



## Wipro Enterprises (P) Limited

Registered Office: Wipro House, No. 8,  
7th Main, 80 Feet Road, Koramangala, 1st Block, Bangalore- 560034

Telephone: +91-80-61990100

CIN: U15141KA2010PTC054808,

E-mail: [communications.wel@wipro.com](mailto:communications.wel@wipro.com), Website: [www.wiproenterprises.com](http://www.wiproenterprises.com)

**NOTICE** is hereby given that 12th Annual General Meeting of the Members of Wipro Enterprises (P) Limited will be held on date of AGM 29th September 2022, Thursday at 12:00 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, 2022, together with the Reports of the Auditors and Directors thereon.

### SPECIAL BUSINESS:

2. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FY 2021-22**

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 ₹ 10.20 Lakhs plus taxes and out of pocket expenses if any, payable to **M/s P. D. Dani and Associates** (Registration Number 000593 with Institute of Cost Accountants of India) and ₹ 3.3 Lakh plus taxes and out of pocket expenses if any payable to **M/s. Rao, Murthy & Associates** (Registration Number 000065 with Institute of Cost Accountants of India) for FY 2021-22, 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.”

3. **APPOINTMENT OF M/S DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS (Regn No. 008072S with ICAI) AS STATUTORY AUDITORS FOR FIVE YEARS STARTING FROM FINANCIAL YEAR 2022-23**

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

**“RESOLVED THAT** approval of the members be and is hereby accorded for appointment of **M/S DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS (Regn No. 008072S with ICAI)** as the Statutory Auditors of the Company to hold office for five years from the conclusion of 12th Annual General Meeting until the conclusion of the 17th consecutive Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee/Board 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/Board or such other officer of the Company as may be approved by the Board/Committee.

4. **TO APPROVE ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provision of Section 4 and 13 of the Company Act, 2013 and other applicable provision if any and read with Rules framed thereunder, approval of the Shareholders be and is hereby accorded subject to approval of the Registrar of Companies (ROC) the following Object clauses be inserted after clause 7 under the Main Object clause:

**After clause 7, the following objects is added under sub-clause (A) of clause III as clauses 8, 9, 10 and 11.**

8. To carry on and transact in India or abroad in any manner whatsoever, the business to establish, organise, manage, distribute, promote, encourage, provide, conduct, sponsor, subsidise, operate, develop and commercialise, all or any kinds of general insurance business including but not limited to, indemnity or guarantee business of all kinds, classes, nature and description, fire, marine cargo, marine hull, aviation, transit, motor vehicles, engineering, accident, including rural, livestock and crop insurances and miscellaneous insurances and all branches of the above classes, and also the business of insurance against war, riots, strikes, terrorism, civil commotion, loss of profits, health, other contingencies and insurances covering any liability under any law, convention or agreement and to act as agent, representative, surveyor, sub insurance agent, franchiser, consultant, advisor, collaborator, or otherwise to deal in all incidental and allied activities related to general insurance business.
9. To undertake reinsurance, co-insurance, retrocession of insurances and liabilities of any kind or accepted by other persons or bodies and for such consideration and upon such terms and conditions generally as may be thought fit and to undertake reinsurance or co-insure any insurances or liabilities undertaken by the company.
10. To grant annuities of all kinds, whether dependent or human life or otherwise and whether perpetual or terminable, immediate or deferred, contingent or otherwise, relating to general insurance business.
11. To carry on generally every kind of activity (including any ancillary activities) relating to general insurance business.

**RESOLVED FURTHER THAT** Mr. Vineet Agrawal, CEO-Wipro Consumer Care & Lighting Business and Executive Director or Mr. Pratik Kumar, CEO- Wipro Infrastructure Engineering Business and Executive Director or Mr. Raghavendran Swaminathan, Chief Financial Officer or Mr. Chethan Yogesh, Company Secretary of the company be and are hereby severally authorized to sign necessary applications and other documents and to do all acts and deeds as may be necessary to give effect to the foregoing resolutions.

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

Date: July 20, 2022  
Place: Bangalore

Chethan Yogesh  
Company Secretary

## NOTES

1. In view of the COVID-19 pandemic, your Company has voluntarily enabled the facility for Members to watch the proceedings of the 12th AGM through the Video Conferencing provided by Cisco WebEx platform. The instructions for participation by Members are given in the subsequent paragraphs.  
  
The proceedings of the 12th 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=e8de26a449d01e976019cfc767a099a83>
2. After clicking the link, kindly click the register button at the bottom and enter your details such as your full name, Email 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. All alterations made in the form of proxy should be initialed.
7. 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.
8. 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.
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,  
Selenium Tower B,  
Plot 31-32,  
Financial District, Nanakramguda,  
Serilingampally Mandal,  
Hyderabad – 500 032.  
P h: -1-800-309-4001  
  
Shareholders Grievance/ queries can be sent through email to any of the following designated email ids.
  - a. Email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
  - b. Email id: [rajitha.cholleti@kfintech.com](mailto:rajitha.cholleti@kfintech.com)  
Contact person: Ms. Rajitha Cholleti
  - c. Email id: [swati.baireddy@kfintech.com](mailto:swati.baireddy@kfintech.com)  
Contact person: Ms. Swati Reddy
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) and all relevant documents referred to in the Notice and accompanying statement 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](http://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. The Notice of meeting is being sent to all the equity shareholders whose names appear in the records of the Company as on July 31, 2022. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the shareholders.
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 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, 2022.

**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, 2022. 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   | CTA Heading | Business Division |
|---------|--|--|-------------|-------------------|
| 1.      | Other Machinery  | Hydraulic Tipping System   | 84122100    | WIN               |
| 2.      | Other Machinery  | Hydraulic Cylinder   | 84122990    | WIN               |
| 3.      | Other Machinery  | Engine Cover Cylinders and Pistons   | 84128090    | WIN               |
| 4.      | Other Machinery  | Spares for Hydraulic Cylinders   | 84129090    | WIN               |
| 5.      | Other Machinery  | Jigs & Fixtures  | 84663020    | WIN               |
| 6.      | Machinery & Mechanical Appliances used in defence, space and atomic energy sectors- Aircraft         | Aircraft Parts   | 88032000    | WIN               |
| 7.      | Machinery & Mechanical Appliances used in defence, space and atomic energy sectors- Aircraft         | Other parts of aeroplane and helicopter-Customer HD (landing actuator parts) | 88033000    | WIN               |
| 8.      | Arms & Ammunitions   | Canister Assembly used in Missile  | 93069000    | WIN               |
| 9.      | Other Machinery  | Water  | 84212190    | WIN               |
| 10.     | Organic and Inorganic Chemicals etc.   | Fatty Acids  | 38231112    | WCCLG             |
| 11.     | Organic and Inorganic Chemicals etc.   | Liquid Detergent   | 34029011    | WCCLG             |
| 12.     | Organic and Inorganic Chemicals etc.   | Fabric Conditioner   | 34029099    | WCCLG             |
| 13.     | Organic and Inorganic Chemicals etc.   | Dish Wash  | 34022090    | WCCLG             |
| 14.     | Insecticides   | Hand Sanitizers (Disinfectants)  | 38089400    | WCCLG             |
| 15.     | Insecticides   | Floor Cleaner (Disinfectants)  | 38089400    | WCCLG             |
| 16.     | Other Machinery  | Fan Regulator  | 84149030    | WCCLG             |
| 17.     | Electricals or Electronic Machinery  | MCB-Miniature circuit breakers   | 85362030    | WCCLG             |
| 18.     | Electricals or Electronic Machinery  | Switches   | 85365020    | WCCLG             |
| 19.     | Electricals or Electronic Machinery  | Plug, Socket and Plate   | 85366910    | WCCLG             |
| 20.     | Electricals or Electronic Machinery  | Starter  | 85369010    | WCCLG             |
| 21.     | Electricals or Electronic Machinery  | GLS  | 85392910    | WCCLG             |

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 2021-22. Details of the remuneration is shown below.

| Sl. No. | Financial Year | Name of the Auditor                      | Division   | Amount in ₹   |
|---------|----------------|--|--|---|
| 1.      | 2021-22        | <b>M/s P. D. Dani and Associates.</b>    | Wipro Consumer Care & Lighting Business and for issuing Consolidated Cost Audit Report | INR 10.2 Lakhs plus taxes and out of pocket expenses if any |
| 2.      |                | <b>M/s. Rao, Murthy &amp; Associates</b> | Wipro Infrastructure Engineering Business  | INR 3.3 Lakhs plus taxes and out of pocket expenses if any  |

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.

**Item No. 3:**

In the Annual General Meeting of Members of the Company held on August 7, 2017, members have approved for reappointment of M/s. BSR & Co. LLP (Registration Number 101248W/W100022 with ICAI) for a second term of 5 years as Statutory Auditors of the Company.

Since the term of the existing statutory auditors is ending at the conclusion of the ensuing Annual General Meeting of the company, it is proposed to recommend for appointment of M/S DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS (Regn. No. 008072S with ICAI) as the Statutory Auditors of the Company to hold office for a consecutive period five years from the conclusion of 12th Annual General Meeting until the conclusion of the 17th Annual General Meeting of the Company.

Hence, pursuant to recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members be and hereby requested to approve for the appointment of M/S DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS (Regn No. 008072S with ICAI) for a consecutive period of five years from the conclusion of this Annual General Meeting until the conclusion of the 17th Annual General Meeting of the Company at a remuneration to be decided by the Board/Audit Committee from time to time.

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 approval by the members.

**Item No. 4:**

Pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 read with applicable rules, Members have to approve for alteration of Memorandum of Association (MOA) of the Company.

It is informed to the members that all the Associates or Joint Venture of the Company is carrying out one or the other objects which are covered in our main objects of the Memorandum of Association (MOA) of the Company. Considering that there is a scope in Insurance sector it is recommended to insert the insurance related object clause in the MOA of the Company.

Your Board of Directors' of the Company is recommending to approve alteration of Memorandum of Association by adding object clause after clause no. 7 under sub-clause (A) of clause III as clause 8, 9, 10 and 11.

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. 4.

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

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

**Chethan Yogesh**  
Company Secretary

**Registered Office:**

Wipro House, No. 8, 7th Main, 80 Feet Road,  
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Date: July 20, 2022  
Place: Bangalore



**ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING**

