders Relationship Committee	03-02-2023	38			Yes	6	6	1	0
17	Stakeholders Relationship Committee	16-03-2023	40			Yes	6	6	1	0
18	Risk Management Committee	12-11-2022				Yes	6	6	4	0
19	Risk Management Committee	09-02-2023	88			Yes	6	6	4	0
20	Risk Management Committee	28-03-2023	46			Yes	6	6	4	0

21	Corporate Social Responsibility Committee	25-11-2022				Yes	6	6	2	0
22	Corporate Social Responsibility Committee	16-03-2023	110			Yes	6	6	2	0

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Sr	Subject	Compliance status
1	Name of signatory	Prakash Chandra Panda
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non- compliance may be given here.	Web address
1	Details of business	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
2	Terms and conditions of appointment of independent directors	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
3	Composition of various committees of board of directors	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
8	Policy for determining ‘material’ subsidiaries	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
9	Details of familiarization programmes imparted to independent directors	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
11	email address for grievance redressal and other relevant details	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
12	Financial results	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
13	Shareholding pattern	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx

18	Credit rating or revision in credit rating obtained	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
21	Materiality Policy as per Regulation 30	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://tmb.in/disclosure-as-par-regulation-sebi-lodr.aspx

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	

14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	No	No related party transaction happened during the year
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	

39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

1	Name of signatory	Prakash Chandra Panda
2	Designation	Company Secretary and Compliance Officer

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

1	Name of signatory	Prakash Chandra Panda
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	300000	296333	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	S Krishnan		
Designation	CEO		
Place	Thoothukudi		
Date	19-04-2023		

Signatory Details	
Name of signatory	Prakash Chandra Panda
Designation of person	Company Secretary and Compliance Officer
Place	Thoothukudi
Date	19-04-2023