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: Manjunath.Hejde1@gehealthcare.com

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 5TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF WIPRO GE MEDICAL DEVICE MANUFACTURING PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 30TH JULY, 2025, AT 12.00 NOON 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, 2025, and the Reports of the Board of Directors and the Auditors."

## SPECIAL BUSINESS

**2. Appointment of Mr. Dheenadhayalan Krishnamoorthy (DIN- 10822635), as a Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Dheenadhayalan Krishnamoorthy (DIN-10822635), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 01, 2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company and is not liable to retire by rotation.

**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. 2,00,000/- Rupees Two Lakhs Only), plus Goods & Service Tax and out-of-pocket expenses in performance of their duties.

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**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."

4. **To approve Related Party Transaction for availing lease facilities of production line, equipment(s) and ancillary equipment(s) required for setting up of manufacturing line(s) for the Company for an aggregate value not exceeding ₹40,000 Lakhs (Rupees Forty Thousand Lakhs Only) from Wipro Enterprises Private Limited (WEPL) on Lease Rental basis**

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

**"RESOLVED THAT,** pursuant to the provisions of Sections 2(76), 188, and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, and permissions as may be required, and based on the recommendation of the Board of Directors, the consent 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"), to enter into and/or related party transaction(s), contract(s), arrangement(s), or agreement(s), entered into or proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for availing lease facilities of Production Line, Equipment(s) and ancillary Equipment(s) required for setting up of Manufacturing Line(s) for the Company to manufacturing of its products for an aggregate value not exceeding ₹40,000 Lakhs (Rupees Forty Thousand Lakhs Only) from Wipro Enterprises Private Limited (WEPL) on lease rental basis, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and WEPL as per the proposed Master Lease Agreement read with specific lease schedules, provided that such transaction(s) are carried out on an arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the lease rental payments shall be made to Wipro Enterprises Private Limited as per the terms and conditions as may be mutually agreed between the Company and WEPL as per the proposed Master Lease Agreement read with lease schedules thereunder.

**RESOLVED FURTHER THAT** the Members of the Company, be and is hereby severally authorize and to delegate all or any of the powers herein conferred, to any Director, Managing Director, Finance Manager, Company Secretary or other authorized officer or representative of the Company, to finalize the terms and conditions, signing and execution of proposed Master lease Agreement and the specific lease schedules thereunder or any other contract(s), arrangement(s), agreement(s), and other ancillary documents forming part thereof, seeking necessary approvals from statutory authorities in relation to the said transaction(s), and to do and perform all such acts, deeds, matters, and things as may be necessary or desirable, to give effect to the said Resolution, without requiring further approval from the Members, and the Members shall be deemed to have accorded their consent thereto by the authority of this resolution.

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**RESOLVED FURTHER THAT,** a copy/extract of the foregoing resolution, be and hereby certified to be true by any Director or the Company Secretary of the Company to be issued to the concerned authorities and parties."

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

Place: Bangalore
Date: July 24, 2025

**Sd/-**
**MANJUNATH HEGDE**
**COMPANY SECRETARY**
**ACS: - 28166**

**NOTES:**

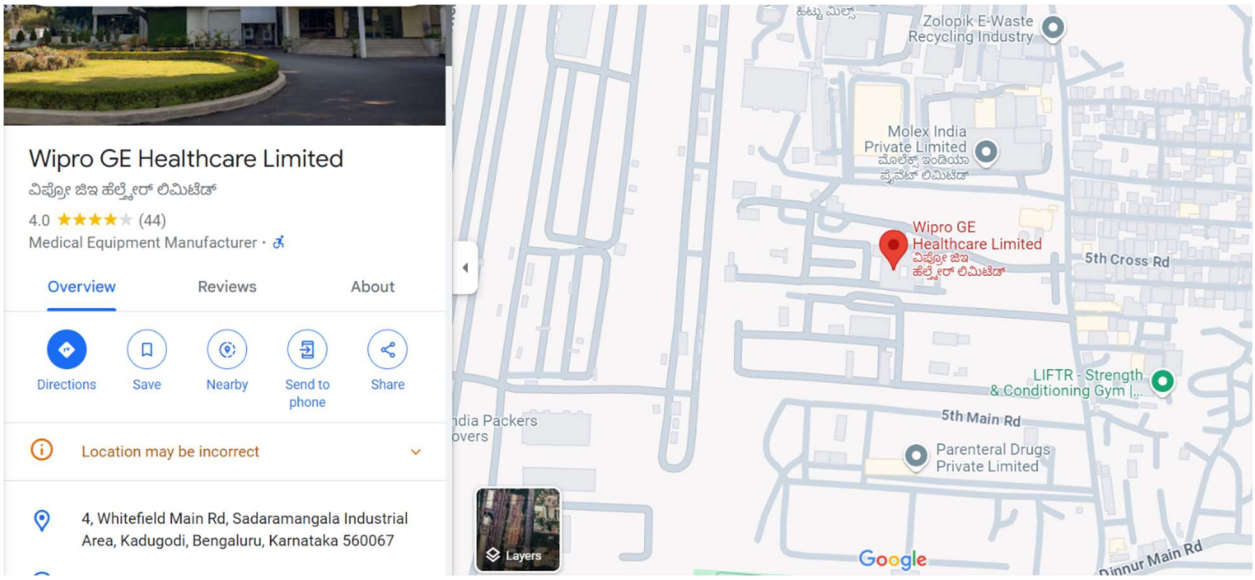
1. IN VIEW OF THE COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS (MCA) HAS, VIDE GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020, GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 AND GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020 & CIRCULAR NO.02/2021 DATED JANUARY 13,2021, CIRCULAR NO.10/2021 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 5$^{TH}$ 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 +12:00) 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 5$^{TH}$ 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

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MEMBERS WILL NOT BE MADE AVAILABLE FOR THE 5TH 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.
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 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 5TH 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.
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@GEHEALTHCARE.COM FOR ANY OF THE SAID DOCUMENTS.
20. ROUTE MAP FOR THE VENUE OF THE MEETING IS ATTACHED HEREWITH

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**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:<br><br>or<br>www.microsoftteam.com<br><br>+91 80 6480 1121 India, Bengaluru (Bangalore)<br><br>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.<br>https://teams.microsoft.com/l/meetupjoin/19%3ameeting_NjY5YmZiZGEtOWQ0MS00NDIwLTlmNjAtYzJjODJkNDkwYWU4%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: 112 292 272 6<br>Meeting ID: 241 758 684 413<br>Passcode: A9WB3Tw7 |
| 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 No-4, Kadugodi, Industrial Area, Sadarmangala, Whitefield Bangalore KA 560067 IN at 12:00 noon(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,,,,<br>261907003# India, Mumbai & Conference ID: 261 907 003# |
| 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. |

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**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 your Company had appointed Mr. Dheenadhayalan Krishnamoorthy (DIN-10822635) as an Additional Director of the Company w.e.f. November 01, 2024 and in terms of Section 161 of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting and being eligible, it is proposed to appoint him as regular director of your Company.

The Board of Directors recommends the resolution No. 2 to be passed as an Ordinary Resolution.

Except Mr. Dheenadhayalan Krishnamoorthy, None of the Directors/ Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in this resolution.

**Item No. 3**

The Board of Directors of the Company have appointed vide their resolution dated September .., 2025, 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 |
|---|---|---|---|
| 01 | 2024-25 | 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. 3.

**Item No. 4**

The Company proposes to enter into lease arrangement with Wipro Enterprises Private Limited (WEPL), a related party as defined under Section 2(76) of the Companies Act, 2013, for availing lease facilities of Production Line, Equipment(s) and ancillary Equipment(s) required for setting up of Manufacturing Lines for the Company to manufacture its products for an aggregate value not exceeding ₹40,000 Lakhs (Rupees Forty Thousand Lakhs Only) from Wipro Enterprises Private Limited (WEPL) on lease rental basis.

In consideration for the aforesaid, lease rental payments shall be paid to WEPL, as per the terms and conditions of the proposed Master Lease Agreement and lease schedules thereunder.

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The proposed transaction is in the ordinary course of business and on an arm's length basis. However, the value of the transaction exceeding the threshold limits i.e., 10% of the turnover of the Company prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. Hence, the approval of shareholders of the Company is required.

The details of the proposed transaction are as follows:

| **Particulars** | **Details** |
|---|---|
| Name of the Related Party | Wipro Enterprises Private Limited (WEPL) |
| Nature of relationship | Shareholder of Holding Company |
| Name of the director or key managerial personnel who is related | Azim Premji & Rishad Premji |
| Nature, material terms, monetary value, duration and particulars of the contract or arrangements | To avail leasing facilities of Production Line, Equipment(s) and ancillary Equipment(s) required for setting up of Manufacturing Line(s) for the Company to manufacturing of its products. There will be separate lease schedules under the proposed Master Lease Agreement for setting up of each Manufacturing Line, for time period specified in each lease schedule, with an aggregate value not exceeding ₹40,000 Lakhs. |
| Pricing | Arm's length basis |
| Value | As mentioned in the proposed Master Lease Agreement read with each lease schedule, with an aggregate value not exceeding ₹40,000 Lakhs. |
| Any other information relevant or important for the members to take a decision on the proposed resolution | i. The lease rental payments shall be paid to WEPL, as per the mutually agreed terms of the proposed Master Lease Agreement read with each lease schedule.<br>ii. The Company shall retain the flexibility to return or discontinue use of equipment without incurring penalties or restrictions. |

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. 4.

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

Place: Bangalore
Date: July 24, 2025

**Sd/-**
**MANJUNATH HEGDE**
**COMPANY SECRETARY**
**ACS: - 28166**

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**ATTENDANCE SLIP**

**5th Annual General Meeting – Wipro GE Medical Device Manufacturing 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 Wednesday, July 30, 2025 at 12.00 noon held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

_____

**Signature of Shareholder/**
**Authorized Representative**

**Signed this _____ 2025**

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