WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF WIPRO GE HEALTHCARE PRIVATE LIMITED WILL BE HELD ON MONDAY, 04TH AUGUST, 2025, AT 09.30 A.M THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") VENUE FOR THE PURPOSE OF RECORDING THE PROCEEDINGS OF THE MEETING IS AT CEO ANNEX, GROUND, MAGNOLIA, KALYANI PLATINA, EPIP ZONE, WHITEFIELD ROAD, BROOKEFIELD, KUNDALAHALLI, BENGALURU, KARNATAKA 560066 IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS, PASSED AS SPECIAL RESOLUTION

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, and the Reports of the Board of Directors and the Auditors thereon.

2. To declare Final Dividend of Rs. 526/- per equity share of face value of 10/- each at the rate of 5,260% for the financial year ended 31 March, 2025.

SPECIAL BUSINESS

3. **PAYMENT OF REMUNERATION TO COST AUDITORS FOR FINANCIAL YEAR 2025-26**

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

   "RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, M/s. Rao Murthy & Associates, Cost Accountants, Bangalore to conduct the audit of the cost accounts maintained by the Company in respect of products covered under the MCA Cost Audit Order for the Financial Year 2025-26 be paid remuneration amounting to Rs. 4,00,000/- (Rupees Four Lacs Only), plus Goods & Service Tax and out-of-pocket expenses in performance of their duties.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

Sensitivity: Internal & Restricted

WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

4. TO APPROVE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT, pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company be and are hereby altered by replacing the existing set of Articles of Association of the Company with a new set of Articles of Association of the Company."

"RESOLVED FURTHER THAT any Director or Managing Director or Chief Financial Officer or General Counsel or the Company Secretary of the Company, be and is hereby authorized to make necessary filings with the Ministry of Corporate Affairs (MCA) and other regulatory authorities and to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution."

By Order of the Board
Wipro GE Healthcare Private Limited

Sd/-
Manjunath Hegde
Company Secretary

Place: Bangalore
Date: July 28,2025

Sensitivity: Internal & Restricted

WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

NOTES:

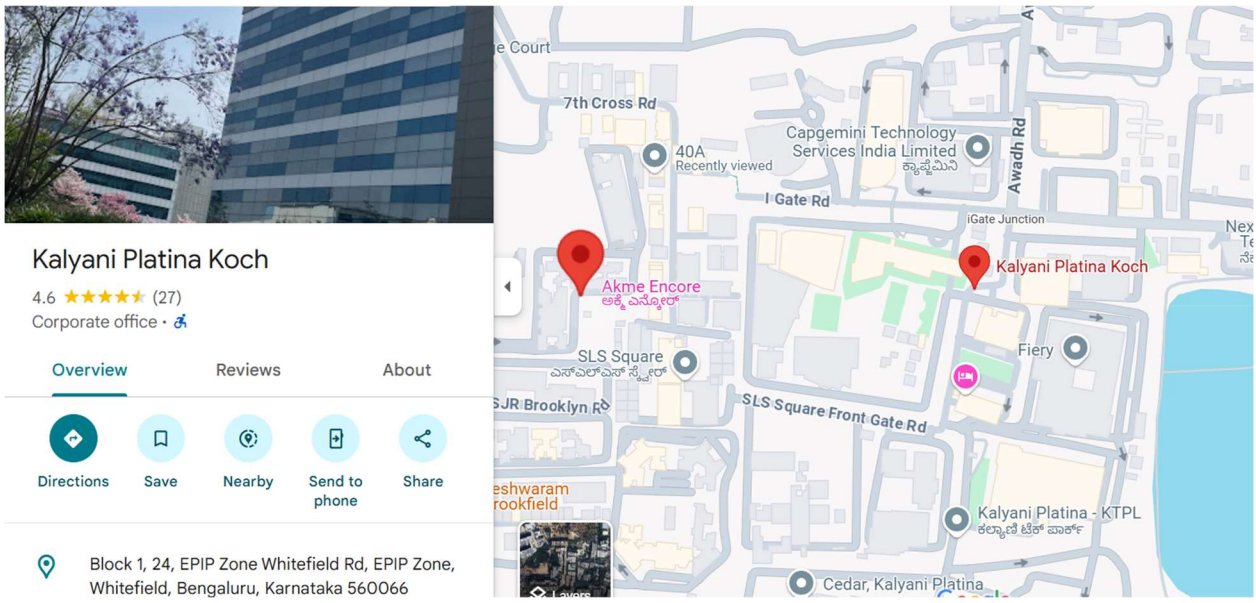
1. IN VIEW OF THE COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS (MCA) HAS, VIDE GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020, GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 AND GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020 & CIRCULAR NO.02/2021 DATED JANUARY 13,2021, CIRCULAR NO.10/2021 DATED JUNE 23,2021, CIRCULAR NO.2/2022 DATED MAY 05, 2022 GENERAL CIRCULAR NO.10/2022 DATED DECEMBER 28,2022, GENERAL CIRCULAR NO.09/2023 DATED SEPTEMBER 25,2023 AND GENERAL CIRCULAR NO. 09/2024 DATED SEPTEMBER 19, 2024 (COLLECTIVELY "MCA CIRCULARS"),PERMITTED COMPANIES TO CONDUCT ANNUAL GENERAL MEETING (AGM) THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS, SUBJECT TO COMPLIANCE OF VARIOUS CONDITIONS MENTIONED THEREIN. IN COMPLIANCE WITH THE MCA CIRCULARS AND APPLICABLE PROVISIONS OF COMPANIES ACT, 2013, THE 35TH AGM OF THE COMPANY IS BEING CONVENED AND CONDUCTED THROUGH VC.
2. THE TIME OF THE MEETING IS AS PER THE TIME ZONE IN INDIA (GMT +9:30 AM) INDIAN STANDARD TIME.
3. THE MEETING ALLOWS TWO-WAY TELECONFERENCING FOR THE EASE OF PARTICIPATION OF THE MEMBERS.
4. THE PARTICIPANTS ARE ALLOWED TO POSE QUESTIONS CONCURRENTLY AND ALSO GIVEN TIME SUBMIT QUESTIONS IN ADVANCE ON THE E-MAIL ADDRESS OF THE COMPANY.
5. THE FACILITY FOR JOINING THE MEETING OVER VIDEO CONFERENCING (VC) HAS A CAPACITY OF 50 MEMBERS.
6. THE FACILITY FOR JOINING THE MEETING THROUGH VIDEO CONFERENCING (VC) SHALL BE OPEN BEFORE 15 MINUTES FROM THE TIME SCHEDULED TO START THE MEETING AND SHALL NOT BE CLOSED TILL THE EXPIRY OF 15 MINUTES AFTER THE SCHEDULE TIME.
7. THE CHAIRMAN FOR THE MEETING SHALL BE APPOINTED IN ACCORDANCE WITH THE SECTION 104 OF THE COMPANIES ACT, 2013.
8. ATTENDANCE OF MEMBERS THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM) SHALL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE ACT. AS PER THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SINCE THE 35TH AGM IS BEING HELD THROUGH VC AS PER THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE MADE AVAILABLE FOR THE 35TH AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
9. CORPORATE MEMBERS ARE REQUIRED TO SEND THE CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND THE AGM THROUGH VC AND VOTE ON THEIR BEHALF TO MANJUNATH.HEGDE1@GEHEALTHCARE.COM 24 HOURS BEFORE THE ANNUAL GENERAL MEETING.

Sensitivity: Internal & Restricted

WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

10. THE PHYSICAL PRESENCE OF MEMBERS SHALL ALSO BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE ACT, 2013.
11. A REPRESENTATIVE OF THE MEMBERS MAY BE APPOINTED FOR THE PURPOSE OF VOTING THROUGH REMOTE E-VOTING OR FOR PARTICIPATION AND VOTING IN THE MEETING HELD THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM) MEMBER, IN PURSUANCE OF SECTION 113 OF THE COMPANIES ACT, 2013.
12. ANY EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS IS ANNEXED HERETO AND FORMS AN INTEGRAL PART OF THE NOTICE.
13. THE DOCUMENTS REFERRED TO IN THE NOTICE AND THE EXPLANATORY STATEMENT, IF ANY SHALL BE PROVIDED TO THE MEMBERS THROUGH E-MAILS.
14. IF THE ANNUAL GENERAL MEETING IS PROPOSED TO BE HELD AT A SHORT NOTICE, YOU ARE REQUESTED TO INFORM THE COMPANY OF YOUR CONSENT BY RETURNING THE ATTACHED CONSENT LETTER DULY SIGNED BY YOU, TO THE COMPANY.
15. DURING THE MEETING HELD THROUGH VC OR OAVM FACILITY, WHERE A POLL ON ANY ITEM IS REQUIRED, THE MEMBERS SHALL CAST THEIR VOTE ON THE RESOLUTIONS ONLY BY SENDING EMAILS THROUGH THEIR EMAIL ADDRESSES WHICH ARE REGISTERED WITH THE COMPANY TO DESIGNATED EMAIL ADDRESS OF THE COMPANY.
16. THE CHAIRMAN MAY DECIDE TO CONDUCT A VOTE BY SHOW OF HANDS, UNLESS A DEMAND FOR POLL IS MADE BY ANY MEMBER IN ACCORDANCE WITH SECTION 109 OF THE ACT. IN CASE THE COUNTING OF VOTES REQUIRES TIME, THE SAID MEETING MAY BE ADJOURNED AND CALLED LATER TO DECLARE THE RESULT.
17. IN LINE WITH THE MCA CIRCULARS, THE NOTICE OF THE 35TH AGM ALONG WITH THE ANNUAL REPORT 2024-25 ARE BEING SENT ONLY BY ELECTRONIC MODE TO THOSE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY. MEMBERS MAY PLEASE NOTE THAT THIS NOTICE AND ANNUAL REPORT 2024-25 SHALL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE OF THE COMPANY.
18. THE DETAILS INSTRUCTIONS ON ACCESS AND PARTICIPATE IN THE MEETING HAS BEEN ENCLOSED BELOW:
19. MEMBERS ARE REQUESTED TO NOTIFY THEIR CHANGE OF ADDRESS OR E-MAIL ID, IF ANY TO THE COMPANY IMMEDIATELY.
20. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING NORMAL BUSINESS HOURS (9:00 A.M. TO 6:00 P.M.) ON ALL WORKING DAYS, UPTO AND INCLUDING THE DATE OF ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS MAY SEND THE EMAIL TO COMPANY SECRETARY OF THE COMPANY – MANJUNATH.HEGDE1@GEHEALTHCARE.COM FOR ANY OF THE SAID DOCUMENTS.
21. ROUTE MAP FOR THE VENUE OF THE MEETING IS ATTACHED HEREWITH

WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com



WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

INSTRUCTIONS FOR VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM)*:

S. NO	Particulars
1	Please log on to: Microsoft Teams links provided in the email as below: or www.microsoftteam.com +91 80 6480 1121 India, Bengaluru (Bangalore) (Toll) - Conference ID Join with a video conferencing device-teams@myvideo.ge.com- VTC Conference
2	Please click "Continue on this browser" option, if in case you do not have the Teams app. https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZGIxMWUwNzMtNTgxMy00YWVmLTlkOGYtOTMxZTg0ZjM4MWQy%40thread.v2/0?context=%7b%22Tid%22%3a%229a309606-d6ec-4188-a28a-298812b4bbbf%22%2c%22Oid%22%3a%2202973d21-fb26-4a9f-821d-47e0abf31f9b%22%7d
3	Conference ID: VTC Conference ID: 112 943 516 5 Meeting ID: 215 455 755 714 6 Passcode: jm6E7DV2
4	Select options of both computer audio and video and click on Join now
5	Designated e-mail id of the Company is manjunath.hegde1@gehealthcare.com
6	Helpline nos.+91 9620039398
7	*Instructions for Video Conferencing (VC) or Other Audio-Visual Means is strictly for the purpose of Annual General Meeting (AGM) to be held on CEO Annex, Ground, Magnolia, Kalyani Platina, EPIP Zone, Whitefield Road, Brookefield, Kundalahalli, Bengaluru, Karnataka 560066 in at on August 04,2025 at 09.30 A.M. (IST) Members are requested to address all correspondences, to the Registered Office of the Company.
8	In case members want to dial-in, you may use the below number +91 22 6259 0663,,,,928282417# India, Mumbai Phone Conference ID: 928 282 417#
9	Members are requested to address all correspondences to the aforesaid designated email ID and contact details or write to the Registered Office of the Company.

Sensitivity: Internal & Restricted

WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

The following statement sets out all material facts relating to certain Special Business as mentioned in the accompanying Notice:

Item No. 3

The Board of Directors of the Company have appointed vide their resolution dated September 10, 2024, M/s. Rao, Murthy & Associates (Registration Number 000065 with Institute of Cost Accountants of India), Cost Accountants within the meaning of the Cost and Works Accountants Act, 1959, as the cost auditors of the Company to carry out the Cost Audit of the cost records of the Company relating to the products mentioned below for the year ended March 31, 2026.

Pursuant to Section 148 (3) of the Companies Act, 2013 read with Rule 14 (b) of Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 members have to ratify the remuneration of Cost Auditor of the Company.

The Members are requested to approve the remuneration payable to M/s. Rao, Murthy & Associates (Registration Number 000065 with Institute of Cost Accountants of India) for F.Y 2025-26. Details of the remuneration is shown below.

Sl. No.	Financial Year	Name of the Auditor	Amount in INR
1	204-25	M/s. Rao, Murthy & Associates	Rs. 4,00,000/- plus goods & service tax and out-of-pocket expenses out-of-pocket expenses taxes

None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.3.

The Board recommends the resolution at Item No. 3 for ratification by the members.

Item No. 4

The shareholders of the Company have revised and executed Restated Shareholders Agreement dated June 26, 2025. Accordingly, certain provisions of the Articles of Association (AOA) of the Company need to be amended to align with the Restated Shareholders' Agreement and also as per the format prescribed under Table F of the Companies Act, 2013.

In Order to align the terms and conditions of the Companies Act, 2013, Table F and the Restated Shareholders Agreement, the Board of Directors have decided to alter the existing Articles of Association (AOA) of the Company. The Board of Directors in its meeting held on July 28,2025 decided to adopt a new

WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

set of AOA in place of and to the exclusion of existing AOA of the Company, subject to the approval of members.

The draft of the new set of AOA proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

The new set of AOA shall be effective from the date of this Annual General Meeting.

As per Section 13 and 14 of the Companies Act,2013, to amend the AOA of the Company, the Company requires approval of the shareholders by way of special resolution. Hence, the aforesaid resolution is being proposed for members approval.

None of the directors / Key Managerial Personnel of the Company or their relatives are interested or concerned in the proposed special resolution. In view of the above, the Board recommends the passing of the resolutions set out at Item No. 4 as a **Special Resolution**.

By Order of the Board
Wipro GE Healthcare Private Limited

Sd/-
Manjunath Hegde
Company Secretary

Place: Bangalore
Date: July 28, 2025

Sensitivity: Internal & Restricted

WIPRO GE HEALTHCARE
PRIVATE LIMITED
CIN: U33111KA1990PTC016063
No. 4 Kadugodi Industrial Area,
Bangalore 560067, Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290
Website: www.wiproge.com
Email ID: Manjunath.Hegde1@gehealthcare.com

ATTENDANCE SLIP

35th Annual General Meeting – Wipro GE Healthcare Pvt Ltd

Ledger Folio No:	
No. of Shares held	
Name of Shareholder	
Address	

I certify that I am a registered Member/Authorized Representative for the registered Member of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Monday, August 04, 2025 at 09.30 A.M. held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

_____

Signature of Shareholder/
Authorized Representative

Signed this _____ 2025

Sensitivity: Internal & Restricted