

the houses were in bad shape, officials planned to repair only 30% of 100 houses in the colony. Besides repairing the houses and re-laying roads inside the samathuvapuram, individual patta for the houses should be given to the dwellers, they said.

Residents through Thoothukudi Collectorate on Monday demanding repair of their houses. ■ N. RAJESH

Led by Rev. Fr. Vincent, parish priest, Tharuvaiikulam, and village panchayat president Kaadodi, a group of villagers submitted a petition to the Collector seeking stationing of an ambulance

in the hamlet housing 2,500 families with over 10,000 people.

As the fishermen getting injured during fishing had to be rushed to the hospital, an ambulance should be sta-

Atsarkulam near Sivakumdam submitted petition seeking the closure of the recently started stone quarry. Since the explosives being detonated had caused cracks in houses and the dust had affected the lands, mining of stone should be banned in this quarry, they said.

**TMB**

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Mercantile  
Bank Ltd

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### NOTICE OF CANDIDATURE OF DIRECTOR AT THE 100<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that pursuant to the provisions of Section 160 of Companies Act, 2013, the bank has received notice signifying candidature of the following person for appointment as Independent Director of the Bank, subsequent to the notice dated May 06, 2022, convening the 98<sup>th</sup>, 99<sup>th</sup> and 100<sup>th</sup> Annual General Meetings, to be taken up at the 100<sup>th</sup> Annual General Meeting of the Bank to be held on Thursday, the 9<sup>th</sup> June, 2022 at 12.30 p.m. IST or at the conclusion of the 99<sup>th</sup> Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.

1 (one) candidate is contesting for 1 (one) vacancy. The candidate is not prima facie disqualified to be the Director of the Bank in terms of the RBI directives regarding 'fit and proper' criteria for appointment of Director. He has confirmed his eligibility and has given his consent for appointment as an Independent Director. The members with a view to fill up 1 (one) vacancy are required to elect the candidate in the following resolution to be proposed at the AGM:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made there under (the "Act"), Section 10A(2A) and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (the "RBI"), in this regard, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Tamilnad Mercantile Bank Limited (the "Bank") and pursuant to the recommendation of the Nomination and Remuneration Committee of the Bank, Thiru. B.S.Keshava Murthy (DIN: 06965816), whose first term as an Independent Director of the Bank expired on January 28, 2019 and who meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and who is eligible to be appointed as an Independent Director of the Bank, and in respect of whom the Bank has received a notice in writing proposing his candidature for the office of Director in terms of Section 160 of the Act, be and is hereby appointed as an Independent Director of the Bank for his second term, with effect from June 9, 2022 upto February 28, 2024 (both days inclusive) on the existing terms and conditions of appointment as applicable to other Independent Directors of the Bank and who shall not be liable to retire by rotation, in terms of Section 149(13) of the Act."

For Tamilnad Mercantile Bank Limited

Sd/-

Thoothukudi  
May 30, 2022

Prakash Chandra Panda  
Company Secretary

**NOTE:**

This notice should be read in conjunction with the notice and the explanatory statement of the 100<sup>th</sup> Annual General Meeting (along with the notices of the other two AGMs to be held together) dated May 06, 2022 sent to the members earlier.

#### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The total Board strength is 11 Directors as per Articles of Association of the Bank. The present composition of the Board is 10 Directors (excluding two RBI nominees) out of which one of the Directors is the Managing Director & CEO, 5 are Independent Directors and 4 are Non-executive Directors of the Bank. One more Independent Director is required to be appointed for one vacancy as per the provisions of Section 149 of the Companies Act, 2013 to comply the Banking Regulation Act, 1949.

Based on the credentials submitted by the candidate, the Nomination and Remuneration Committee (the "Committee") has assessed the due diligence of fit and proper norms and recommended to the members for their approval.

The brief details of the proposed candidate are as follows:

**Thiru. B.S.Keshava Murthy** (aged 67 years) is an ex-director of the Bank. He does not hold any share in the bank. He is a retired bank executive having 38 years of banking experience and his qualifications are M.Sc. and CAIIB (Part 1). He has given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. In the opinion of the Committee, Thiru B.S.Keshava Murthy can be considered both under the 'Independent' category as well as the 'majority sector' category. None of the directors, key managerial persons of the Bank or their relatives is concerned or interested in the proposed resolution. As per the provisions of Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a company, and he shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the company.

Further, no Independent Director shall hold office for more than two terms of five consecutive years each. However, in case of banking companies, which are governed under the provisions of Section 10A (2A) of the Banking Regulation Act, 1949, the overall tenure of a Non-Executive Director is restricted for a period of eight consecutive years.

Thiru. B.S.Keshava Murthy was appointed as an Independent Director of the Bank on February 29, 2016 for a period of three (3) years and subsequently appointed as an Additional Director from February 04, 2019 to October 28, 2020 and as Director from October 28, 2020 to August 17, 2021.

The Committee at its meeting held on May 27, 2022 assessed the eligibility of Thiru. B.S.Keshava Murthy under 'fit and proper' norms for his second term, as an Independent Director of the Bank, from June 9, 2022 upto February 28, 2024 (both days inclusive), being the period up to which he can continue as a Director of the Bank, under the provisions of section 10A (2A) of the Banking Regulation Act, 1949 and recommended for the approval of the Members of the Bank, by means of a Special Resolution.

**Brief instruction regarding remote e-voting and e-voting at the Annual General Meeting are available in the Bank's website <https://www.tmb.in/annual-general-meetings.aspx>.**

For Tamilnad Mercantile Bank Limited

Sd/-

Thoothukudi  
May 30, 2022

Prakash Chandra Panda  
Company Secretary