

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65110TN1921PLC001908

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT5558K

(ii) (a) Name of the company

TAMILNAD MERCANTILE BANK

(b) Registered office address

57,VICTORIA EXTENSION ROAD
THOOTHUKUDI
Tamil Nadu
628002
India

(c) *e-mail ID of the company

mdoffice@tmbank.in

(d) *Telephone number with STD code

04612321932

(e) Website

www.tmb.in

(iii) Date of Incorporation

11/05/1921

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange	1,024
2	BSE	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 05/09/2023

(b) Due date of AGM 08/09/2023

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	280,000,000	158,351,454	158,351,454	158,351,454
Total amount of equity shares (in Rupees)	2,800,000,000	1,583,514,540	1,583,514,540	1,583,514,540

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares of Rs.10 each				
Number of equity shares	280,000,000	158,351,454	158,351,454	158,351,454
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,800,000,000	1,583,514,540	1,583,514,540	1,583,514,540

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	80,119,101	62,392,353	142511454	1,425,114,5	1,425,114,5	

Increase during the year	0	18,759,345	18759345	158,400,000	158,400,000	0
i. Public Issues	0	15,840,000	15840000	158,400,000	158,400,000	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		2,919,345	2919345			
Dematerialization						
Decrease during the year	2,919,345	0	2919345	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	2,919,345		2919345			
Dematerialization						
At the end of the year	77,199,756	81,151,698	158351454	1,583,514,5	1,583,514,5	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE668A01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

40,810,417,979.55

(ii) Net worth of the Company

69,283,455,341.11

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	101,246,788	63.94	0	
	(ii) Non-resident Indian (NRI)	1,866,076	1.18	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	7,267,179	4.59	0	
4.	Banks	0	0	0	
5.	Financial institutions	690,650	0.44	0	
6.	Foreign institutional investors	343,288	0.22	0	
7.	Mutual funds	18,310	0.01	0	

8.	Venture capital	1,144,812	0.72	0	
9.	Body corporate (not mentioned above)	43,656,875	27.57	0	
10.	Others IEPF, Trust ,Clearing member	2,117,476	1.34	0	
	Total	158,351,454	100.01	0	0

Total number of shareholders (other than promoters)

96,007

**Total number of shareholders (Promoters+Public/
Other than promoters)**

96,007

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	22,205	96,007
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	9	1	10	0	1.81
(i) Non-Independent	1	4	1	4	0	1.78
(ii) Independent	0	5	0	6	0	0.03
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0

(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	11	1	12	0	1.81

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NIRANJAN SANKAR AI	00084014	Director	84,978	
BALAKRISHNAN PRAB	00209875	Director	14,523	
DHANUSHKODI NITHY	00455352	Director	1,056,005	
NAGARAJAN KANDAV	02274426	Director	10,514	
ASOK KUMAR PERIYA	05142860	Director	1,628,829	
BIDALUR SEETHARAM	06965816	Director	0	30/07/2023
SANKARASUBRAMAN	07261965	Managing Director	0	
BALASUBRAMANIAN V	07403509	Director	14,023	
SHIVAVEL EZHIL JOTH	07772888	Director	1,604	
PUDUR ANANTHANAR	AFMPA8971P	CFO	0	
SHANMUGAM RAJEND	07933713	Director	47,987	
CHANDRASEKARAN C	08730382	Director	0	
SUBRAMANIAM BABU	08914364	Nominee director	0	
CHITTUR SUBRAMANI	09777115	Nominee director	0	
PRAKASH CHANDRA F	AQXPP3171E	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
BIDALUR SEETHARAM	06965816	Director	09/06/2022	Appointment
NIRANJAN SANKAR AI	00084014	Director	09/06/2022	Retired by rotation and re-appointed
RAMA MOORTHY KUM	07034994	Managing Director	03/09/2022	Retired
SANKARASUBRAMAN	07261965	Managing Director	04/09/2022	Appointment
GOPAL NATARAJAN	08268954	Nominee director	03/10/2022	Retired
CHITTUR SUBRAMANI	09777115	Nominee director	04/10/2022	Appointment
NAGARAJAN KANDAV	02274426	Director	19/01/2023	2nd Term Reappointment of Ind Dir
BALASUBRAMANIAN V	07403509	Director	19/01/2023	2nd Term Reappointment of Ind Dir

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/06/2022	22,332	83	0.37

B. BOARD MEETINGS

*Number of meetings held

30

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2022	12	12	100
2	16/04/2022	12	12	100
3	17/04/2022	12	12	100
4	29/04/2022	12	12	100
5	06/05/2022	12	12	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	11/05/2022	12	12	100
7	28/05/2022	12	12	100
8	10/06/2022	13	12	92.31
9	29/06/2022	13	13	100
10	21/07/2022	13	12	92.31
11	03/08/2022	13	13	100
12	18/08/2022	13	13	100

C. COMMITTEE MEETINGS

Number of meetings held

75

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/04/2022	5	4	80
2	Audit Committee	29/04/2022	5	5	100
3	Audit Committee	06/05/2022	5	5	100
4	Audit Committee	28/06/2022	6	6	100
5	Audit Committee	03/08/2022	6	6	100
6	Audit Committee	15/10/2022	6	4	66.67
7	Audit Committee	27/10/2022	6	6	100
8	Audit Committee	04/11/2022	6	6	100
9	Audit Committee	17/12/2022	6	6	100
10	Audit Committee	28/12/2022	6	6	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	05/09/2023
								(Y/N/NA)
1	NIRANJAN SA	30	30	100	29	29	100	Yes
2	BALAKRISHN	30	29	96.67	18	18	100	Yes
3	DHANUSHKO	30	30	100	35	35	100	Yes
4	NAGARAJAN	30	30	100	44	44	100	Yes
5	ASOK KUMAF	30	28	93.33	27	26	96.3	Yes
6	BIDALUR SEE	23	23	100	31	30	96.77	Yes
7	SANKARASUI	14	14	100	33	33	100	Yes
8	BALASUBRAM	30	30	100	59	59	100	Yes
9	SHIVAVEL EZ	30	29	96.67	12	12	100	Yes
10	SHANMUGAM	30	30	100	36	36	100	Yes
11	CHANDRASE	30	27	90	24	24	100	Yes
12	SUBRAMANIA	30	30	100	23	22	95.65	Yes
13	CHITTUR SUE	10	9	90	15	14	93.33	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANKARASUBRAM	Managing Direct	3,086,270	0	0	343,291	3,429,561
2	K.V.RAMAMOORTI	Managing Direct	1,990,240	0	0	6,043,494	8,033,734
	Total		5,076,510	0	0	6,386,785	11,463,295

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PUDUR ANANTHA	CFO(KMP)	2,400,000			204,000	2,604,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	PRAKASH CHANDI	Company Secre	2,540,595	0	0	280,488	2,821,083
	Total		4,940,595	0	0	484,488	5,425,083

Number of other directors whose remuneration details to be entered

13

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NIRANJAN SANKA	Director	0			2,225,000	2,225,000
2	ASOK KUMAR PER	Director	0			2,050,000	2,050,000
3	SHANMUGAM RAJ	Director	0			2,400,000	2,400,000
4	DHANUSHKODI NI	Director	0			2,375,000	2,375,000
5	CHANDRASEKARA	Independent Dir	0			1,950,000	1,950,000
6	SHIVAVEL EZHIL J	Independent Dir	0			1,750,000	1,750,000
7	BALASUBRAMANI	Independent Dir	0			2,975,000	2,975,000
8	NAGARAJAN KANT	Independent Dir	0			2,600,000	2,600,000
9	BALAKRISHNAN P	Independent Dir	0			1,900,000	1,900,000
10	BIDALUR SEETHAI	Independent Dir	0			1,900,000	1,900,000
11	SUBRAMANIAM B	Additional Direct	0			1,600,000	1,600,000
12	CHITTUR SUBRAM	Additional Direct	0			0	0
13	GOPAL NATARAJA	Director	0			1,225,000	1,225,000
	Total		4,545,000	0	0	24,950,000	29,495,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

2

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
TAMILNAD MERC	Reserve Bank of Ir	24/03/2023	Penalty charged by	₹22,900/-	The penalty was paid
TAMILNAD MERC	Reserve Bank of Ir	26/12/2022	RBI Scheme of pen	₹10,70,000/-	The penalty was paid

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

KRISHNAN S
Digitally signed by KRISHNAN S
DN: cn=KRISHNAN S, o=, ou=, email=KRISHNAN.S@, c=IN

DIN of the director

07261965

To be digitally signed by

PRAKASH CHANDRA PANDA
Digitally signed by PRAKASH CHANDRA PANDA
Date: 2023.10.18 13:26:35 +05'30'

Company Secretary

Company secretary in practice

Membership number

22585

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8_TMB.pdf
Meeting and Attendance.pdf
Transmission Register 31032023.pdf
Change in Composition of Board of Directo

Remove attachment

Modify

Check Form

Prescutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company