WIPRO GE MEDICAL DEVICE MANUFACTURING PRIVATE LIMITED

Regd. Office: No-4, Kadugodi, Industrial Area, Sadarmangala,
Whitefield, Bangalore, Karnataka, India, 560067
CIN No.: U33110KA2020FTC140129
Tel no: +91-80-41801212
Email: bs.krishna@ge.com

SHORTER NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 3rd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF WIPRO GE MEDICAL DEVICE MANUFACTURING PRIVATE LIMITED WILL BE HELD ON FRIDAY, 22ND SEPTEMBER, 2023, AT 2.30 P.M THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") AND VENUE FOR THE PURPOSE OF RECORDING THE PROCEEDINGS OF THE MEETING IS AT REGISTERED OFFICE OF THE COMPANY AT NO-4, KADUGODI, INDUSTRIAL AREA, SADARMANGALA, WHITEFIELD BANGALORE KA 560067 TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS

1. **To receive, consider and adopt:**

   "The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, and the Reports of the Board of Directors and the Auditors."

SPECIAL BUSINESS

2. **Payment of remuneration to Cost Auditors for Financial Year 2023-24:**

   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 2023-24 be paid remuneration amounting to Rs. 2,00,000/-Rupees Two Lakhs Only), plus Goods & Service Tax and out-of-pocket expenses in performance of their duties.

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

3. **To exempt the Auditors of the Company to attend the Annual General Meeting:**

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

   "RESOLVED THAT pursuant to the provisions of Section 146 of the Companies Act, 2013 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to the Board of Directors to consider giving exemption to the Auditors of the Company to attend the General meetings."

By Order of the Board
Wipro GE Medical Device Manufacturing Private Limited

Place: Bangalore
Date: 04th September, 2023

MANJUNATH HEGDE
COMPANY SECRETARY
ACS: - 28166

Sensitivity: Internal & Restricted

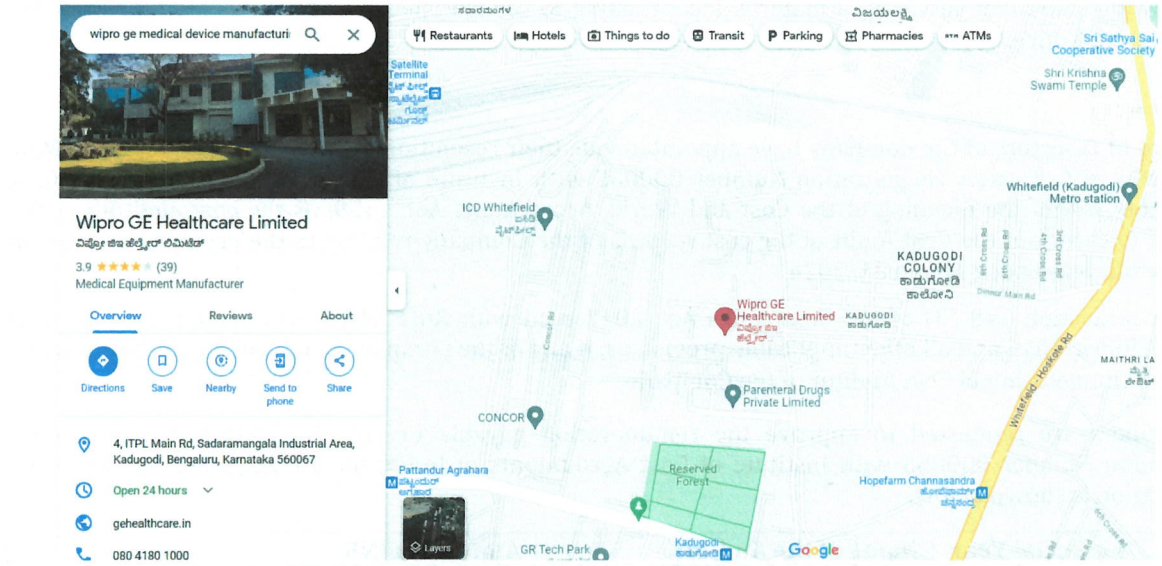
NOTES:

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 AND CIRCULAR NO. 10/2022 DATED DECEMBER 28, 2022 (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 3rd 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 +5:30) 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 3RD 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 3rd 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@GE.COM 24 HOURS BEFORE THE ANNUAL GENERAL MEETING.
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 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.
12. THE DOCUMENTS REFERRED TO IN THE NOTICE AND THE EXPLANATORY STATEMENT, IF ANY SHALL BE PROVIDED TO THE MEMBERS THROUGH E-MAILS.
13. 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.
14. 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.
15. 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

Sensitivity: Internal & Restricted

VOTES REQUIRES TIME, THE SAID MEETING MAY BE ADJOURNED AND CALLED LATER TO DECLARE THE RESULT.

16. IN LINE WITH THE MCA CIRCULARS, THE NOTICE OF THE 3RD AGM ALONG WITH THE ANNUAL REPORT 2022-23 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 2022-23 SHALL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE OF THE COMPANY.
17. THE DETAILS INSTRUCTIONS ON ACCESS AND PARTICIPATE IN THE MEETING HAS BEEN ENCLOSED BELOW.
18. MEMBERS ARE REQUESTED TO NOTIFY THEIR CHANGE OF ADDRESS OR E-MAIL ID, IF ANY TO THE COMPANY IMMEDIATELY.
19. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING NORMAL BUSINESS HOURS (8:30 A.M. TO 5:30 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 COMPAY SECRETARY OF THE COMPANY – MANJUNATH.HEGDE1@GE.COM FOR ANY OF THE SAID DOCUMENTS.
20. ROUTE MAP FOR THE VENUE OF THE MEETING



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

SL. 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) 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/meetupjoin/19%3ameeting_YTU3NGFhNjEtYWRmYi00MzQ0LWE4YzktMWFlYTQ3NzJlYzc4%40thread.v2/0?context=%7b%22Tid%22%3a%2215ccb6d1-d335-4996-b6f9-7b6925f08121%22%2c%22Oid%22%3a%22fc5eb318-2e13-403b-9bf6-3e0ccd2ed651%22%7d

3	Conference ID: VTC Conference ID: 117 365 506 9 Meeting ID: 252 151 431 895 Passcode: qatmVh
4	Select options of both computer audio and video and click on Join now
5	Designated e-mail id of the Company is BS.Krishna@ge.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 No-4, Kadugodi, Industrial Area, Sadarmangala, Whitefield Bangalore KA 560067 IN at 11:00 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 80 6480 1121 & Conference ID# 368 039 574#
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.

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. 2

The Board of Directors of the Company have appointed vide their resolution dated September 04, 2023, 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, 2024.

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 2023-24. Details of the remuneration is shown below.

Sl. No.	Financial Year	Name of the Auditor	Amount in INR
01	2023-24	M/s. Rao, Murthy & Associates	Rs. 2,00,000/- plus goods & service tax and out-of-pocket Expenses.

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. 2.

Item No. 3

As per Section 146 of the Companies Act, 2013 consent of the members is required for exempting the Auditors of the Company to attend the General Meetings.

The Board recommends this resolution for approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
Wipro GE Medical Device Manufacturing Private Limited

Place: Bangalore
Date: 04th September, 2023

Sensitivity: Internal & Restricted