General information about company

Scrip code	543596
NSE Symbol	TMB
MSEI Symbol	NOTLISTED
ISIN	INE668A01016
Name of the entity	Tamilnad Mercantile Bank Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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	
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
1	Mr	Salee Sukumaran Nair		09231101	Executive Director	Not Applicable	CEO-MD	30-05-1964
2	Mr	Vincent Menachery Devassy		09850306	Executive Director	Not Applicable		10-05-1964
3	Mr	Niranjan Sankar A		00084014	Non-Executive - Non Independent Director	Not Applicable		03-05-1974
4	Mr	Ashok S R		07933713	Non-Executive - Non Independent Director	Not Applicable		24-07-1962
5	Mr	Nirranjan Kani D N		00455352	Non-Executive - Non Independent Director	Not Applicable		14-03-1960
6	Mr	Rama Moorthy K V		07034994	Non-Executive - Non Independent Director	Not Applicable		12-01-1959
7	Mr	Prabaharan B		00209875	Non-Executive - Independent Director	Not Applicable		08-07-1955
8	Mr	Chiranjeevi Raj C		08730382	Non-Executive - Independent Director	Not Applicable		20-03-1976
9	Mrs	Ezhil Jothi S		07772888	Non-Executive - Independent Director	Not Applicable		21-06-1978
10	Mr	Sridharan S		07205781	Non-Executive - Independent Director	Chairperson		16-12-1955
11	Mr	Deepak Shankar R		05223027	Non-Executive - Independent Director	Not Applicable		28-11-1981
12	Mrs	Kanagavalli R		00883998	Non-Executive - Independent Director	Not Applicable		22-02-1969
13	Mr	Ram Kumar C S		09777115	Non-Executive - Nominee Director	Not Applicable		20-05-1966
14	Mr	Thomas Mathew		10642487	Non-Executive - Nominee Director	Not Applicable		13-11-1965

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				
2	No				
3	No				
4	No				
5	No				
6	No				
7	No				
8	No				
9	No				
10	No				
11	No				
12	No				
13	No				
14	No				

I. Composition of Board of Directors													
Sr	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 Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		29-08-2024				1	0	1	0			
2	NA		27-09-2024				1	0	0	0			
3	NA		28-10-2020				1	0	1	1			
4	NA		28-10-2017				1	0	1	0			
5	NA		28-10-2017				1	0	1	0			
6	NA		09-07-2024				1	0	0	0			
7	NA		03-08-2021	03-08-2021		37.28	1	1	0	0			
8	NA		16-07-2021	16-07-2021		38.15	1	1	2	1			
9	NA		16-07-2021	16-07-2021		38.15	1	1	1	0			
10	NA		27-02-2024	27-02-2024		7.04	1	1	0	0			
11	NA		09-07-2024	09-07-2024		2.22	1	1	1	0			
12	NA		19-08-2024	19-08-2024		1.12	1	1	1	0			
13	NA		04-10-2022				1	0	1	0			
14	NA		12-04-2024				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 9 including 2 RBI Additional Directors / Nominee Directors (S.No.13,14).These 2 RBI Add. Directors should not be taken into account for any calculation.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 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, the 2 RBI Add. Directors should not be taken into account for any calculation on composition.

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	09777115	Ram Kumar C S	Non-Executive - Nominee Director	Member	04-10-2022		
3	07205781	Sridharan S	Non-Executive - Independent Director	Member	27-02-2024	19-08-2024	Textual Information(1)
4	07772888	Ezhil Jothi S	Non-Executive - Independent Director	Member	15-03-2024		
5	10642487	Thomas Mathew	Non-Executive - Nominee Director	Member	12-04-2024		
6	00883998	Kanagavalli R	Non-Executive - Independent Director	Member	19-08-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	The Board of Directors in their meeting held on 19.08.2024, reconstituted the Committees of the Board and removed Shri.S Sridharan from the Audit Committee of the Board w.e.f.19.08.2024.
Textual Information(2)	The Board of Directors in their meeting held on 19.08.2024, reconstituted the Committees of the Board and inducted Smt.R.Kanagavalli as a member of the Audit Committee of the Board w.e.f.19.08.2024

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	07772888	Ezhil Jothi S	Non-Executive - Independent Director	Chairperson	14-10-2022		
2	00084014	Niranjan Sankar A	Non-Executive - Non Independent Director	Member	10-06-2022		
3	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Member	14-10-2022		
4	00455352	Nirranjan Kani D N	Non-Executive - Non Independent Director	Member	09-07-2024		Textual Information(1)
5	05223027	Deepak Shankar R	Non-Executive - Independent Director	Member	09-07-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	The Board of Directors in their meeting held on 09.07.2024, reconstituted the Committees of the Board and inducted Shri.D.N.Nirranjan Kani as a member of the Nomination and Remuneration Committee of the Board w.e.f. 09.07.2024
Textual Information(2)	The Board of Directors in their meeting held on 09.07.2024, reconstituted the Committees of the Board and inducted Shri.R.Deepak Shankar as a member of the Nomination and Remuneration Committee of the Board w.e.f. 09.07.2024

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	09231101	Salee Sukumaran Nair	Executive Director	Member	29-08-2024		Textual Information(1)
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	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Member	15-03-2024		
6	05223027	Deepak Shankar R	Non-Executive - Independent Director	Member	09-07-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	The Board of Directors in their meeting held on 19.08.2024, reconstituted the Committees of the Board and inducted Shri.Salee Sukumaran Nair as a member of the Stakeholders Relationship and Customer Service Committee of the Board w.e.f. 29.08.2024.
Textual Information(2)	The Board of Directors in their meeting held on 09.07.2024, reconstituted the Committees of the Board and inducted Shri.R.Deepak Shankar as a member of the Stakeholders Relationship and Customer Service Committee of the Board w.e.f. 09.07.2024

Risk Management Committee							
Whether the Risk Management 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	00209875	Prabaharan B	Non-Executive - Independent Director	Chairperson	10-06-2022		Textual Information(1)
2	09231101	Salee Sukumaran Nair	Executive Director	Member	29-08-2024		Textual Information(2)
3	07034994	Rama Moorthy K V	Non-Executive - Non Independent Director	Member	09-07-2024		Textual Information(3)
4	07205781	Sridharan S	Non-Executive - Independent Director	Member	27-02-2024		
5	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Member	15-03-2024		
6	00883998	Kanagavalli R	Non-Executive - Independent Director	Member	19-08-2024		Textual Information(4)
7	09777115	Ram Kumar C S	Non-Executive - Nominee Director	Member	04-10-2022		

Sr Text Block	
Textual Information(1)	The Board of Directors in their meeting held on 19.08.2024, reconstituted the Committees of the Board and designated Shri.B.Prabaharan as the Chairperson of the Risk Management Committee of the Board in place of Shri.S.Sridharan w.e.f. 19.08.2024
Textual Information(2)	The Board of Directors in their meeting held on 19.08.2024, reconstituted the Committees of the Board and inducted Shri.Salee Sukumaran Nair as a member in the Risk Management Committee of the Board w.e.f. 29.08.2024.
Textual Information(3)	The Board of Directors in their meeting held on 09.07.2024, reconstituted the Committees of the Board and inducted Shri.K.V.Rama Moorthy as a member of the Risk Management Committee of the Board w.e.f. 09.07.2024
Textual Information(4)	The Board of Directors in their meeting held on 19.08.2024, reconstituted the Committees of the Board and inducted Smt.R.Kanagavalli as a member of the Risk Management Committee of the Board w.e.f.19.08.2024

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	09231101	Salee Sukumaran Nair	Executive Director	Member	29-08-2024		Textual Information(1)
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	Prabaharan B	Non-Executive - Independent Director	Member	10-06-2022		
6	05223027	Deepak Shankar R	Non-Executive - Independent Director	Member	09-07-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	The Board of Directors in their meeting held on 19.08.2024, reconstituted the Committees of the Board and inducted Shri.Salee Sukumaran Nair as a member in the Corporate Social Responsibility Committee of the Board w.e.f. 29.08.2024.
Textual Information(2)	The Board of Directors in their meeting held on 09.07.2024, reconstituted the Committees of the Board and inducted Shri.R.Deepak Shankar as a member of the Corporate Social Responsibility Committee of the Board w.e.f. 09.07.2024

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

Annexure 1

Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	
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	22-04-2024				Yes	10	10	4
2	09-05-2024				Yes	10	10	4
3	07-06-2024		28		Yes	10	10	4
4	18-06-2024		10		Yes	9	9	4
5		09-07-2024	20		Yes	11	11	5
6		02-08-2024	23		Yes	11	11	5
7		19-08-2024	16		Yes	11	11	5
8		29-08-2024	9		Yes	13	13	6
9		12-09-2024	13		Yes	13	13	6
10		25-09-2024			Yes	13	12	6

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, the 2 RBI Add. Directors should not be taken into account for any calculation on composition.

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
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	Reson 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	22-04-2024				Yes	5	5	3	0
2	Audit Committee	29-05-2024	36			Yes	5	5	3	0
3	Audit Committee	21-06-2024	22			Yes	5	5	3	0
4	Audit Committee	02-08-2024	41			Yes	5	5	3	0
5	Audit Committee	20-09-2024	48			Yes	5	5	3	0
6	Nomination and remuneration committee	17-04-2024				Yes	3	3	2	0

Annexure 1										
IV. Meeting of Committees										
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	Reson 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)
7	Nomination and remuneration committee	09-05-2024	21			Yes	3	3	2	0
8	Nomination and remuneration committee	29-05-2024	19			Yes	3	3	2	0
9	Nomination and remuneration committee	12-06-2024	13			Yes	3	3	2	0
10	Nomination and remuneration committee	25-06-2024	12			Yes	3	3	2	0
11	Nomination and remuneration committee	04-07-2024	8			Yes	3	3	2	0
12	Nomination and remuneration committee	01-08-2024	27			Yes	5	5	3	0

Annexure 1										
IV. Meeting of Committees										
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	Reson 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)
13	Nomination and remuneration committee	19-08-2024	17			Yes	5	5	3	0
14	Nomination and remuneration committee	12-09-2024	23			Yes	5	5	3	0
15	Nomination and remuneration committee	25-09-2024	12			Yes	5	5	3	0
16	Stakeholders Relationship Committee	23-05-2024				Yes	5	5	1	0
17	Stakeholders Relationship Committee	01-08-2024	69			Yes	5	5	2	0
18	Risk Management Committee	06-06-2024				Yes	5	5	3	0
19	Risk Management Committee	02-09-2024	87			Yes	7	7	4	0
20	Risk Management Committee	12-09-2024	9			Yes	7	7	4	0
21	Corporate Social Responsibility Committee	29-08-2024				Yes	6	6	2	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, the 2 RBI Add. Directors should not be taken into account for any calculation on composition.

Annexure 1			
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	

Annexure 1

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

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Swapnil Yelgaonkar
2	Designation	Company Secretary and Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III		
1	Name of signatory	Swapnil Yelgaonkar
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	Being a Banking Company, this disclosure is not applicable.

<table>
<tr><th colspan="3">Details of Cyber security incidence</th></tr>
<tr><td colspan="2">Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter</td><td>No</td></tr>
<tr><td colspan="2">Number of cyber security incidence or breaches or loss of data event occurred during the quarter</td><td></td></tr>
<tr><td>Sr.</td><td>Date of the event</td><td>Brief details of the event</td></tr>
</table>

Signatory Details	
Name of signatory	Swapnil Yelgaonkar
Designation of person	Company Secretary and Compliance Officer
Place	Thoothukudi
Date	17-10-2024