



Wipro Enterprises (P) Limited

Registered Office: 'C' Block, CCLG Division, Doddakannelli,
Sarjapur Road, Bangalore – 560035,

Telephone: +91-80-2844-0011, Fax: +91-80-2844-0054,

CIN: U15141KA2010PTC054808,

E-mail: communications.wel@wipro.com, **Website:** www.wiproenterprises.com

NOTICE is hereby given that 10th Annual General Meeting of the Members of Wipro Enterprises (P) Limited will be held on Thursday, September 24, 2020 at 12:45 PM at Wipro Campus, Board Room, 2nd Floor, A Block, SJP 1, Doddakannelli, Sarjapur Road, Bangalore, 560035, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FY 2019-20

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Section 148 (3) read with Rule 14 (b) of Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions if any, of the Companies Act, 2013, Company hereby ratifies

the remuneration of ₹ 8 Lakh plus taxes payable to **M/s P. D. Dani and Associates** (Registration Number 000593 with Institute of Cost Accountants of India) and ₹ 3 Lakh plus taxes payable to **M/s. Rao, Murthy & Associates** (Registration Number 000065 with Institute of Cost Accountants of India) for FY 2019-20, who were appointed as the Cost Auditors, to carry out the Cost Audit of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

For **Wipro Enterprises (P) Limited**

Chethan Yogesh
Company Secretary

Date: June 30, 2020

Place: Bangalore

NOTES

1. In view of the COVID-19 pandemic, your Company has voluntarily enabled the facility for Members to watch the proceedings of the 10th Annual General Meeting (AGM) through the Video Conferencing provided by Cisco Webex platform. The instructions for participation by Members are given in the subsequent paragraphs.
2. The proceedings of the 10th AGM will be web casted live for all the shareholders. Interested Shareholder can click below link to register for the AGM event.
<https://wiprocon1.webex.com/wiprocon1/onstage/g.php?MTID=efd3c1b0416b0747dbba3bd355d4a8264>. After clicking the link, kindly enter your details such as your full name, E-mail ID, phone number, demat account details (DP ID & Client ID or Folio number as the case may be) for registration.
3. Once the registration is successfully completed, you will receive another confirmation email along with the link to join the AGM.
4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
5. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
6. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. The Register of Members will remain closed from September 22, 2020 to September 24, 2020 (both days inclusive).
9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
10. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
13. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new Share Transfer Form SH-4.
14. Members in case of any grievance or request may contact our Registrars and Share Transfer Agent at the following address quoting their Folio no. DP ID & Client ID no.
KFin Technologies Private Limited
Unit: Wipro Enterprises,
Karvy Selenium
Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032.
P h: +91- 40 67161530
Fax: +91-40 23420814
Shareholders Grievance/ queries can be sent through email to any of the following designated email ids.
 - a. Email id: einward.ris@kfintech.com
 - b. Email id: rajitha.cholleti@kfintech.com
Contact person: Ms. Rajitha Cholleti
 - c. Email id: srinivas.b@kfintech.com
Contact person: Mr. B Srinivas

15. Non-Resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The change in the residential status on return to India for permanent settlement.
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
16. The Statutory Registers under the Companies Act, 2013 (Register under Section 88 and Section 189 of the Companies Act, 2013) is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays and will be made available at the venue of the meeting.
17. Please refer Annual Report for more details about the Company's Performance, etc. which is available on the website of the company at www.wiproenterprises.com.
18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to KFin Technologies Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
19. Pursuant to Section 108 of Companies Act, 2013 and rules made thereunder, the Company does not have more than 1000 shareholders, hence, e-voting is not applicable to your company.
20. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business and certain ordinary businesses to be transacted at the Annual General Meeting is annexed hereto.
21. The route map showing the direction to reach the venue of the Annual General Meeting is annexed at the last page.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No.2

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.

M/s P. D. Dani and Associates (Registration Number 000593 with Institute of Cost Accountants of India) and **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, were appointed as the cost auditors for Wipro Consumer Care and Lighting division (WCCLG) and Wipro Infrastructure Engineering division (WIN) respectively to carry out the Cost Audit of the cost records the Company relating to the products mentioned below for the year ended March 31, 2020.

M/s. P.D. Dani and Associates have been appointed as the Cost Auditor of Wipro Consumer Care and Lighting division (WCCLG) and is also acting as Lead Cost Auditor for the company as a whole and shall submit the consolidated Cost Audit Report of the Wipro Enterprises (P) Limited for financial year ended March 31, 2020. The scope of work for WCCLG is larger than WIN according to products covered under Cost Audit as per specified CETA codes.

Sl. No.	Industries/Sectors/Product Group as per Rule 3 (B) of Companies (Cost Records and Audit) Rules, 2014	Product Name	CETA Heading	Business Division
1	Organic and Inorganic Chemicals etc.	Liquid detergent and Fabric Conditioner	3402 90 11	WCCLG
2	Organic and Inorganic Chemicals etc.	Dish Wash	3402 20 90	WCCLG
3	Organic and Inorganic Chemicals etc.	Fatty acid	3823 11 12	WCCLG
4	Other Machinery	Fan Regulator	8414 90 30	WCCLG
5	Electricals or Electronic Machinery	Starters	8536 90 10	WCCLG
6	Electricals or Electronic Machinery	Switches	8536 50 20	WCCLG
7	Electricals or Electronic Machinery	Plug & Socket	8536 69 10	WCCLG
8	Electricals or Electronic Machinery	MCB-Miniature Circuit breakers	8536 20 30	WCCLG
9	Electricals or Electronic Machinery	GLS	8539 29 10	WCCLG
10	Electricals or Electronic Machinery	CFL	8539 31 10	WCCLG
11	Electricals or Electronic Machinery	FTL	8539 31 90	WCCLG
12	Other Machinery	Hydraulic Cylinder	8412 29 90	WIN
13	Other Machinery	Spares for Hydraulic Cylinders	8412 90 30	WIN
14	Other Machinery	Spares for Hydraulic Cylinders, Tipping System	8412 90 90	WIN
15	Other Machinery	Hydraulic Pump	8413 19 90	WIN
16	Other Machinery	Hydraulic Tipping System	8412 21 00	WIN
17	Other Machinery	Spares for Hydraulic Tipping System	8431 20 90	WIN
18	Other Machinery	Hydraulic Valve	8481 80 30	WIN
19	Machinery & Mechanical Appliances used in defence, space and atomic energy	Parts of other engines and motors-Customer Collins	8803 90 00	WIN
20	Machinery & Mechanical Appliances used in defence, space and atomic energy	Aircraft Parts	8803 20 00	WIN
21	Medical devices	Medical Equipment Parts - Additive Manufacturing	9018 90 99	WIN
22	Machinery & Mechanical Appliances used in defence, space and atomic energy	Other parts of aero plane and helicopter-Customer HD (landing actuator parts)	8803 30 00	WIN
23	Other Machinery	Water	8421 21 90	WIN

Members are requested to ratify the remuneration payable to M/s P. D. Dani and Associates (Registration Number 000593 with Institute of Cost Accountants of India) and M/s. Rao, Murthy & Associates (Registration Number 000065 with Institute of Cost Accountants of India) for FY 2019-20. Details of the remuneration is shown below.

Sl. No.	Financial Year	Name of the Auditor	Division	Amount in ₹
1.	2019-20	M/s P. D. Dani and Associates.	Wipro Consumer Care & Lighting Business and for issuing Consolidated Cost Audit Report	8 Lakh plus taxes
2.		M/s. Rao, Murthy & Associates	Wipro Infrastructure Engineering Business	3 Lakh plus taxes

None of the Directors of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the resolution at Item No. 2 for ratification by the members.

By Order of the Board of Directors
For **Wipro Enterprises (P) Limited**

Chethan Yogesh
Company Secretary

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Date: June 30, 2020

Place: Bangalore

