

# MINUTE BOOK

**MINUTES OF THE 17<sup>TH</sup> (SEVENTEENTH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ACCURAY MEDICAL EQUIPMENT (INDIA) PRIVATE LIMITED (THE "COMPANY") HELD THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") ON MONDAY, SEPTEMBER 30, 2024 COMMENCED AT 5:30 P.M. (IST) AND CONCLUDED AT 5:58 P.M. (IST) AT THE DEEMED VENUE SITUATED AT UNIT NUMBER 103, FIRST FLOOR, PARK CENTRA, SECTOR 30, GURUGRAM, SHIVAJI NAGAR-122001, HARYANA, INDIA.**

**Commencement Time: 5:30 p.m. (IST)**

Members Present:

Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard authorized representative of Accuray International SARL *Present through VC from Washington, USA*

Mr. Ali Pervaiz authorized representative of Accuray Asia Limited *Present through VC from Washington, USA*

## **APPOINTMENT OF THE CHAIRMAN**

The members present at the AGM unanimously elected Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard as the Chairman of the AGM by a show of hands. He then took the chair and commenced the proceedings of the AGM.

## **QUORUM**

The Chairman took the roll call and announced that the quorum for the meeting was present in terms of Section 103(1) of the Companies Act, 2013 and thereafter the meeting was called to order. He further informed that the proceedings of the AGM are being recorded.

The Chairman further informed the members that the statutory registers of the Company maintained under the provisions of the Companies Act, 2013 were open for inspection by the members and shall also remain available during the proceedings of the AGM. He further informed the members that, due to preoccupation activities, Mr. Jesse Chungyu Chew, Mr. Philippe Bourdon, Mr. Uday Singh Ahlawat, and statutory auditors of the Company were unable to attend the AGM. The members granted a leave of absence to aforementioned absentees and took note of the same.

The Chairman further informed the Board that the AGM has been convened at shorter notice and the consents has been received from all the shareholders of the Company. With the permission of the members present, the shorter notice convening the AGM along with its annexures and Board's Report as circulated to the Members were taken as read and thereafter, the Chairman read the Auditors' Report.

Then the Chairman proceeded with the business of the meeting as set out in the notice calling the AGM for the consideration of members.

The Chairman took up the following items as mentioned in the notice:

## **ORDINARY BUSINESS**

  
CHAIRMAN'S  
INITIALS

# MINUTE BOOK

**Item No. 1: Considered, approved and adopted the Annual Audited Financial Statements of the Company comprising the Balance Sheet, Statement of Profit and loss, Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2024, together with the Report of the Board of Directors and Auditors' thereon.**

With the permission of the Chairman, item No. 1 of the notice regarding approval and adoption of the Annual Audited Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Report of the Board of Directors and Auditors' thereon was taken up for consideration. Mr. Ali Pervaiz proposed and Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard, seconded the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any amendment thereto or re-enactment thereof), the Audited Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement and Explanatory Notes annexed thereto, (hereinafter collectively known as “**Annual Audited Financial Statements**”), for the financial year ended on March 31, 2024, together with Directors' and Auditor's Report thereon, be and are hereby considered and adopted.”

The resolution was put to vote. All the members present in the AGM raised their hands in favour of the resolution. Accordingly, with the permission of the Chairman the above resolution was declared as carried unanimously.

**Item No. 2: Approval for the re-appoint of M/S Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditor of the Company**

With the permission of the Chairman, item No. 2 of the notice regarding approval for the re-appoint of M/S Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditor of the Company was taken up for consideration. Mr. Ali Pervaiz proposed and Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard, seconded the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), on the recommendation of the board of directors, the consent of the shareholders be and is hereby accorded to re-appoint M/S Walker Chandiook & Co LLP, Chartered Accountants, having FRN 001076N/ N500013 as statutory auditors of the Company for a period of five years starting from Financial Year 2024-2025 till 2028-2029 and that they shall hold office from the conclusion of 17<sup>th</sup> (Seventeenth) Annual General Meeting (AGM) until the conclusion of 22<sup>nd</sup> (Twenty Second) AGM of the Company, on such remuneration as may be mutually agreed upon between the directors of the Company and the Auditors plus reimbursement of service tax, travelling and out of pocket expenses.”

The resolution was put to vote. All the members present in the AGM raised their hands in favour of the resolution. Accordingly, with the permission of the Chairman the above resolution was declared as carried unanimously.

**SPECIAL BUSINESS**

  
CHAIRMAN'S  
INITIALS

## MINUTE BOOK

### **Item No. 3: Approval for the regularisation of the appointment of Mr. Philippe Bourdon having Director Identification Number (DIN) 10475255 as Director of the Company**

With the permission of the Chairman, item No. 3 of the notice regarding the approval for the regularisation of the appointment of Mr. Philippe Bourdon having Director Identification Number (DIN) 10475255 as Director of the Company was taken up for consideration. Mr. Ali Pervaiz proposed and Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard, seconded the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), on the recommendation of the board of directors, the consent of the shareholders be and is hereby accorded to regularise the appointment of Mr. Philippe Bourdon having Director Identification Number (DIN) 10475255 as the Director of the Company, who was originally appointed as an Additional Director of the Company with effect from January 29, 2024, by the board of directors and held office only up to the date of 17<sup>th</sup> (Seventeenth) AGM of the Company.”

The resolution was put to vote. All the members present in the AGM raised their hands in favour of the resolution. Accordingly, with the permission of the Chairman the above resolution was declared as carried unanimously.

### **Item No. 4: Approval for the regularisation of the appointment of Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard having DIN 10459739 as Director of the Company**

With the permission of the Chairman, item No. 4 of the notice regarding the approval for the regularisation of the appointment of Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard having DIN 10459739 as Director of the Company was taken up for consideration. Mr. Ali Pervaiz proposed and Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard, seconded the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), on the recommendation of the board of directors, the consent of the shareholders be and is hereby accorded to regularise the appointment of Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard having Director Identification Number (DIN) 10459739 as the Director of the Company, who was originally appointed as an Additional Director of the Company with effect from January 29, 2024, by the board of directors and held office only up to the date of 17<sup>th</sup> (Seventeenth) AGM of the Company.”

The resolution was put to vote. All the members present in the AGM raised their hands in favour of the resolution. Accordingly, with the permission of the Chairman the above resolution was declared as carried unanimously.

### **Item No. 5: Approval for the regularisation of the appointment of Mr. Uday Singh Ahlawat having DIN 07291328 as Director of the Company**

  
CHAIRMAN'S  
INITIALS



# MINUTE BOOK

With the permission of the Chairman, item No. 5 of the notice regarding the approval for the regularisation of the appointment of Mr. Uday Singh Ahlawat having DIN 07291328 as Director of the Company was taken up for consideration. Mr. Ali Pervaiz proposed and Mr. Xavier Serge Marie Joseph Lemoine Dit Lemoine De Poilvillain De Misouard, seconded the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), on the recommendation of the board of directors, the consent of the shareholders be and is hereby accorded to regularise the appointment of Mr. Uday Singh Ahlawat having Director Identification Number (DIN) 07291328 as the Director of the Company, who was originally appointed as an Additional Director of the Company with effect from November 16, 2023, by the board of directors and held office only up to the date of 17<sup>th</sup> (Seventeenth) AGM of the Company.”

The resolution was put to vote. All the members present in the AGM raised their hands in favour of the resolution. Accordingly, with the permission of the Chairman the above resolution was declared as carried unanimously.

## VOTE OF THANKS

The Chairman confirmed that the quorum was present throughout the AGM. There being no other business to transact, the meeting concluded at 5:58 p.m. (IST) with a vote of thanks to the chair.

Signature.....

**Chairman**  
**(Xavier Serge Marie Joseph Lemoine**  
**Dit Lemoine De Poilvillain De Misouard)**

**Date of signing:** October 23, 2024

**Place of signing:** Morges, Switzerland

**Date of Entry in the Minutes Book:** October 24, 2024

  
**CHAIRMAN'S**  
**INITIALS**