



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 No. U15141KA2010PTC054808,

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

NOTICE is hereby given that 8th Annual General Meeting of the Members of Wipro Enterprises (P) Limited will be held on Thursday, August 2, 2018 at 4.30 PM at 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore – 560 035, 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, 2018, together with the Reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. TARIQ AZIM PREMJI (DIN 07404479) 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. Tariq Azim Premji (DIN: 07404479), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 1, 2018, 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 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and is not liable to retire by rotation.

3. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FY 2017-18**

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 INR 8 Lakh plus taxes payable to M/s P. D. Dani and Associates (Registration Number 000593 with Institute of Cost Accountants of India) and INR 3 Lakh plus taxes payable to M/s. Rao, Murthy & Associates (Registration Number 000065 with Institute of Cost Accountants of India) for FY 2017-18, 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
Company Secretary

Date: May 29, 2018
Place: Bangalore

NOTES

1. 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.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. 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.
4. 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.
5. The Register of Members will remain closed from July 31, 2018 to August 2, 2018 (both days inclusive).
6. 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.
7. 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.
8. 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.
9. 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.

10. 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 Form SH-4.
11. 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.

M/s Karvy Computer Share Private Limited

Unit: Wipro Enterprises (P) Limited,
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@karvy.com
 - b. Email id: rajitha.cholleti@karvy.com
Contact person: Ms. Rajitha Cholleti
 - c. Email id: srinivas.b@karvy.com
Contact person: Mr. B Srinivas
12. 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.
 13. 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.
 14. Please refer Annual Report for more details about the Company's Performance, etc. which is available on the website of the company at www.wiproel.com.
 15. 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 M/s Karvy Computershare 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.

16. 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.
17. 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.
18. 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

In terms of Section 161 of the Companies Act, 2013, the Board of Directors approved the appointment of Mr. Tariq Azim Premji (DIN: 07404479) as an Additional Director of the Company with effect from June 1, 2018, to hold office up to the date of ensuing Annual General Meeting.

As per Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Tariq Azim Premji to be appointed as a Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by him to act as Director, if appointed. Accordingly, the proposal is being placed before the members for their approval.

The Board at its meeting held on May 29, 2018, recommended for the approval of the Members, the appointment of Mr. Tariq Azim Premji as Director of the Company as set out in the Resolution.

Except for Mr. Azim Premji, Chairman of the Company, Mr. Rishad Premji, Director and Mr. Tariq Azim Premji, being the appointee, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution set out at Item no.2.

Item No.3

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, 2018.

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	3402 90 11	WCCLG
2	Organic and Inorganic Chemicals etc.	Fabric Conditioner	3402 90 99	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 6910	WCCLG
8	Electricals or Electronic Machinery	MCB-Miniature Circuit breakers	8536 2030	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	84122990	WIN
13	Other Machinery	Spares for Hydraulic Cylinders	84129030	WIN
14	Other Machinery	Spares for Hydraulic Cylinders	84129090	WIN
15	Other Machinery	Hydraulic Pump	84131990	WIN
16	Other Machinery	Hydraulic Tipping System	84289090	WIN
17	Other Machinery	Spares for Hydraulic Tipping System	84312090	WIN
18	Other Machinery	Hydraulic Valve	84818030	WIN
19	Machinery & Mechanical Appliances used in defence, space and atomic energy	Aircrafts Parts - Additive Manufacturing	88039000	WIN
20	Medical devices	Medical Equipment Parts - Additive Manufacturing	90189099	WIN
21	Other Machinery	Water	84212190	WIN

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, 2018. The scope of work for WCCLG is larger than WIN according to products covered under Cost Audit as per specified CETA codes.

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 2017-18. Details of the remuneration is shown below.

Sl. No.	Financial Year	Name of the Auditor	Division	Amount in INR
1.	2017-18	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. 3.

The Board recommends the resolution at Item No. 3 for ratification by the members.

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

Chethan
Company Secretary

Registered Office:

'C' Block, CCLG Division, Doddakannelli,
Sarjapur Road, Bangalore – 560 035, India.
Telephone: +91-80-2844-0011, Fax: +91-80-2844-0054
CIN No. U15141KA2010PTC054808,
E-mail: communications.wel@wipro.com,
Website: www.wiproel.com

Date: May 29, 2018
Place: Bangalore

