



## NOTICE

**NOTICE** is hereby given that the Fourth (4<sup>th</sup>) Annual General Meeting (“AGM”) of the Members of TATA MEDICAL AND DIAGNOSTICS LIMITED (the “Company”) will be held on Thursday, August 29, 2024, at 03:30 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, 2024 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, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

#### **2. Appointment of Mr. Banmali Agrawala (DIN 00120029) 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. Banmali Agrawala (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 Ms. Terri Smith Bresenham (DIN 09111500) 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. Terri Smith Bresenham (DIN 09111500), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director, liable to retire by rotation.”

### **TATA MEDICAL AND DIAGNOSTICS LIMITED**

Registered Office Army & Navy Building 148 M G Road Opp Kala Ghoda Fort Mumbai 400001

Corporate Office Sattva Knowledge Court EPIP Zone Whitefield Bengaluru Karnataka 560048

Tel 91 22 6665 7627 email corporate@tatamd.com website www.tatamd.com

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**SPECIAL BUSINESS:**

**4. Payment of remuneration to Mr. Girish Krishnamurthy, 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, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other relevant Rules made under the Act, 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), Chief Executive Officer and Managing Director (CEO & MD) of the Company in the scale of Rs.2,94,94,500/- (Rupees Two Crore Ninety-Four Lakh Ninety-Four Thousand and Five Hundred Only) per annum (including performance incentive) upto a maximum of Rs.4,00,00,000/- (Rupees Four Crore Only) per annum (including performance incentive) with effect from December 1, 2023 till the date of his current term ending on November 30, 2025, upon the terms and conditions as detailed in the explanatory statement of the Notice, with the authority to the Board to revise the remuneration within the said limit from time to time.

**RESOLVED FURTHER** that approval of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals and to settle any questions or doubts that may arise in this regard to execute all requisite documents, applications, returns and writings as may be necessary, proper or desirable to 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 9773780760  
Email: [Kaushik.biswas@tatamd.com](mailto:Kaushik.biswas@tatamd.com)  
CIN:U33100MH2020PLC342509 Website:[www.tatamd.com](http://www.tatamd.com)  
**Mumbai, June 26, 2024**

**For and on behalf of the Board of Directors**

Kaushik Biswas  
Biswas

Digitally signed by  
Kaushik Biswas  
Date: 2024.08.07  
15:15:40 +05'30'

**Kaushik Biswas**

**Head Legal, Corporate Affairs  
& Company Secretary ACS 14240**

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**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 Circulars No. 14/ 2020, 17/ 2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, September 28, 2020 and December 31, 2020 respectively, 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 Circulars No. 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively (collectively referred to as the “MCA Circulars”) permitted the holding of 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 **Thursday, August 29, 2024, at 03:30 pm (IST)**. The deemed venue for the 4<sup>th</sup> 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 may be, 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](mailto: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.

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5. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI), 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 2023 – 24 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](mailto:kaushik.biswas@tatamd.com).

9. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through a show of hands, unless a 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](mailto: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](mailto: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/she/it may submit the same in Form SH-14. Members are requested to submit the said form to the Company at [kaushik.biswas@tatamd.com](mailto: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

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& 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](mailto:kaushik.biswas@tatamd.com), as per instructions mentioned in the form.

13. During the 4<sup>th</sup> AGM, Members may access the electronic copy of the 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](mailto: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](mailto: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](mailto: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 : 4<sup>th</sup> 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](mailto:sachin.shinde@nsdl.co.in)

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Website : [www.ndml-nsdl.co.in](http://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](mailto: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 the future.

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CIN:U33100MH2020PLC342509 Website: [www.tatamd.com](http://www.tatamd.com), **Head Legal, Corporate Affairs**

**Mumbai, June 26, 2024**

**For and on behalf of the Board of Directors**

**Kaushik Biswas** Digitally signed  
by Kaushik  
Biswas  
Date: 2024.08.07  
15:16:25 +05'30'

**Kaushik Biswas**

**& 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 No. 4.

**ITEM NO. 4:**

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 the date of the incorporation of the Company i.e. July 23, 2020.

The Shareholders of the Company had at the 1<sup>st</sup> Annual General Meeting held on July 6, 2021, appointed Mr. Girish Krishnamurthy as a Chief executive Officer and Managing Director (hereinafter CEO & MD) for a period of 5 (five) years effective from December 1, 2020 to

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November 30, 2025 and approved the payment of Remuneration of Rs.2,50,00,000 (Rupees Two Crore Fifty Lakh Only) per annum (including performance incentive subject to the approval of the Board) upto a maximum of Rs.4,00,00,000 (Rupees Four Crore Only) per annum (including performance incentive subject to the approval of the Board), for a period of 3 years i.e. from December 1, 2020, to November 30, 2023.

Pursuant to Sections 197, 198, Schedule V and applicable provisions of the Companies Act 2013 and the relevant Rules made thereunder, the Board has in its meeting held on January 30, 2024 ratified and approved the revision and payment of the remuneration of Rs.2,94,94,500/- (Rupees Two Crore Ninety-Four Lakh Ninety-Four Thousand Five Hundred Only) per annum including performance incentive (subject to the approval of the Board) to Mr. Girish Krishnamurthy for the Financial Year (FY) 2023 – 24 i.e. effective from April 1, 2023, to March 31, 2024.

Further, the Board in its meeting held on June 26, 2024 has approved the payment of remuneration to Mr. Girish Krishnamurthy of an amount of Rs.3,05,56,302 (Rupees Three Crore Five Lakh Fifty-Six Thousand Three Hundred and Two Only) per annum including performance incentive (subject to the approval of the Board) upto a maximum amount of Rs.4,00,00,000/- (Rupees Four Crore Only) per annum including performance incentive (subject to the approval of the Board), effective from April 1, 2024 till the date of his current term ending on November 30, 2025, with the authority to the Board to revise the remuneration within the said limit from time to time.

**A brief profile of Mr. Girish Krishnamurthy as follows:**

Mr. Girish Krishnamurthy is the Managing Director and CEO at Tata Medical and Diagnostics Ltd. (Tata MD). In addition, he steered several companies as a Board of Director, Advisor and Mentor.

With over three decades of rich multi-domain and entrepreneurial experience across key sectors like Healthcare, Software Products, Retail, IT Services, Skill Development, Education and Manufacturing, Mr. Girish Krishnamurthy has successfully led multiple transformational initiatives globally.

Over the last 8 years, Mr. Girish Krishnamurthy has played a key role in various initiatives. He has conceptualized and executed innovative solutions to complex problems in the areas

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of Healthcare and Medical and Diagnostics. He has successfully implemented large Healthcare experiments in primary, secondary, tertiary, and cancer care.

Mr. Girish Krishnamurthy has been recognized for his transformative thinking and has been felicitated with several awards. He has been a member of several national government committees. He has authored multiple papers on technology and business strategies. An enthusiastic speaker at various industry forums, Mr. Girish Krishnamurthy also mentors several start-up businesses.

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

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”).

Tata Medical and Diagnostics Limited (the “Company”) being in the nascent stage of its 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.

Pursuant to Sections 197, 198 and all other applicable provisions including Sections II and III of Part II of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the proposal with respect to payment of remuneration to Mr. Girish Krishnamurthy is now being placed before the Members at the Annual General Meeting for their consideration and approval by way of Special Resolution as set out at Item no. 4 of the Notice.

The main terms and conditions of the payment of remuneration to Mr. Girish Krishnamurthy as CEO & MD are given below:

**Remuneration:**

A. **Remuneration period:** From December 1, 2023 till the date his current term ending on November 30, 2025.

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B. **Remuneration amount:** Rs.2,94,94,500/- (Rupees Two Crore Ninety-Four Lakh Ninety-Four Thousand Five Hundred Only) per annum including performance incentive upto a maximum of Rs.4,00,00,000/- (Rupees Four Crore Only) per annum including performance incentive. Remuneration shall be ascertained on a pro-rata basis if is to be payable for any part of the year/financial year.

The performance incentive shall be subject to due performance review and approval by the Board and payable after the relevant Annual Accounts adopted by the Board.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions, and limits of remuneration of Mr. Girish Krishnamurthy in terms of Section 190 of the Act.

During the Financial Year 2024, Four Board Meetings of the Company were held, and Mr. Girish Krishnamurthy attended all the said Meetings.

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 the case of new companies, the expected date of commencement of activities as per the object approved by financial institutions appearing in the prospectus:** The date of commencement of activities is September 2020.

4. **Financial Performance based on given indicators:**

	Rs. Crore		
Particulars	Current FY 2024	Previous FY 2023	Previous FY 2022
Turnover	13.22	13.65	60.58
Profit/(Loss) Before tax	(94.05)	(125.79)	(146.68)
Profit/(Loss) After Tax	(142.45)	(125.79)	(108.39)

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

**II. Information about the appointee:**

1. **Background details:** Provided herein above under the brief profile of Mr. Girish Krishnamurthy.

2. **Past remuneration:** CTC Rs.2,94,94,500/- p.a.

3. **Recognition or award:** Mr. Girish 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.

4. **Job Profile and his suitability:** Mr. Girish Krishnamurthy is the CEO & MD and is 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.

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### III. Other information:

1	Reasons for the inadequacy of profits	Tata MD was incorporated on July 23, 2020, and is at a nascent stage of its 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 is a newly incorporated entity and its operations domain/product (s) range widely depend on Science, Technology, Research and Innovation, etc. currently it is unable to state the expected increase in productivity and profits in measurable terms

Brief resume of Mr. Girish Krishnamurthy, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein in the **Annexure – I**.

Company Secretary of the Company certifies herewith that there is no default of any payment to any secured creditor(s)/Bank(s)/term lender(s) w.r.t. the credit facility(s) availed by the Company in its business operations.

Except Mr. Girish 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 in Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

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Mumbai, June 26, 2024

#### For and on behalf of the Board of Directors

Kaushik Biswas  
Digitally signed by  
Kaushik Biswas  
Date: 2024.08.07  
15:18:13 +05'30'

**Kaushik Biswas**

**Head Legal, Corporate Affairs  
& Company Secretary ACS 14240**

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**Annexure – I**

The details of Directors seeking appointment/revision in the remuneration at the 4<sup>th</sup> Annual General Meeting pursuant to SS – 2 Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, are furnished below: -

<b>Name of Director</b>	<b>Mr. Banmali Agrawala</b>	<b>Ms. Terri Smith Bresenham</b>	<b>Mr. Girish Krishnamurthy</b>
DIN	00120029	09111500	00528186
Date of birth	30.04.1963	16.12.1960	18.09.1965
Age	61 years	63 years	58 years
Date of appointment	23.07.2020	23.03.2021	23.07.2020
Expertise in specific Professional areas	A veteran in Energy, Infrastructure, Defence & Aerospace domain. Engineering, Technology and Business Management	Passionate about healthcare and global health issues and has devoted more than 30 years to the field. 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. Also led GE’s US Women’s Health business, and global businesses including GE Ultrasound and GE Molecular Imaging.	Healthcare Transformation through digital innovation, Sales, Services, Marketing, and Operations etc. Engineering & Technology and Business Management

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Qualification	Mechanical Engineering Graduate from Mangalore University and an alumnus of the Advanced Management Program of Harvard Business School	Master's degree in Biomedical Engineering from the University of Texas, and Bachelor's in Medical Technology from the University of Tennessee, USA	MBA from the University of Texas, Dallas and a Graduate in Electrical Engineering and Mathematics from the University of Madras
List of other Companies in which Directorship held as on March 31, 2024 (except foreign company(s))	<ul style="list-style-type: none"> <li>i. Tata Housing Development Company Ltd</li> <li>ii. Tata Realty and Infrastructure Ltd</li> <li>iii. Tata Advanced Systems Ltd</li> <li>iv. Tata Electronics Private Limited</li> <li>v. Tata Boeing Aerospace Limited</li> <li>vi. Tata Lockheed Martin Aerostructures Limited</li> <li>vii. Tata Sikorsky Aerospace Limited</li> <li>viii. Pratham Education Foundation</li> </ul>	Narayana Hrudayalaya Limited	Tata Indian Institute of Skills
Chairman/ Member of the Committee of Board of other Companies as on March 31, 2024 (except foreign company(s))	Please refer below Table – I	<p>Narayana Hrudayalaya Limited:</p> <ul style="list-style-type: none"> <li>i. Chairperson: Nomination and Remuneration Committee</li> <li>ii. Member: Corporate Social Responsibility Committee</li> </ul>	NIL

**TATA MEDICAL AND DIAGNOSTICS LIMITED**

Registered Office Army & Navy Building 148 M G Road Opp Kala Ghoda Fort Mumbai 400001

Corporate Office Sattva Knowledge Court EPIP Zone Whitefield Bengaluru Karnataka 560048

Tel 91 22 6665 7627 email corporate@tatamd.com website www.tatamd.com

CIN U33100MH2020PLC342509



Terms and conditions of Appointment/remuneration	Liabile to retire by rotation	Liabile to retire by rotation	Term: 5 years, liable to retire by rotation. Please refer Item No. 4 of the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	NIL	Rs.2,00,000/-	CTC Rs.2,94,94,500/-
Remuneration proposed to be paid	NIL	NIL	Please refer to the explanatory statement annexed to the Notice of the 4 <sup>th</sup> AGM
Number of Meetings of the Board attended during the period under review	4 out of 4 meetings held during his tenure	2 out of 4 meetings held during his tenure	4 out of 4 meetings held during his tenure
Number of Shares held in the Company as at March 31, 2024	1 (One) Equity share held jointly with Tata Sons Private Limited	NIL	NIL
Relationship between Directors inter-se	No	No	No

**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](mailto:Kaushik.biswas@tatamd.com)

CIN:U33100MH2020PLC342509 Website: [www.tatamd.com](http://www.tatamd.com)  
 Mumbai, June 26, 2024

**For and on behalf of the Board of Directors**

**Kaushik Biswas**  
 Digitally signed by Kaushik Biswas  
 Date: 2024.08.07 15:16:55 +05'30'

**Kaushik Biswas**

**Head Legal, Corporate Affairs  
 & Company Secretary ACS 14240**

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Table - I

**Mr. Banmali Agrawala: Committee Memberships in Public Companies**

Sr. No.	Name of the Company	Name of Committee	Chairman/ Member
1	Tata Housing Development Company Limited	1) Nomination & Remuneration Committee 2) Securities Allotment Committee	1) Member 2) Chairman
2	Tata Realty and Infrastructure Limited	1) Nomination & Remuneration Committee 2) Securities and Allotment Committee	1) Member 2) Member
3	Tata Advanced Systems Limited	1) Audit Committee 2) Nomination & Remuneration Committee	1) Chairman 2) Chairman
4	Tata Electronics Private Limited	1) Treasury Committee	1) Member
5	Tata Boeing Aerospace Limited	1) Nomination and Remuneration Committee 2) Corporate Social Responsibility Committee	1) Member 2) Member
6	Tata Sikorsky Aerospace Limited	1) Audit Committee 2) Nomination and Remuneration Committee 3) Corporate Social Responsibility Committee	1) Chairman 2) Member 3) Member
7	Tata Lockheed Martin Aerostructures Limited	1) Nomination and Remuneration Committee 2) Corporate Social Responsibility Committee	1) Member 2) Chairman

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Email: [Kaushik.biswas@tatamd.com](mailto:Kaushik.biswas@tatamd.com)

CIN:U33100MH2020PLC342509 Website: [www.tatamd.com](http://www.tatamd.com)

Mumbai, June 26, 2024

**For and on behalf of the Board of Directors**

Digitally signed  
by Kaushik  
Biswas  
Date: 2024.08.07  
15:17:22 +05'30'

**Kaushik Biswas****Head Legal, Corporate Affairs  
& Company Secretary ACS 14240****TATA MEDICAL AND DIAGNOSTICS LIMITED**

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**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:

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CIN U33100MH2020PLC342509





(d) Address of guardian:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security

Holder(s): \_\_\_\_\_

Signature: \_\_\_\_\_

Witness with name and address: \_\_\_\_\_

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