

NOTICE

NOTICE is hereby given that the First Annual General Meeting ("AGM") of The Members of TATA MEDICAL AND DIAGNOSTICS LIMITED (the "Company") will be held on Tuesday, July 6, 2021 at 4:30 pm (IST) at shorter notice through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial period ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, (ICAI Firm Registration No. 003990S / S200018), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of this, the 1st Annual General Meeting (AGM) of the Company till the conclusion of the 6th AGM of the Company to be held in 2026 to examine and audit the accounts of the Company at Mumbai and the divisions, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER that the Board of Directors and any of the Key Managerial Personnel of the Company, be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

3. Appointment of Mr. Banmali Agrawala as a Director

To consider and, if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Banmali Agrawala (DIN 00120029), who was the First Director of the Company under Article 82 of the Articles of Association of the Company with effect from July 23, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of provisions of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and who is eligible for appointment and has consented to act as a Director of the Company and in

respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER that the Board of Directors and any of the Key Managerial Personnel of the Company, be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

4. Appointment of Mr. Kanwar Rameshwar Singh Jamwal as a Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Kanwar Rameshwar Singh Jamwal (DIN 03129908), who was appointed by the Board of Directors, as an Additional Director of the Company effective from December 1, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 64 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER that the Board of Directors and any of the Key Managerial Personnel of the Company, be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

5. Appointment of Ms. Roopa Purushothaman as a Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Roopa Purushothaman (DIN 02846868), who was appointed by the Board of Directors, as an Additional Director of the Company effective from October 5, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 64 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER that the Board of Directors and any of the Key Managerial Personnel of the Company, be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

6. Appointment of Ms. Terri Bresenham as a Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Terri Bresenham (DIN 09111500), who was appointed by the Board of Directors, as an Additional Director of the Company effective from March 23, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 64 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER that the Board of Directors and any of the Key Managerial Personnel of the Company, be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

7. Ratification for holding an office or place of profit under Section 188(1)(f) and (3) of the Companies Act, 2013 by Mr. Girish Krishnamurthy for the period October 31, 2020 to November 30, 2020

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

"RESOLVED that pursuant to the provisions of Clause (f) of Sub Section (1) and Sub Section (3) of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant Rules made under the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be required in this respect, the Company be and is hereby ratified the appointment of Mr. Girish Krishnamurthy (DIN 00528186), Director, to hold an Office or Place of Profit in the Company at an aggregate remuneration of Rs.2,50,00,000 (Rupees Two Crore Fifty Lakh Only) per annum at a pro-rata basis for the period from October 31, 2020 to November 30, 2020, on such terms and conditions as mentioned in the explanatory statement to this Notice at item no. 7.

RESOLVED FURTHER that the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to file any forms, returns etc., in the Office of Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary, proper, expedient or desirable to settle any questions, difficulties or doubts that may arise in this regard and to execute all necessary documents, applications, returns and writings as may be incidental and ancillary thereto to execute and give effect to this resolution."

8. Appointment of Mr. Girish Krishnamurthy as Chief Executive Officer and Managing Director (CEO & MD)

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Mr. Girish

Krishnamurthy (DIN 00528186) who was the First Director of the Company under Article 82 of the Articles of Association of the Company and was designated as Chief Executive Officer and Managing Director (CEO & MD) by the Board of Directors, with effect from December 1, 2020 and who holds office upto the date of this Annual General Meeting of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as "Chief Executive Officer and Managing Director" (CEO & MD) of the Company for a period of five years with effect from December 1, 2020 to November 30, 2025, upon the terms and conditions of appointment as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to hereinafter include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

9. Payment of remuneration to Mr. Girish Krishnamurthy as Chief Executive Officer and Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the payment of remuneration to Mr. Girish Krishnamurthy (DIN 00528186), as the Chief Executive Officer and Managing Director (CEO & MD) of the Company for a period of three years with effect from December 1, 2020 to November 30, 2023 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Girish Krishnamurthy."

"RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to hereinafter include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do any acts, deeds and things incidental and ancillary in nature to execute and give effect to this resolution."

10. To give loans, inter corporate deposits, give guarantees or provide security(s) in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any Circulars and Notifications etc. and the statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of

the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

(a) give loans and/or inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;

(b) give on behalf of any person and/ or body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and

(c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs.200 Crore, (Rupees Two Hundred Crore Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its Paid-up Share Capital, Free Reserves and Securities Premium Account or One Hundred Per Cent of its Free Reserves and Securities Premium Account, whichever is more.

"RESOLVED FURTHER that the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same".

"RESOLVED FURTHER that the Board be and is hereby authorised to file necessary returns/forms with the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company, to execute and give effect to this resolution."

Registered Office:

Army & Navy Building, 148, M G Road
Opposite Kala Ghoda, Fort
Mumbai City MH 400001 INDIA
Tel No.: +91 022- 66657627
Email : Kaushik.biswas@tatamd.com
Website: www.tatamd.com
CIN:U33100MH2020PLC342509
Mumbai, June 29, 2021

For and on behalf of the Board of Directors

Kaushik Biswas
Head Legal, Corporate Affairs and Company Secretary
ACS 14240

NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In

compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Tuesday, July 6, 2021 at 4:30 pm (IST). The deemed venue for the 1st AGM will be the Registered Office of the Company i.e. Army & Navy Building, 148, M G Road Opposite Kala Ghoda, Fort, Mumbai Maharashtra 400001 INDIA

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM are requested to send a certified copy of the Board Resolution to the Company Secretary by e-mail at Kaushik.biswas@tatamd.com.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 10 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No(s). 3 to 10 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this AGM are also enclosed as Annexure I. Requisite declarations have been received from Director/s for seeking re-appointment.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

8. In line with the MCA Circular dated May 5, 2020 and January 13, 2021, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.

9. Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company officials at Kaushik.biswas@tatamd.com.

10. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote by e-mail at Kaushik.biswas@tatamd.com

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to the Company Secretary at Kaushik.biswas@tatamd.com, quoting their folio no.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, copy enclosed as Annexure II. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to the Company at Kaushik.biswas@tatamd.com quoting your folio no.

13. The format of the Register of Members prescribed by the MCA under the Act requires the Company to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit the filled in form to the Company at its Registered Office address at Army & Navy Building, 148, M G Road Opposite Kala Ghoda, Fort, Mumbai Maharashtra 400001 INDIA in physical mode, after restoring normalcy or in electronic mode at Kaushik.biswas@tatamd.com, as per instructions mentioned in the form.

14. During the 1st AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by writing to the Company on Kaushik.biswas@tatamd.com

15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to the Company Secretary at Kaushik.biswas@tatamd.com up to the conclusion of this Meeting.

16. Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the AGM at Kaushik.biswas@tatamd.com

17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible.

18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with the Company in case the shares are held by them in physical form.

19. **Process for registering email addresses to receive this Notice of AGM and Annual Report electronically:**

Registration of e-mail address permanently with Company: Members are requested to register the same with the Company, in respect of physical holding, by writing to them at Kaushik.biswas@tatamd.com. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with the Company to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

Registered Office:

Army & Navy Building, 148, M G Road
Opposite Kala Ghoda, Fort
Mumbai City MH 400001 INDIA
Tel No.: +91 022- 66657627
Email : Kaushik.biswas@tatamd.com
Website: www.tatamd.com
CIN:U33100MH2020PLC342509
Mumbai, June 29, 2021

For and on behalf of the Board of Directors

Kaushik Biswas
Head Legal, Corporate Affairs and Company Secretary
ACS 14240

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item Nos. 2 to 10.

Item No. 2:

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, Mumbai (Firm Registration Number 003990S / S200018), were appointed as the First Statutory Auditors of the Company from the date of incorporation i.e. July 23, 2020 till conclusion of first AGM of the Company. Accordingly, their term is expiring at this ensuing 1st Annual General Meeting.

The Board of Directors of the Company ('the Board') recommends the proposal, for the approval of the Members, the appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants, Mumbai (Firm Registration Number 003990S / S200018) as Statutory Auditors, for a period of 5 years, to hold office from the conclusion of 1st Annual General Meeting until the conclusion of 6th Annual General Meeting at such remuneration as may be mutually agreed between the Board and the Auditors.

The Company has received consent from M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants under Sections 139 and 141 of the Companies Act, 2013 confirming their eligibility to be appointed as Statutory Auditors of the Company.

The Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The Board recommends the Resolution at Item No. 2 with respect to an appointment of M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants as Statutory Auditors of the Company for a term of five years for the approval of Members by Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 2 of the Notice.

Item No. 3:

Mr. Banmali Agrawala (DIN 00120029), was the First Director of the Company under the provisions of the Articles of Association of the Company with effect from July 23, 2020 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Brief profile of Mr. Banmali Agrawala as follows;

Mr. Banmali Agrawala joined Tata Sons Private Limited as the President, Infrastructure, Defence & Aerospace in October 2017, in his second tenure with the Indian conglomerate. In his earlier role, at GE, he was President and CEO - South Asia, where he was responsible for the American multinational corporation's operations in the South Asia region. Prior to GE, he was Executive Director (Business Development & Strategy) and a member of the Board of Tata Power.

A veteran in the Energy domain, Mr. Agrawala has over 30 years of global experience. He started his career with the Wartsila Group, a Finnish manufacturing and services company, where he spent over 20 years, both in India and in Finland. At the time of leaving the Wartsila Group, he was the Managing Director of Wartsila India Ltd, the Global head of the Bio Power Industries and a member of the Global Power Plant Management Board.

In the Tata Group, Mr. Agrawala is the Chairman of companies like Tata Projects, Tata Housing Development Company, Tata Realty and Infrastructure Ltd., Air Asia (India) Ltd. and is on the Board of Tata Power and Tata Advanced Systems Limited.

An active member of the Confederation of Indian Industries (CII), Mr. Agrawala has held several official positions within the CII such as Chairman of the Western Regional Council, and currently is also a Member of the CII's National Council. He is a member of the Board of Directors of the US - India Business Council (USIBC) and Pratham Education Foundation.

Mr. Agrawala is a Mechanical Engineering graduate from Mangalore University and an alumnus of the Advanced Management Programme of Harvard Business School.

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for the approval of the Members by Ordinary Resolution.

Except Mr. Agrawala and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolution set out at Item No. 3 of the Notice.

Item No. 4

The Board of Directors appointed Mr. Kanwar Rameshwar Singh Jamwal (DIN 03129908) as an Additional Director of the Company with effect from December 1, 2020. Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, he holds office up to the date of this AGM and is eligible to be appointed as Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

The brief profile of Mr. Jamwal is as follows;

Mr. Jamwal is on the Board of Tata Companies such as Tata UniStore, which owns Tata CLiQ, a one-of-a-kind leading multi-brand e-retail platform; Tata SmartFoodz, a foodtech company offering delicious ready foods using proprietary technology (where he serves as Director and Chairman of the Board); Inzpera Health sciences, a health sciences company that markets palatable and efficacious therapeutic products (where he serves as Director and Chairman of the Board); and Tata Medical & Diagnostics, a leading-edge healthcare solutions provider (where he serves as Additional Director). He is also a member on the board of the overseas subsidiary of Tata Industries — Qubit Investments Pte (Singapore). He represents Qubit on the boards of: Flisom AG, which manufactures flexible, lightweight solar modules at market-comparable efficiency and costs; i3 Equity Partners, a Tel Aviv based technology incubator in IoT (Internet of Things) and industrial IoT; and SDX Partners LLC, USA, which provides seed funding to student-initiated business ideas at the Massachusetts Institute of Technology, Boston.

Prior to joining Tata Industries, he served as Vice President, strategy, Group Corporate Centre, Tata Sons, supporting the then Group Chairman, Ratan Tata on special assignments such as the Investment Commission (2005-2009) and the US-India and UK-India CEO Forums.

Mr. Jamwal started his career with TAS (formerly known as Tata Administrative Services) in 1989. His initial assignments, such as with the Indian Hotels Company Ltd. (Taj Group of hotels), included

project management for setting up new hotels and flight catering units, with subsequent responsibilities relating to strategic planning and mergers and acquisitions. He holds a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad, where he was awarded the scholastic gold medal and the KV Srinivas Award for the best all-rounder. He holds a bachelor's degree in Technology in Petroleum Engineering from the Indian School of Mines, Dhanbad, and was awarded the scholastic gold medal and the best student shield.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for the approval of the Members by Ordinary Resolution.

Except Mr. Jamwal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

Item No. 5:

The Board of Directors appointed Ms. Roopa Purushothaman, (DIN 02846868), as an Additional Director of the Company with effect from October 5, 2020. Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, she holds office up to the date of this AGM and is eligible to be appointed as Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

The Brief profile of Ms. Purushothaman is as follows:

Ms. Roopa Purushothaman is the Chief Economist and head of Policy Advocacy at the Tata Group. She is the co-author of the book Bridgital Nation: Solving Technology's People Problem. Also a co-author of the path-breaking 2003 Goldman Sachs report, Dreaming with BRICS: The Path to 2050, she has contributed to a number of publications on globalization and development. Roopa is the founder of Avasara Leadership Institute. Ms. Purushothaman is a graduate of Yale University and the London School of Economics.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for the approval of the Members by Ordinary Resolution.

Except Ms. Purushothaman and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

Item No. 6:

The Board of Directors appointed Ms. Terri Bresenham, (DIN 09111500), as an Additional Director of the Company with effect from March 23, 2020. Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, she holds office up to the date of this AGM and is eligible to be appointed as Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

The brief profile of Ms. Terri Bresenham is as follows;

Ms. Bresenham is passionate about healthcare and global health issues and has devoted more than 30 years to the field. She started her career as a Clinical Chemist, joined GE as an "Edison Engineer" and progressed through Engineering and Product Management roles in Magnetic Resonance Imaging, Computed Tomography and Positron Emission Tomography. She also led GE's US

Women's Health business, and global businesses including GE Ultrasound and GE Molecular Imaging.

Prior to her CIO role at GE Healthcare, Ms. Bresenham served as President & CEO of GE Healthcare India, leading GE's vision of "Healthymagination" in India – an approach that aims to provide better healthcare for more people through solutions that bring costs down, increase access and improve the quality of healthcare.

Ms. Bresenham earned her master's degree in Biomedical Engineering from the University of Texas, and her bachelor's in Medical Technology from the University of Tennessee. She is a Board Member of several Healthcare Organizations and is active in community-based health projects.

The Board recommends the Resolution at Item No. 6 of the accompanying Notice for the approval of the Members by Ordinary Resolution.

Except Ms. Bresenham and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 6 of this Notice.

Item No. 7

Tata Medical and Diagnostics Limited (the "Company") was incorporated on July 23, 2020 and had commenced its operations from September 2020. Mr. Krishnamurthy was functioning as First Director, in the non-executive capacity, of the Company under the provisions of the Articles of Association of the Company with effect from the date of incorporation of the Company i.e. July 23, 2020.

Under the Company's strategic business growth plans, to execute and discharge the managerial functions and to lead the executive management team pursuant to the scaling up and acceleration of the business operations of the Company, Mr. Girish Krishnamurthy (DIN 00528186) was employed by the Company in the position of Chief Executive Officer (CEO), with effect from October 31, 2020 post the employment transition within the TATA Group.

Further, Mr. Krishnamurthy has been elevated from the position of Director to the Chief Executive Officer and Managing Director ("CEO & MD") of the Company by the Board at its meeting held on December 1, 2020, effective from the same date, for a period of five years, subject to the approval of the Members pursuant to Section 196, 197, 204 and Schedule V of the Companies Act, 2013 (the "Act") and the relevant Rules made thereunder.

As Mr. Krishnamurthy, Non-Executive Director, received a salary of Rs.21,52,778 (Rupees Twenty One Lakh Fifty Two Thousand Seven Hundred Seventy Eight Only) at a pro-rata basis of an aggregate remuneration of Rs.2,50,00,000 (Rupees Two Crore Fifty Lakh Only) per annum, for the period from October 31, 2020 to November 30, 2020, from the Company, which exceeds the monthly remuneration prescribed under Rule 15(3)(b) of the MBP Rules i.e. Rs.2,50,000 (Rupees Two Lakh Fifty Thousand) and therefore constitutes the receipt of the remuneration over and above to which he was entitled as Director; by way of salary, fee, commission, perquisites, any rent-free accommodation etc., consequent to which his position as Director is inferred as deemed holding of an Office or Place of Profit of the Company under Section 188(1)(f) of the Act read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 (the "MBP Rules"), which was subject to the approvals of the Board of Directors and the Shareholders of the Company.

Brief profile of Mr. Krishnamurthy as follows:

Mr. Girish Krishnamurthy is on the Board of Tata Medical and Diagnostics Private Limited – where he currently serves as the Chief Executive Officer and Managing Director. Mr. Krishnamurthy is also

a Board member for Tata Indian Institute of Skills, a joint initiative between the Ministry of Skill Development and Entrepreneurship, Government of India, and Tata Indian Institute of Skills, a premiere institute that looks to propel India to the forefront of skill development and innovation through high-quality technical and vocational learning across sectors.

Prior to joining Tata Medical and Diagnostics, he was the Vice President of Tata Consultancy Services (2012 – 2020), where he spearheaded Healthcare Transformation championed through digital innovation. He was the CEO and Managing Director at Kaseya (2008 – 2012), a leading provider of IT and security management solutions where he was responsible for guiding the company's establishment and growth in the sub-continent.

Mr. Krishnamurthy also served as a Managing Director at Talisma (2005 – 2007), a leading Customer Relationship Management (CRM) software solutions provider, where he perfected Sales, Services, Marketing, and Operations APAC and served as a Practice Head at, KPMG, (2001 – 2005).

Mr. Krishnamurthy holds an MBA from the University of Texas, Dallas and is a graduate in Electrical Engineering and Mathematics from the University of Madras.

Mr. Krishnamurthy is recognized for his work and has won several awards along his journey. He has authored leading papers on technology and business strategies and has mentored several innovative start-up businesses across the world.

Pursuant to sub-section (3) of Section 188 of the Act, the Board has ratified the appointment of Mr. Krishnamurthy to an Office or Place of Profit for the period from October 31, 2020 to November 30, 2020, in its meeting held on April 28, 2021 on the terms and conditions given as follows:

Appointment:

A. Tenure of Appointment: from October 31, 2020 to November 30, 2020

B. Nature of Duties:

Mr. Krishnamurthy, Director and CEO shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company.

Remuneration:

Remuneration period: October 31, 2020 to November 30, 2020.

The total remuneration at an aggregate amount of Rs.2,50,00,000 (Rupees Two Crore Fifty Lakh Only) per annum at a pro-rata basis for the period from October 31, 2020 to November 30, 2020 as overall Cost to the Company.

Now the Board herewith proposes and recommends the appointment of Mr. Krishnamurthy, then a Non-Executive Director, to hold an Office or Place of Profit for the period from October 31, 2020 to November 30, 2020 on the terms and conditions as provided hereinabove for the consideration and ratification of the Shareholders of the Company by passing the Resolution set out at Item No. 7 of the Notice.

Except Mr. Krishnamurthy and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolution set out at Item Nos. 7 of the Notice.

Item No. 8 and 9

Mr. Girish Krishnamurthy, (DIN 00528186), was the First Director of the Company under the provisions of the Articles of Association of the Company with effect from July 23, 2020.

Mr. Krishnamurthy has been appointed as Chief Executive Officer and Managing Director ("CEO & MD") of the Company by the Board at its meeting held on December 1, 2020, for a period of five years from December 1, 2020 to November 30, 2025, subject to the approval of the Members and before the said position he was executing the function of Chief Executive Officer to discharge the managerial functions and leading the executive management team pursuant to the Company's strategic business growth plans for the period from October 31, 2020 to November 30, 2020, in the absence of Executive Director and was deemed as holding an Office or Place of Profit for the period from October 31, 2020 to November 30, 2020 and was ratified by the Board in its meeting held on April 28, 2021.

Being the First Director of the Company, he could hold office up to the date of this Annual General Meeting of the Company and is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Brief profile of Mr. Krishnamurthy may be referred at Item No. 7 of this Explanatory Statement of the Notice of the 1st AGM.

The remuneration of managerial personnel is governed by the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (hereinafter the "Act").

As the Tata Medical and Diagnostics Limited (the "Company") is a newly incorporated Company i.e. on July 23, 2020 and being in the nascent stage of operations, the Company may not have profits or its profits may be inadequate for the initial years to compensate and pay the remuneration to the managerial personnel (hereinafter the "Managerial Remuneration"), the said managerial remuneration needs to be paid in compliance with Sections II and III of Part II of Schedule V of the Act.

In compliance with the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act, the terms of appointment and remuneration of Mr. Girish Krishnamurthy, CEO & MD, managerial personnel, are now being placed before the Members for their approval.

The main terms and conditions of appointment of and payment of remuneration to Mr. Krishnamurthy (hereinafter referred to as "CEO & MD") are given below:

Appointment:**A. Tenure of Appointment:**

The appointment as CEO & MD is for a period of five years with effect from December 1, 2020 to November 30, 2025.

B. Nature of Duties:

The CEO & MD shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company, including performing duties as assigned to the CEO & MD from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

Remuneration:

A. **Remuneration period:** 3 years from December 1, 2020 to November 30, 2023.

Minimum Remuneration: as Company having no profit or inadequate profit

Remuneration of Rs.2,50,00,000 (Rupees Two Crore Fifty Lakh Only) per annum upto a maximum of Rs.4,00,00,000 (Rupees Four Crore Only) per annum including performance incentive pay, subject to the approval of the Board of Directors.

The Performance Incentive payable to the CEO & MD will be based on his performance as evaluated and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

B. Other terms of Appointment: The Board of Directors shall be authorized to decide the other terms of appointment.

Pursuant to Sections II and III of Part II of Schedule V of the Companies Act, 2013, the Board recommends the passing of Special Resolution at Item No. 9 for payment of remuneration to Mr. Krishnamurthy as CEO & MD.

This explanatory statement together with the accompanying Notice herewith should be treated as an abstract of the terms of appointment of Mr. Krishnamurthy, as CEO & MD of the Company under the first proviso of sub-section (4) of Section 196 read with Section 190 of the Companies Act, 2013

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of payment of remuneration to Mr. Krishnamurthy as CEO & MD of the Company is as follows;

General Information:

1. **Nature of Industry:** Healthcare
2. **Date of commencement of Commercial Production:** The Company started its commercial production in September 2020.
3. **In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus:** Date of commencement of activities is September 2020.
4. **Financial Performance based on given indicators:**

Particulars	Rs. Crore	
	FY 2020 – 21	Previous FY
Turnover	1.57	Not Applicable (NA)
Profit Before tax	(38.85)	NA
Profit After Tax	(28.82)	NA

5. **Foreign Investments or Collaborations, if any:** NIL

II. Information about the appointee:

1. **Background details:** Mr. Girish Krishnamurthy is a MBA graduate from the University of Texas, Dallas and is a graduate in Electrical Engineering and Mathematics from the University of Madras.

Prior to joining Tata Medical and Diagnostics, he was the Vice President of Tata Consultancy Services (2012 – 2020). He was the CEO and Managing Director at Kaseya (2008 – 2012), a leading provider of IT and security management solutions, where he was responsible for guiding the company's establishment and growth in the sub-continent.

Mr. Krishnamurthy served as Managing Director at Talisma (2005 – 2007), a leading Customer Relationship Management (CRM) software solutions provider, where he perfected Sales, Services, Marketing, and operations for, Talisma APAC and was responsible for Product Development and Product Management and served as a Practice Head at, KPMG, (2001 – 2005).

2. **Past remuneration:** Not applicable, as the reporting period under review is the first financial year of the Company.

3. **Recognition or award:** Please refer item no. 7 in the Explanatory Statement.

4. **Job Profile and his suitability:** Mr. Krishnamurthy is the CEO & MD and in-charge of the operations of the Company. Considering the overall exposure and experience of Mr. Krishnamurthy in the diversified areas and responsibilities shouldered by him, he is suitable for the position.

5. **Remuneration proposed:** As mentioned above in the Explanatory Statement.

6. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):** Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. Krishnamurthy is commensurate with the remuneration paid to similar appointee in other companies.

7. **Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Except for the proposed remuneration Mr. Krishnamurthy does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel or Key Managerial Personnel (KMP) of the Company.

III. Other information:

1	Reasons for inadequacy of profits	Newly incorporated Company & FY 2020 -21 being 1 st year of Operation
2	Steps taken or proposed to be taken for improvement	To scale up Operations and Sales and Services
3	Expected increase in productivity and profits in measurable terms	As the Company just commenced the Operations since September 2020 it unable to state the expected increase in productivity and profits in measurable terms

The Board recommends the Resolutions at Item Nos. 8 and 9 for the approval of the Members of the Company by Ordinary Resolution and Special Resolution, respectively.

Except Mr. Krishnamurthy and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolutions set out at Item Nos. 8 and 9 of the Notice.

Item No. 10:

The Company has surplus resource funds and wishes to optimize the said funds by deploying the same from time to time, in compliance with the applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (hereinafter the "Act").

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

As per the latest Audited Balance Sheet of the Company as on March 31, 2021, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 120 Crore while one hundred per cent of its free reserves and securities premium account amounts to Rs. Nil. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs. 120 Crore.

The Company invests short/medium term surpluses in mutual funds on regular basis.

In view of the above and considering the long term business plans of the Company, which requires the Company to make investments including in company(s) / corporate(s) securities and issue guarantees to persons or bodies corporate or make loan, from time to time, prior approval of the Members by passing the Special Resolution at Item No. 10 of the Notice is being proposed and sought for enhancing the said limits prescribed under Section 186 of the Act up to an aggregate sum of Rs.200 Crore, (Rupees Two Hundred Crore Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its Paid-up Share Capital, Free Reserves and Securities Premium Account or One Hundred Per Cent of its Free Reserves and Securities Premium Account, whichever is more.

The Board of Directors recommends the Special Resolution as set out at Item No. 10 of the Notice of this Annual General Meeting for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Registered Office:

Army & Navy Building, 148, M G Road
Opposite Kala Ghoda, Fort
Mumbai City MH 400001 INDIA
Tel No.: +91 022- 66657627
Email : Kaushik.biswas@tatamd.com
Website: www.tatamd.com
CIN:U33100MH2020PLC342509
Mumbai, June 29, 2021

For and on behalf of the Board of Directors

Kaushik Biswas
Head Legal, Corporate Affairs and Company Secretary
ACS 14240

Annexure – I

The details of Directors seeking appointment at the 1st Annual General Meeting pursuant to SS – 2 Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, are furnished below: -

Name of Director	Mr. Banmali Agrawala	Mr. Kanwar Rameshwar Singh Jamwal	Ms. Roopa Purushothaman
DIN	00120029	03129908	02846868
Date of birth	30.04.1963	11.10.1965	17.04.1978
Age	58 years	55 years	43 years
Date of appointment	23.07.2020	01.12.2020	05.10.2020
Expertise in specific Professional areas	A veteran in Energy, Infrastructure, Defence & Aerospace domain. Engineering, Technology and Business Management	Project Management, Strategic Planning, Mergers and Acquisitions etc. Engineering, Technology and Business Management	Economics, Author & Co-author with various publications on Globalization and Development subjects
Qualification	Mechanical Engineering Graduate from Mangalore University and an alumnus of the Advanced Management Program of Harvard Business School	Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad and Bachelor degree in Technology in Petroleum Engineering from the Indian School of Mines, Dhanbad	Graduate of Yale University and the London School of Economics
List of other Companies in which Directorship held as on March 31, 2021 (except foreign company(s))	i. Tata Projects Ltd ii. Tata Housing Development Company Ltd iii. Tata Realty and Infrastructure Ltd iv. Air Asia (India) Ltd v. Tata Power Company Ltd vi Tata Advanced Systems Ltd vii. Tata Electronics Private Limited	i. Tata Industries Ltd ii. Tata Uni Store Ltd iii. Inzpera Healthsciences Ltd iv. i3 Equity Partners Ltd v. Impetis Bioscience Ltd vi. Tata Smart Foodz Ltd	Godrej Agrovet Ltd
Chairman/ Member of the Committee of Board of other Companies as on March 31, 2021 (except foreign company(s))	Please refer below Table – I	I. Tata Industries Ltd: Approvals and CSR Committee – Member II. Tata Uni Store Ltd: a. Audit Committee - Chairman b. Nomination and Remuneration Committee - Member	Godrej Agrovet Ltd a. Nomination and Remuneration Committee - Member b. Corporate Social Responsibility Committee – Member

Terms and conditions of Appointment	Liabile to retire by rotation	Liabile to retire by rotation	Liabile to retire by rotation
Remuneration last drawn (including sitting fees, if any)	NIL	NIL	NIL
Remuneration proposed to be paid	NIL	NIL	NIL
Number of Meetings of the Board attended during the period under review	5 out of 6 meeting held during his tenure	1 out of 1 meeting held during his tenure	3 out of 3 meeting held during his tenure
Number of Shares held in the Company as at March 31, 2021	1 (One) Equity Share held jointly with Tata Sons Private Limited	NIL	NIL
Relationship between Directors inter-se	No	No	No

Name of Director	Ms. Terri Bresenham	Mr. Girish Krishnamurthy
DIN	09111500	00528186
Date of birth	16.12.1960	18.09.1965
Age	60 years	55 years
Date of appointment	23.03.2021	23.07.2020
Expertise in specific Professional areas	Healthcare, Engineering and Product Management in Magnetic Resonance Imaging, Computed Tomography and Positron Emission Tomography	Healthcare Transformation through digital innovation, Sales, Services, Marketing, and Operations etc. Engineering & Technology and Business Management
Qualification	Master's degree in Biomedical Engineering from the University of Texas, and Bachelor's degree in Medical Technology from the University of Tennessee	MBA from the University of Texas, Dallas and Graduate in Electrical Engineering and Mathematics from the University of Madras
List of other Companies in which Directorship held as on March 31, 2021 (except foreign company(s))	NIL	Tata Indian Institute of Skills
Chairman/ Member of the Committee of Board of other Companies as on March 31, 2021 (except foreign company(s))	NIL	NIL
Terms and conditions of Appointment/ Re-appointment	Liabile to retire by rotation	Term: 5 years, liable to retire by rotation. Please refer Item Nos. 8 & 9 of the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	NIL	
Remuneration proposed to be paid	NIL	
Number of Meetings of the Board attended during the Year	1 out of 1 meeting held during his tenure	6 out of 6 meeting held during his tenure
Number of Shares held in the Company as at March 31, 2021	NIL	NIL
Relationship between Directors inter-se	No	No

Table - I

Mr. Banmali Agrawala: Committee Memberships in Public Companies

Sr. No.	Names of the Company	Listed / Unlisted Entity	Position held	
			Member	Chairman
1.	The Tata Power Company Limited - Stakeholders Relationship Committee - Risk Management Committee - Committee of Directors - Committee for sale of properties	Listed	√	√ √ √
2.	Tata Housing Development Company Limited - Corporate Social Responsibility Committee - Securities Allotment Committee	Debt Listed		√ √
3.	Tata Realty and Infrastructure Limited - Corporate Social responsibility Committee - Nomination and Remuneration Committee - Securities Allotment Committee - Committee of Directors	Debt Listed	√ √ √ √	
4.	Tata Advanced Systems Limited - Nomination and Remuneration Committee - Securities Allotment Committee	Unlisted	√	√
5.	Tata Projects Limited - Project Review Committee - Nomination and Remuneration Committee	Debt Listed	√	√
6.	Air Asia (India) Limited - Nomination and Remuneration Committee	Unlisted	√	

Registered Office:

Army & Navy Building, 148, M G Road

Opposite Kala Ghoda, Fort

Mumbai City MH 400001 INDIA

Tel No.: +91 022- 66657627

Email : Kaushik.biswas@tatamd.comWebsite: www.tatamd.com

CIN:U33100MH2020PLC342509

Mumbai, June 29, 2021

For and on behalf of the Board of Directors**Kaushik Biswas****Head Legal, Corporate Affairs and Company Secretary****ACS 14240**

**Form No. SH-13
Nomination Form**

**[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]**

To,
TATA MEDICAL AND DIAGNOSTICS LIMITED
Army & Navy Building, 148, M G Road
Opposite Kala Ghoda, Fort
Mumbai City MH 400001 INDIA.

I/We _____
the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- (a) Name:
(b) Date of Birth:
(c) Father's/Mother's/Spouse's name:
(d) Occupation:
(e) Nationality:
(f) Address:
(g) E-mail id:

(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR

- (a) Date of birth:
(b) Date of attaining majority:
(c) Name of guardian:
(d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signature: _____

Witness with name and address: _____