

NOTICE

WIPRO ENTERPRISES LIMITED

(Formerly Azim Premji Custodial Services Limited)

NOTICE is hereby given that 3rd Annual General Meeting of the Members of Wipro Enterprises Limited (Formerly Azim Premji Custodial Services Limited) will be held on Monday, the 30th day of September 30, 2013 at 4.00 PM at Auditorium, SJP2 – S4 Tower, 5th floor, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore - 560 035, to transact the following business:

ORDINARY BUSINESS

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2013, and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION** :

RESOLVED that M/s. BSR & Co. (Registration Number 101248W with ICAI) be and is hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be decided by the Audit Committee in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee or such other officer of the Company as may be approved by the Board/Committee.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:-

RESOLVED that pursuant to Section 309 (4) of the Companies Act, 1956 and subject to the limits stipulated therein, the Company be and is hereby authorized to pay remuneration by way of commission to any one or more or all of the existing Non-Executive Directors, or Directors to be appointed in future, for a period of five years commencing from April 1, 2013, such commission, as the Board may from time to time determine, (to be divided amongst them in such proportion as may be determined by the Board from time to time) and that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 (1) of the Companies Act, 1956.

4. **Appointment of Mr. Suresh C Senapaty as Director of the Company.**

Consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTION**:

RESOLVED that Mr. Suresh C Senapaty who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 1, 2013, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

5. **Appointment of Mr. Vineet Agrawal as Director of the Company.**

Consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTION:**

RESOLVED that Mr. Vineet Agrawal who was appointed by the Board of Directors as an Additional Director (designated as CEO – Consumer Care & Lighting Business and Executive Director) of the Company with effect from April 1, 2013, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

6. **Appointment of Mr. Pratik Kumar as Director of the Company.**

Consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTION:**

RESOLVED that Mr. Pratik Kumar who was appointed by the Board of Directors as an Additional Director (designated as CEO – Infrastructure Engineering Business and Executive Director) of the Company with effect from April 1, 2013, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

7. **Appointment of Mr. Rishad Premji as Director of the Company.**

Consider and if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTION:**

RESOLVED that Mr. Rishad Premji who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 1, 2013, and who holds office up to the date of the forthcoming

Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

By Order of the Board of Directors
For Wipro Enterprises Limited

Chethan
Company Secretary

Registered Office:
No 134, Doddakannelli, Sarjapur Road
Next to Wipro Corporate Office
Bangalore - 560 035
Date: September 2, 2013

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A proxy may not vote except on a poll.
3. 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.
4. 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 please 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.
5. 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. In the case of such demat shares, 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.

6. 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.
7. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to Individuals holding shares of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
8. The Statutory Register under the Companies Act, 1956 (Register under Section 307 and Section 301 of the Companies Act, 1956) 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.
9. Please refer to Annual Report for more details about the Company's Performance, etc.

Annexure A

Explanatory Statement under Section 173 of the Companies Act, 1956

As required by Section 173 of the Companies Act, 1956, the following explanatory statement sets out all material facts relating to the items of Special Business mentioned under item No. 3 to 7 of the accompanying notice dated September 2, 2013

Item No. 3

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of

functional areas such as marketing, technology, corporate strategy, information systems and finance.

The Board is of the view that it is necessary that adequate compensation should be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Now it is proposed to take your approval for payment of remuneration by way of commission to any one or more or all of the existing Non-Executive Directors, or Directors to be appointed in future, for a period of five years commencing from April 1, 2013, such commission, as the Board may from time to time determine, (to be divided amongst them in such proportion as may be determined by the Board from time to time) and that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 (1) of the Companies Act, 1956).

This proposal is subject to the approval of members by way of Special Resolution.

All the Non Executive directors are concerned and interested in this resolution as it relates to their payment of remuneration.

The Board of Directors commends the resolution for approval of the members.

Item No. 4

Mr. Suresh C Senapaty, was appointed as Additional Director of the Company with effect from April 1, 2013. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Suresh C Senapaty holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr. Suresh C Senapaty, proposing his appointment as a Director of the Company, along with the requisite deposit.

Except Mr. Suresh C Senapaty, none of the other Directors are interested or concerned in this resolution.

The Board of Directors recommend the resolution for approval of the members.

Item No. 5

Mr. Vineet Agrawal, was appointed as Additional Director (designated as CEO – Consumer Care & Lighting Business and Executive Director) of the Company with effect from April 1, 2013. As per the provisions of Section 260 of the

Companies Act, 1956, Mr. Vineet Agrawal holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr. Vineet Agrawal, proposing his appointment as a Director of the Company, along with the requisite deposit.

Except Mr. Vineet Agrawal, none of the other Directors are interested or concerned in this resolution.

The Board of Directors recommend the resolution for approval of the members.

Item No. 6

Mr. Pratik Kumar, was appointed as Additional Director (designated as CEO – Infrastructure Engineering Business and Executive Director) of the Company with effect from April 1, 2013. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Pratik Kumar holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr. Pratik Kumar, proposing his appointment as a Director of

the Company, along with the requisite deposit

Except Mr. Pratik Kumar, none of the other Directors are interested or concerned in this resolution.

The Board of Directors recommend the resolution for approval of the members.

Item No. 7

Mr. Rishad Premji, was appointed as Additional Director of the Company with effect from April 1, 2013. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Rishad Premji holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr. Rishad Premji, proposing his appointment as a Director of the Company, along with the requisite deposit

Except Mr. Rishad Premji, none of the other Directors are interested or concerned in this resolution.

The Board of Directors recommend the resolution for approval of the members.