

## Corporate Governance Report

<b>General information about company</b>	
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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 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	Krishnan S	ABBPK7205M	07261965	Executive Director	Not Applicable	CEO-MD	26-05-1962
2	Mr	Ravindran S	AACPR4415L	09778966	Non-Executive - Independent Director	Not Applicable		10-05-1962
3	Mr	Niranjan Sankar A	ABHPN3056F	00084014	Non-Executive - Non Independent Director	Not Applicable		03-05-1974
4	Mr	Ashok S R	ACKPA0287D	07933713	Non-Executive - Non Independent Director	Not Applicable		24-07-1962
5	Mr	Asok Kumar P C G	AATPA2362G	05142860	Non-Executive - Non Independent Director	Not Applicable		07-07-1959
6	Mr	Nirranjan Kani D N	AAXPN1186B	00455352	Non-Executive - Non Independent Director	Not Applicable		14-03-1960
7	Mr	Prabakaran B	ADNPP1489Q	00209875	Non-Executive - Independent Director	Chairperson		08-07-1955
8	Mrs	Chiranjeevi Raj C	ADOPC8473E	08730382	Non-Executive - Independent Director	Not Applicable		20-03-1976

9	Mr	Ezhil Jothi S	AALPE4723F	07772888	Non-Executive - Independent Director	Not Applicable		21-06-1978
10	Mr	Nagarajan K	AAFPN1659P	02274426	Non-Executive - Independent Director	Not Applicable		13-09-1957
11	Mr	Vijayadurai B	ABPPV7995P	07403509	Non-Executive - Independent Director	Not Applicable		06-04-1974
12	Mr	Suresh Kumar S B	AHCPS2589R	08914364	Non-Executive - Nominee Director	Not Applicable		11-05-1962
13	Mr	Ram Kumar C S	ACEPR1053Q	09777115	Non-Executive - Nominee Director	Not Applicable		20-05-1966
14	Mr	Sridharan S	ABQPS2014M	07205781	Non-Executive - Independent Director	Not Applicable		16-12-1955

**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		04-09-2022				1	0	1	0			
2	NA		03-08-2023	03-08-2023	31-03-2024	7.28	2	2	5	3	Others		
3	NA		28-10-2020				1	0	1	1			
4	NA		28-10-2017				1	0	1	0			
5	NA		29-02-2016		31-01-2024		1	0	1	0	Others		
6	NA		28-10-2017				1	0	1	0			
7	NA		03-08-2021	03-08-2021		31.28	1	1	0	0			
8	NA		16-07-2021	16-07-2021		32.16	1	1	1	1			
9	NA		16-07-2021	16-07-2021		32.16	1	1	0	0			

10	NA		19-01-2018	19-01-2023	28-02-2024	73.9	1	1	1	0	Tenure Completion		
11	NA		19-01-2018	19-01-2023	28-02-2024	73.9	2	2	4	1	Tenure Completion		
12	NA		11-09-2020				1	0	1	0			
13	NA		04-10-2022				1	0	1	0			
14	NA		27-02-2024	27-02-2024		1.04	1	1	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.

<b>Audit Committee Details</b>							
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	28-02-2024	Textual Information(1)
3	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022	28-02-2024	Textual Information(2)
4	08914364	Suresh Kumar S B	Non-Executive - Nominee Director	Member	11-09-2020		
5	09777115	Ram Kumar C S	Non-Executive - Nominee Director	Member	04-10-2022		
6	07205781	Sridharan S	Non-Executive - Independent Director	Member	15-03-2024		
7	07772888	Ezhil Jothi S	Non-Executive - Independent Director	Member	15-03-2024		



**Sr Text Block**

Textual Information(1)	Thiru.K.Nagarajan (DIN:02274426), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013
Textual Information(2)	Thiru. B.Vijayadurai (DIN:07403509), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013

<b>Nomination and remuneration committee</b>							
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	Member	10-06-2022	28-02-2024	Textual Information(1)
2	00084014	Niranjana Sankar A	Non-Executive - Non Independent Director	Member	10-06-2022		
3	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022	28-02-2024	Textual Information(2)
4	07772888	Ezhil Jothi S	Non-Executive - Independent Director	Chairperson	14-10-2022		Textual Information(3)
5	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Member	14-10-2022		

**Sr Text Block**

Textual Information(1)	Thiru.K.Nagarajan (DIN:02274426), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013
Textual Information(2)	Thiru. B.Vijayadurai (DIN:07403509), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013
Textual Information(3)	The Board of Directors in their meeting held on 15.03.2024, reconstituted the Committees of the Board and desgnated Smt.S Ezhil Jothi, as the Chairperson of the Nomination and Remuneration Committee of the Board

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	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	05142860	Asok Kumar P C G	Non-Executive - Non Independent Director	Member	10-06-2022	31-01-2024	Textual Information(1)
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	28-02-2024	Textual Information(2)
7	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Member	15-03-2024		

**Sr Text Block**

Textual Information(1)	Shri P.C.G. Asok Kumar (DIN: 05142860), Non- Executive Director of the Bank vide his e-mail dated January 31, 2024, tendered his resignation due to certain compelling reasons.
Textual Information(2)	Thiru. B.Vijayadurai (DIN:07403509), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013

<b>Risk Management Committee</b>							
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	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022	28-02-2024	Textual Information(1)
2	09778966	Ravindran S	Non-Executive - Independent Director	Member	03-08-2023	31-03-2024	Textual Information(2)
3	07261965	Krishnan S	Executive Director	Member	04-09-2022		
4	09777115	Ram Kumar C S	Non-Executive - Nominee Director	Member	04-10-2022		
5	02274426	Nagarajan K	Non-Executive - Independent Director	Member	10-06-2022	28-02-2024	Textual Information(3)
6	00209875	Prabakaran B	Non-Executive - Independent Director	Member	10-06-2022		
7	07205781	Sridharan S	Non-Executive - Independent Director	Chairperson	15-03-2024		Textual Information(4)
8	08730382	Chiranjeevi Raj C	Non-Executive - Independent Director	Member	15-03-2024		

**Sr Text Block**

Textual Information(1)	Thiru. B.Vijayadurai (DIN:07403509), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013
Textual Information(2)	Shri.S.Ravindran (DIN: 09778966) has tendered his resignation vide e-mail dated March 08, 2024, as Non- Executive Independent Director of the Bank, due to his professional commitments, with effect from March 31, 2024.
Textual Information(3)	Thiru.K.Nagarajan (DIN:02274426), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013
Textual Information(4)	The Board of Directors in their meeting held on 15.03.2024, reconstituted the Committees of the Board and desgated Shri.S Sridharan, as the Chairperson of the Risk Management Committee of the Board

<b>Corporate Social Responsibility Committee</b>							
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	Nirranjan Sankar A	Non-Executive - Non Independent Director	Chairperson	10-06-2022		Textual Information(1)
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	Prabaharan B	Non-Executive - Independent Director	Member	10-06-2022		
6	07403509	Vijayadurai B	Non-Executive - Independent Director	Member	10-06-2022	28-02-2024	Textual Information(2)



**Sr Text Block**

Textual Information(1)	The Board of Directors in their meeting held on 15.03.2024, reconstituted the Committees of the Board and designated Shri.A Niranjan Sankar, as the Chairperson of the Corporate Social Responsibility Committee of the Board
Textual Information(2)	Thiru. B.Vijayadurai (DIN:07403509), NonExecutive, Independent Director of the Bank, has retired from the Board of the Bank, with effect from the close of business hours on February 28, 2024, upon completion of his tenure, pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 and Section 149(11) of the Companies Act, 2013

**Other Committee**

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

### Annexure 1

#### 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	07-10-2023				Yes	13	13	6
2	27-10-2023		19		Yes	13	12	5
3	28-10-2023		0		Yes	13	13	6
4	22-11-2023		24		Yes	13	13	6
5	01-12-2023		8		Yes	13	13	6
6		03-01-2024	32		Yes	13	11	5
7		22-01-2024	18		Yes	13	12	6
8		08-02-2024	16		Yes	12	12	6
9		27-02-2024	18		Yes	12	12	6
10		15-03-2024	16		Yes	11	11	5
11		28-03-2024	12		Yes	11	10	4

## Annexure 1

### 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	20-10-2023				Yes	5	5	3	0
2	Audit Committee	27-10-2023	6			Yes	5	5	3	0
3	Audit Committee	06-11-2023	9			Yes	5	5	3	0
4	Audit Committee	23-11-2023	16			Yes	5	5	3	0
5	Audit Committee	02-12-2023	8			Yes	5	5	3	0
6	Audit Committee	22-12-2023	19			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	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)
7	Audit Committee	29-12-2023	6			Yes	5	5	3	0
8	Audit Committee	06-01-2024	7			Yes	5	5	3	0
9	Audit Committee	22-01-2024	15			Yes	5	5	3	0
10	Audit Committee	17-02-2024	25			Yes	5	5	3	0
11	Audit Committee	28-02-2024	10			Yes	5	5	3	0
12	Audit Committee	26-03-2024	26			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	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)
13	Nomination and remuneration committee	06-10-2023				Yes	5	5	4	0
14	Nomination and remuneration committee	28-10-2023	21			Yes	5	5	4	0
15	Nomination and remuneration committee	02-11-2023	4			Yes	5	5	4	0
16	Nomination and remuneration committee	15-11-2023	12			Yes	5	5	4	0
17	Nomination and remuneration committee	16-11-2023	0			Yes	5	5	4	0

18	Nomination and remuneration committee	01-12-2023	14			Yes	5	5	4	0
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## 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	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)
19	Nomination and remuneration committee	22-01-2024	51			Yes	5	4	4	0
20	Nomination and remuneration committee	08-02-2024	16			Yes	5	5	4	0
21	Nomination and remuneration committee	27-02-2024	18			Yes	5	5	4	0
22	Nomination and remuneration committee	28-03-2024	29			Yes	3	3	2	0
23	Stakeholders Relationship Committee	16-12-2023				Yes	6	5	1	0
24	Stakeholders Relationship	26-02-2024	71			Yes	5	5	1	0



	Committee									
25	Risk Management Committee	07-11-2023				Yes	6	5	3	0
26	Risk Management Committee	02-01-2024	55			Yes	6	5	3	0
27	Risk Management Committee	08-02-2024	36			Yes	6	6	4	0
28	Risk Management Committee	27-02-2024	18			Yes	6	6	4	0
29	Risk Management Committee	26-03-2024	27			Yes	6	5	4	0
30	Corporate Social Responsibility Committee	30-11-2023				Yes	6	6	2	0
31	Corporate Social Responsibility Committee	07-02-2024	68			Yes	6	6	2	0
32	Corporate Social Responsibility Committee	15-03-2024	36			Yes	5	5	1	0
33	Corporate Social Responsibility Committee	28-03-2024	12			Yes	5	5	1	0

**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	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		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
3	Composition of various committees of board of directors	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>

11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
12	Financial results	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
13	Shareholding pattern	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>

## 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
15.1	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		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>

24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://tmb.in/pages/Disclosure-as-per-Regulation">https://tmb.in/pages/Disclosure-as-per-Regulation</a>



## Annexure II

### 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(1C), 17(1D) & 17(1E)	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	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	No	No related party transaction happened during the year
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Swapnil Yelgaonkar
2	Designation	Compliance Officer

## Annexure II

### 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	No
	Any other information to be provided	

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Swapnil Yelgaonkar
2	Designation	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.

**Details of Cyber security incidence**

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

No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of  
the event

### Signatory Details

Name of signatory	Swapnil Yelgaonkar
Designation of person	Compliance Officer
Place	Thoothukudi
Date	17-04-2024