



WIPRO GE HEALTHCARE PVT. LTD.

CIN: U33111KA1990PTC016063

Regd. Office: No. 4 Kadugodi
Industrial Area, Bangalore 560067,
Karnataka,
India, T: 91 80 4180 1000,
F 91 80 4180 1290,
website: www.wiproge.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 32nd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF WIPRO GE HEALTHCARE PRIVATE LIMITED WILL BE HELD ON 19TH SEPTEMBER 2022, AT 11.00 A.M THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") VENUE FOR THE PURPOSE OF RECORDING THE PROCEEDINGS OF THE MEETING IS AT CORPORATE OFFICE, BOARD ROOM, VOYAGER , GATE NO.3 EPIP 122 (PHASE II), WHITEFIELD ROAD JOHN F. WELCH TECHNOLOGY CENTRE, HOODI, BENGALURU - 560067 ON ACCOUNT OF OUTBREAK OF COVID-19 (CORONAVIRUS) PANDEMIC AND IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, and the Reports of the Board of Directors and the Auditors.

SPECIAL BUSINESS

2. Appointment of Mr. Elie Chaillot (DIN-09540431), 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. Elie Chaillot (DIN-09540431), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 22, 2022, 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. Appointment of Mr. Frank Jeminize (DIN-09732802), 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:



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"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. Frank Jeminize (DIN-09732802), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 15, 2022, 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.

4. Payment of remuneration to Cost Auditors for Financial Year 2022-23

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 2022-23 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."

5. To approve the Buy-Back of Equity Shares from the existing equity Shareholders 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 the provisions of Section 68 and all other applicable provisions of the Companies Act, 2013 read with the relevant rules, including the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the articles of association of the Company, the approval of the shareholders be and is hereby accorded to buy-back a maximum of 533,200 (Five Lakh Thirty



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Three Thousand Two Hundred Only) equity shares having face value of INR 10/- (Indian Rupees Ten only) each (Buy-back Shares) for a per share price of INR 8,486/- (Rupees Eight Thousand Four Hundred and Eighty Six Only) aggregating to INR 4,524,735,200/- (Four Hundred Fifty Two Crores Forty Seven Lakhs Thirty Five Thousand and Two Hundred Only) from the existing equity shareholders of the Company whose names are entered in the register of members maintained by the Company (Buy-Back) representing 20.94% of the aggregate of the paid up equity share capital and free reserves of the Company based on the audited financial statements as on March 31,2022.

RESOLVED FURTHER THAT the draft letter of offer tabled before the meeting be and is hereby approved by the members and that the directors of the Company are hereby severally authorized to issue the same to all existing equity shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Company Secretary (i) make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies, Bangalore and the Reserve Bank of India; (ii) take such necessary action as may be required for the purpose of implementing the Buy-Back from the existing equity shareholders of the Company; and (iii) submit all documents to the authorities with respect to the same and to do all such acts, deeds and things as may be required in order to give effect to the above resolution.

By Order of the Board

Wipro GE Healthcare Private Limited


Company Secretary



Place: Bangalore

Date: September 15, 2022

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



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JANUARY 13,2021, CIRCULAR NO.10/2021 DATED JUNE 23,2021, CIRCULAR NO.2/2022 DATED MAY 05, 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 32nd 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 +3:30) 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 32nd 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 32nd 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.



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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 32nd AGM ALONG WITH THE ANNUAL REPORT 2021-22 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 2021-22 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 (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 COMPANY SECRETARY OF THE COMPANY – MANJUNATH.HEGDE1@GE.COM FOR ANY OF THE SAID DOCUMENTS.

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

S.N O	Particulars
1	Please log on to: Microsoft Teams links provided in the email as below: or



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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. Elie Chaillot (DIN-09540431) as an Additional Director of the Company w.e.f. March 22,2022 and in terms of Section 161 of the Companies Act, 2013,



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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. Elie Chaillot, None of the other 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 your Company had appointed Mr. Frank Jeminize (DIN 09732802) as an Additional Director of the Company w.e.f. September 15, 2022 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. 3 to be passed as an Ordinary Resolution.

Except Mr. Frank Jeminize, None of the other Directors / Key Managerial personnel or their relatives are directly or indirectly concerned or interested in this resolution.

Item No. 4

The Board of Directors of the Company have appointed vide their resolution dated September 15, 2022, 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, 2023.

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 2022-23. Details of the remuneration is shown below.

Sl. No	Financial Year	Name of the Auditor	Amount in INR
1	2022-23	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.4.



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The Board recommends the resolution at Item No.4 for ratification by the members.

Item No. 5

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

1. The date of the board meeting at which the proposal for Buy-Back was approved by the Board of Directors of the Company:

The Board of Directors (**Board**) of the Company at its meeting held on September 15, 2022 approved the proposal for Buy-Back of up to 533,200 (Five Lakh Thirty Three Thousand Two Hundred Only) equity shares having face value of INR 10/- (Indian Rupees Ten only) each (Buy-back Shares) for a per share price of INR 8,486/- (Rupees Eight Thousand Four Hundred and Eighty Six Only) aggregating to INR 4,524,735,200/- (Four Hundred Fifty Two Crores Forty Seven Lakhs Thirty Five Thousand and Two Hundred Only) (**Buy-Back Price**). The Buy-Back Price has been determined based on the valuation report dated 15th September, 2022 issued by M/s. Bhavna Garg, a Registered Valuer. The maximum amount to be paid for the Buyback is INR 4,524,735,200/- (Four Hundred Fifty Two Crores Forty Seven Lakhs Thirty Five Thousand and Two Hundred Only).

2. The objective for Buy-Back of shares:

- a) To carryout capital restructuring in order to achieve an optimal capital structure of the Company; and
- b) To (i) ensure returns to the shareholders of the Company, (ii) achieve better capital efficiency and improved return on equity, due to reduction in the equity base, thereby leading to long term increase in shareholders' value and (iii) to distribute surplus cash to the shareholders and provide return on investments.

3. The class of shares or securities intended to be purchased under the Buy-Back:

The Buyback is of equity shares of the Company and the offer of Buy-Back shall be made to all the existing equity shareholders.

4. The number of securities that the Company proposes to Buy-Back:

The Company proposes to Buy-Back a maximum of 533,200 (Five Lakh Thirty Three Thousand Two Hundred Only) equity shares (**Maximum Buy-Back Shares**).



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5. The method to be adopted for the Buy-Back:

The Buy-Back offer will be made to all the existing equity shareholders. In the event that the offer is over-subscribed, i.e., the number of shares tendered by the equity shareholders is more than the Maximum Buy-Back Shares, the shares shall be bought back on a proportionate basis.

6. The price at which the Buy-Back of shares or other securities shall be made:

The Company will buyback the equity shares at the Buy-Back Price of INR 8,486/- (Rupees Eight Thousand Four Hundred and Eighty Six Only) per share.

7. The basis of arriving at the Buy-Back price:

The Buy-Back Price has been determined on the basis of the valuation report dated 15th September 2022 issued by M/s. Bhavna Garg, a Registered Valuer. The valuation report is attached along with the notice of this meeting.

8. The maximum amount to be paid for the Buy-Back and the sources of funds from which the Buy-Back would be financed:

The maximum amount to be paid for the Buy-Back is INR 4,524,735,200/- (Four Hundred Fifty Two Crores Forty Seven Lakhs Thirty Five Thousand and Two Hundred Only) which will be funded out of the free reserves available with the Company.

9. The time-limit for the completion of Buy-Back

The Buy-Back shall be completed within a maximum period of 1 year from the date of passing of the special resolution approving the Buy-Back. The Company proposes to seek the consent of all the shareholders for having the offer period for the Buy-Back as Three (3) days, i.e., less than 15 days as required under the Companies (Share Capital and Debenture) Rules, 2014.

10. The aggregate shareholding of the promoters, the directors and key managerial personnel as on the date of notice of this meeting is as under:

Promoter	Number of equity shares	Percentage Shareholding
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General Electric Company Inc, USA	50,68,359	50.99%
Wipro Enterprises Private Limited	48,69,601	48.99%
GE Pacific Holdings Pte Limited	1	0.02%

11. **The aggregate number of equity shares purchased or sold by persons mentioned in sub-clause 10 during a period of twelve months preceding the date of the board meeting at which the buy-back was approved and from that date till the date of notice convening the general meeting:**

No equity shares have been purchased or sold or transferred by aforesaid person during the period of twelve months before the Board meeting at which buyback was approved and from that date till the date of this notice.

12. **The maximum and minimum price at which purchases, and sales referred to in sub-clause 11 were made along with the relevant date:**

Not Applicable.

13. **The persons mentioned in sub-clause 10 intend to tender their shares for buy-back –**

- (i) The quantum of shares proposed to be tendered:

533,200 (Five Lakh Thirty Three Thousand Two Hundred Only) equity shares.

- (ii) The details of their transactions and their holdings for the last twelve months prior to the date of the Board meeting at which the buy-back was approved including information of number of shares acquired, the price and the date of acquisition;

No equity shares have been allotted, purchased or sold or transferred by aforesaid person during the period of twelve months before the Board meeting at which buyback was approved and from that date till the date of this notice.

The Holdings for the last twelve months prior to the date of the board meeting at which the buy-back is proposed is as under:



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Promoter	Number of equity shares	Percentage Shareholding
General Electric Company Inc, USA	50,68,359	50.99%
Wipro Enterprises Private Limited	48,69,601	48.99%
GE Pacific Holdings Pte Limited	1	0.02%

14. The Company has no defaults subsisting in repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder or repayment of term loans or interest payable thereon to any financial institutions or banking company.
15. The Board has made a full enquiry into the affairs and prospects of the Company and they have formed the opinion that immediately following the date on which the Annual General Meeting is convened, there will be no grounds on which the Company would be found unable to pay its debts.
16. The Board has also formed its opinion that as regards the prospects of the Company for the year immediately following the date of the aforesaid General Meeting, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date and this opinion has been formed by the Board having regard to the intentions with respect to the management of the Company's business during the year mentioned above and to the amount and character of the financial resources which will, in its view, be available to the Company during that year.
17. The Board in forming its opinion for the above purposes has taken into account the liabilities (including prospective and contingent liabilities) of the Company as if the Company were being wound up under the provisions of the Companies Act, 2013.
18. The Board has also obtained a report from the Company's auditors confirming the following:
 - (a) they have inquired into the state of affairs of the Company;



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- (b) the calculations with reference to buy-back is on the basis of audited accounts not older than six months from the date of offer document and which are subjected to limited review by the auditors;
- (c) the amount of the permissible capital payment for the securities in question is in their view properly determined; and
- (d) the Board has formed its opinion as specified in paragraphs 15, 16 and 17 above on reasonable grounds and that the Company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year.

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. 5 as a **Special Resolution**.

By Order of the Board
Wipro GE Healthcare Private Limited


Company Secretary



Place: Bangalore

Date: September 15, 2022



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ATTENDANCE SLIP
32nd 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, the , at 11.00 a.m. held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Signature of Shareholder/
Authorized Representative

Signed this _____ 2022

