

NOTICE

NOTICE is hereby given that the Third (3rd) Annual General Meeting (“AGM”) of the Members of TATA MEDICAL AND DIAGNOSTICS LIMITED (the “Company”) will be held on Friday, September 22, 2023 at 05:00 pm (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon

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

“**RESOLVED** that the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

2. Appointment of Ms. Roopa Purshothaman (DIN 00120029) as a Director, liable to retire by rotation, who has offered herself for re-appointment:

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

“**RESOLVED** that Ms. Roopa Purshothaman (DIN 00120029), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director, liable to retire by rotation.”

3. Appointment of Mr. Kanwar Rameshwar Singh Jamwal (DIN 03129908) as a Director, liable to retire by rotation, who has offered himself for re-appointment:

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

“**RESOLVED** that Mr. Kanwar Rameshwar Singh Jamwal (DIN 03129908), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director, liable to retire by rotation.”

Registered Office:

Army & Navy Building, 148, M G Road
Opposite Kala Ghoda, Fort
Mumbai City MH 400001 INDIA
Tel No.: +91 9773780760

Email : kaushik.biswas@tatamd.com

Website: www.tatamd.com

CIN:U33100MH2020PLC342509

Mumbai, May 24, 2023

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”, General Circular No.02/2021 dated January 13, 2021 and General Circular No.21/2021, December 14, 2021, General Circular No.02/2022 dated May 5, 2022 and **General Circular No.10/2022 dated December 28, 2022** (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 **Friday, September 22, 2023 at 05:00 pm**

(IST). The deemed venue for the 3rd 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. 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/re-appointment at this AGM are also enclosed as Annexure I. Requisite declarations have been received from Director(s) for seeking re-appointment.

6. 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.

7. In line with the MCA Circular dated May 5, 2020 and January 13, 2021, the Notice of the AGM along with the Annual Report 2022 – 23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.

8. 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.

9. 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

10. 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.

11. 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.

12. 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.

13. During the 3rd 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

14. 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.

15. 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

16. 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.

17. 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.

18. The Company has appointed NSDL Database Management Limited (NDML) as its Registrar and Transfer Agent (RTA) to render securities registry and other allied services thereto.

Details of NDML/RTA are given as follows;

Name : NSDL Database Management Limited
Address : 4th Floor, Trade World A Wing, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel, Mumbai – 400 013
Contact Person : Mr. Sachin Shinde
Contact details : 022 4914 2597 (D), 022 4914 2700 (B) , 9870455759 (M);
Fax : 022 49142503
Email ID : sachin.shinde@nsdl.co.in
Website : www.ndml-nsdl.co.in

19. The shareholders may initiate for conversion of their physical shares (physical share certificate) into dematerialized shares (to hold said shares in DEMAT Form).

20. 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.

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Email : kaushik.biswas@tatamd.com
Website: www.tatamd.com
CIN:U33100MH2020PLC342509
Mumbai, May 24, 2023

For and on behalf of the Board of Directors



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

Annexure – I of Notice

The details of Directors seeking appointment / revision in the remuneration at the 3rd 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	Ms. Roopa Purushothaman	Mr. Kanwar Rameshwar Singh Jamwal
DIN	02846868	03129908
Date of birth	17.04.1978	11.10.1965
Age	46 years	57 years
Date of appointment	05.10.2020	01.12.2020
Expertise in specific Professional areas	Economics, Author & Co-author with various publications on Globalization and Development subjects	Project Management, Strategic Planning, Mergers and Acquisitions etc. Engineering, Technology and Business Management
Qualification	Graduate of Yale University and the London School of Economics	Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad and Bachelor's degree in Technology in Petroleum Engineering from the Indian School of Mines, Dhanbad
List of other Companies in which Directorship held as on March 31, 2023 (except foreign company(s))	i. Godrej Agrovet Ltd ii. Avasara Leadership Institute iii. TCS Foundation	i. Tata Industries Ltd ii. Tata ClassEdge Ltd (Erstwhile Smart ClassEdge Ltd) iii. Inzpera Healthsciences Ltd iv. i3 Equity Partners Ltd v. Impetis Bioscience Ltd
Chairman/ Member of the Committee of Board of other Companies as on March 31, 2023 (except foreign company(s))	Godrej Agrovet Ltd a. Nomination and Remuneration Committee - Member b. Corporate Social Responsibility Committee – Member	I. Tata Industries Ltd: Approvals and CSR Committee – Member
Terms and conditions of Appointment	Liable to retire by rotation	Liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	NIL	NIL
Remuneration proposed to be paid	NIL	NIL
Number of Meetings of the Board attended during the period under review	3 out of 4 meeting held during his tenure	2 out of 4 meeting held during his tenure
Number of Shares held in the Company as at March 31, 2023	NIL	NIL
Relationship between Directors inter-se	No	No

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For and on behalf of the Board of Directors



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

Annexure II of Notice

**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: _____