# Wipro Enterprises (P) Limited

**Registered Office:** Wipro House, No. 8,
7th Main, 80 Feet Road, Koramangala, 1st Block, Bengaluru- 560034
**Telephone:** +91-80-61990100,
**CIN:** U15141KA2010PTC054808,
**E-mail:** communications.wel@wipro.com, Website:www.wiproenterprises.com

**NOTICE** is hereby given that 13th Annual General Meeting of the Members of Wipro Enterprises Private Limited will be held on Thursday, August 10, 2023, at 02:30 PM at 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bengaluru – 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 31,2023, 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 F.Y. 2022-23**

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 000593with Institute of Cost Accountants of India**)** and ₹ 3.30 Lakhs 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 F.Y. 2022-23, who were appointed as the Cost Auditors, to carry out the Cost Audit of the Company."

"**RESOLVED FURTHER THAT** any of the Director, Chief Financial Officer 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. REDUCTION OF SHARE CAPITAL OF THE COMPANY**

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 66 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory amendments or re-enactments thereof read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and the applicable provisions of the National Company Law Tribunal Rules, 2016 and pursuant to Article 68 of the Articles of Association of the Company and subject to confirmation/ approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT) and such other approvals as may be required, and subject to the terms and conditions, as may be prescribed by the NCLT and any other appropriate authority, while granting approval or confirmation, and which conditions are acceptable to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf), the consent of the members of the Company be and is hereby accorded, by way of a special resolution to reduce the issued, subscribed and paid-up equity share capital of the Company from ₹483,66,21,630/- (Rupees Four Hundred Eighty Three Crores Sixty Six Lakhs Twenty One Thousand Six Hundred and Thirty Only) consisting of 48,36,62,163 (Forty Eight Crores Thirty Six Lakhs Sixty Two Thousand One Hundred and Sixty Three Only) equity shares of ₹ 10/- each to ₹ 476,14,24,110/- (Rupees Four Hundred Seventy Six Crores Fourteen Lakhs Twenty

Four Thousand One Hundred and Ten Rupees Only) consisting of 47,61,42,411 (Forty Seven Crores Sixty One Lakhs Forty Two Thousand Four Hundred and Eleven Only) equity shares of ₹10/- each by cancelling and extinguishing the paid up equity share capital of ₹ 7,51,97,520/- (Rupees Seven Crore Fifty One Lakhs Ninety Seven Thousand Five Hundred and Twenty Only) divided into 75,19,752 (Seventy Five Lakhs Nineteen Thousand Seven Hundred and Fifty Two) equity shares of ₹ 10/- each representing in aggregate 1.55% (one point five five percent) of the total issued, subscribed and paid-up equity share capital of the Company from the non- promoter equity shareholders being the Identified Shareholders more particularly identified/ defined hereinbelow, for a consideration of ₹ 1243,76,69,808/- (Rupees One Thousand Two Hundred Forty Three Crores Seventy Six Lakhs Sixty Nine Thousand Eight Hundred and Eight Only) being determined for 75,19,752 (Seventy Five Lakhs Nineteen Thousand Seven Hundred and Fifty Two) equity shares at ₹ 1,654/- (Rupees One Thousand Six Hundred and Fifty Four Only) per equity share which is 4.55% (four point five five percent) higher than the fair value of per equity share determined by the Valuer, to be paid out of the free reserves of the Company as per the latest audited financial statements (“**Capital Reduction**”). The details of the non-promoter shareholders whose all and entire shareholding in the Company aggregating to 75,19,752 (Seventy Five Lakhs Nineteen Thousand Seven Hundred and Fifty Two) equity shares that are proposed to be so reduced (“**Identified Shareholders**”) are as below:

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 1 | 13700 | 1201370000008131 | CHIRAYUSH PRAVIN VAKIL | PRAVIN KANTILAL VAKIL | |
| 2 | 13700 | 1201370000008976 | CHIRAYUSH PRAVIN VAKIL | | |
| 3 | 32900 | 1203290000007339 | SHARMISHTHA PRADIP JAVERI | | |
| 4 | 24700 | 1202470000158243 | DINESH HIRJI KENIA | | |
| 5 | 23500 | 1202350000000237 | NARENDRA CHANDULAL SHAH . | | |
| 6 | IN301127 | 16175235 | SHAH LEELA NAGJI | SHAH NAGJI MORARJI | |
| 7 | IN301127 | 16175244 | SHAH NAGJI MORARJI | SHAH LEELA NAGJI | |
| 8 | IN301330 | 21687358 | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH | JIGNA KANAYALAL SHAH |
| 9 | IN301330 | 21687366 | JIGNA KANAYALAL SHAH | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH |
| 10 | IN301330 | 21687374 | DIPAK KANAYALAL SHAH | SHARAD KANAYALAL SHAH | JIGNA KANAYALAL SHAH |
| 11 | IN304295 | 12676103 | SRINIVAS D BALLAL | | |
| 12 | IN300425 | 10002227 | MINAXI HEMANT VANSIA | HEMANT KISHORSINH VANSIA | |
| 13 | IN300425 | 10002251 | HEMANT KISHORSINH VANSIA | MINAXI HEMANT VANSIA | |
| 14 | IN300425 | 10045691 | PUNITABEN V GAMI | | |
| 15 | | WPE0000114 | VIJAY B KASAR | KARTIKI V KASAR | |
| 16 | | WPE0000115 | YOGESH B KASAR | | |
| 17 | IN300126 | 10024033 | PRADEEP AGARWALA | RADHIKA AGARWALA | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 18 | IN302679 | 32049459 | PRADEEP  AGARWALA | | |
| 19 | IN302105 | 10444774 | NAVEEN BOTHRA AND SONS HUF | | |
| 20 | IN300126 | 10454574 | KSHAMA S. CHANDRA | SURESH CHANDRA | PUNEET CHANDRA |
| 21 | IN300126 | 10455794 | PUNEET CHANDRA | KAVITA CHANDRA | KSHAMA S. CHANDRA |
| 22 | IN301151 | 21723508 | PUNEET CHANDRA | | |
| 23 | | WPE0000119 | USHAKUMARI K CHAUHAN | KIRITSINH CHAUHAN | |
| 24 | 11300 | 1201130000574496 | NILSHA PINAKIN SHAH | PINAKIN VASANTLAL SHAH | |
| 25 | 11300 | 1201130000574517 | PINAKIN VASANTLAL SHAH | NILSHA PINAKIN SHAH | |
| 26 | 11300 | 1201130000074867 | HIMANSHI RASHMIKANT GANDHI | RASHMIKANT OCHHAVLAL GANDHI | |
| 27 | | WPE0000116 | HEMANTSINH KISHORSINH VANSIA | | |
| 28 | 10900 | 1201090002995595 | SONALBEN PARESHBHAI RANDERIA | PARESHBHAI DULLABHAI RANDERIA | |
| 29 | IN300845 | 10053005 | RANJANBEN BIPINCHANDRA DOSHI | ANKUR BIPINCHANDRA SHAH | BIPINCHANDRA MANILAL DOSHI |
| 30 | IN304295 | 10053013 | NILKESH VASANTLAL SHAH | NAYANA NILKESH SHAH | |
| 31 | IN304295 | 10053056 | SANDEEP VASANTLAL SHAH | CHHAYA SANDEEP SHAH | |
| 32 | IN304295 | 10053064 | NAYANA NILKESH SHAH | NILKESH VASANTLAL SHAH | |
| 33 | IN304295 | 10053072 | CHHAYA SANDEEP SHAH | SANDEEP VASANTLAL SHAH | |
| 34 | IN300845 | 10139502 | ASHOKKUMAR CHHAGANLAL SHAH | | |
| 35 | IN304295 | 10648542 | PRADIPKUMAR BABULAL SHAH | RAMA PRADIP SHAH | |
| 36 | IN304295 | 10650998 | MAULIK PRADIP SHAH | RAMA PRADIP SHAH | PRADIPKUMAR BABULAL SHAH |
| 37 | IN304295 | 10667830 | RAMA PRADIP SHAH | MAULIK PRADIP SHAH | PRADIPKUMAR BABULAL SHAH |
| 38 | IN304295 | 10674713 | ADITI  KRUNAL SHAH | RAMA PRADIP SHAH | MAULIK PRADIP SHAH |
| 39 | IN304295 | 11733299 | EKTA MAULIK SHAH | MAULIK PRADIP SHAH | RAMA PRADIP SHAH |
| 40 | 11300 | 1201130000341371 | GIRIRAJSINH RANJITSINH VANSIA | GAYATRIDEVI G. VANSIA | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 41 | IN301549 | 15002864 | VASANTLAL DAHYABHAI ANGADIA | | |
| 42 | IN301549 | 15053167 | NITA PARESH ANGADIA | PARESH VASANTLAL ANGADIA | |
| 43 | IN304295 | 17653004 | VISHAL AJAYBHAI SHAH | | |
| 44 | IN304295 | 17688953 | VISHA VISHAL SHAH | VISHAL AJAYBHAI SHAH | |
| 45 | IN304295 | 18520503 | DIYA VISHAL SHAH | | |
| 46 | IN304295 | 18526096 | DISHA VISHAL SHAH | | |
| 47 | IN304295 | 18572926 | RIYA MAULIK SHAH | | |
| 48 | IN304295 | 18572934 | YASHNA MAULIK SHAH | | |
| 49 | IN300214 | 25271089 | PRADIPKUMAR BABULAL SHAH | RAMA PRADEEP SHAH | |
| 50 | IN304295 | 10137189 | USHAKUMARI K CHAUHAN | KIRITSINH T CHAUHAN | YASHPALSINH K CHAUHAN |
| 51 | IN304295 | 10137236 | USHAKUMARI K CHAUHAN | KIRITSINH T CHAUHAN | RAJESHRI K CHAUHAN |
| 52 | IN304295 | 10137244 | HEMANTSINH KISHORSINH VANSIA | MINAXI HEMANTSINH VANSIA | |
| 53 | IN300425 | 10163659 | CHANDRAKUWARBA KISHORSINH VANSIA | | |
| 54 | IN304295 | 10415621 | HEMANTSINH KISHORSINH VANSIA | MINAXI HEMANTSINH VANSIA | |
| 55 | IN304295 | 10508450 | VITHALBHAI K GAMI | PUNITABEN V GAMI | |
| 56 | IN304295 | 17790638 | VINABEN R DALAL | | |
| 57 | | WPE0000117 | NAYANSINH KISHORSINH VANSIA | SHOBHANA NAYANSINH VANSIA | |
| 58 | | WPE0000118 | PRADIPSINH KISHORSINH VANSIA | MAYA PRADIPSINH VANSIA | |
| 59 | | WPE0000120 | HEMANTSINH KISHORSINH VANSIA | | |
| 60 | 13700 | 1201370000009129 | DHARMESH PRAVIN VAKIL | CHIRAYUSH PRAVIN VAKIL | |
| 61 | IN301151 | 13453005 | YOGESH MATHURADAS | PREMILA MATHURADAS | |
| 62 | IN301151 | 13453013 | JANAK MATHURADAS | MEENA JANAK | |
| 63 | IN300749 | 10002593 | SWATI RASESH CHOKSHI | RASESH VIPIN CHOKSHI | |
| 64 | IN300749 | 10002608 | RASESH VIPIN CHOKSHI | SWATI RASESH CHOKSHI | |
| 65 | IN300749 | 10302554 | RASESH VIPIN CHOKSHI | | |
| 66 | IN300749 | 10454899 | BHANUMATI VIPIN CHOKSHI | MITA VIPIN CHOKSHI | |
| 67 | IN300749 | 10952501 | DHRUV RASESH CHOKSHI | RASESH VIPIN CHOKSHI | SWATI RASESH CHOKSHI |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 68 | IN300749 | 10961097 | RASESH VIPIN CHOKSHI | | |
| 69 | IN301330 | 21341090 | SATISH CHIMANLAL CHOKSHI | | |
| 70 | IN301549 | 39200051 | PUJA MUKESH KENIA | | |
| 71 | IN301549 | 39202016 | MEGHAN MUKESH KENIA | | |
| 72 | 35500 | 1203550000003726 | PRATIBHA PANDURANG PARAB | | |
| 73 | 35500 | 1203550000004447 | KISHOR JAISUKHLAL DOSHI | PARESH KISHOR DOSHI | |
| 74 | IN300095 | 11065987 | SAVITA RAMJI KENIA | LAXMICHAND K KENIA | |
| 75 | IN300095 | 11312567 | MUKESH KUNVERJI KENIA | PARMI MUKESH KENIA | |
| 76 | IN300095 | 11312575 | PARMI MUKESH KENIA | MUKESH KUNVERJI KENIA | |
| 77 | IN300095 | 11333012 | BHARATI BHARAT KENIA | BHARAT KUNVERJI KENIA | |
| 78 | IN300095 | 11396057 | AMISHI HIRAL SAVLA | HIRAL KIRTI SAVLA | |
| 79 | IN300095 | 11397279 | MANSI KARAN GOSHER | KEYUR PRAFUL KENIA | |
| 80 | IN300757 | 11801631 | BHARAT KUNVERJI KENIA | BHARATI BHARAT KENIA | |
| 81 | IN300757 | 11801971 | LAXMICHAND KUNVERJI KENIA | PRAMILA LAXMICHAND KENIA | |
| 82 | IN300095 | 12116572 | USHMA RAHUL KHETAN | | |
| 83 | IN301313 | 21465357 | HIREN HIRJI KENIA | | |
| 84 | IN301313 | 21967025 | BHARATI DHIRAJ KENIA | | |
| 85 | IN301313 | 21967390 | RAMJI DEVJI KENIA | | |
| 86 | IN301313 | 21974803 | KEYUR PRAFUL KENIA | | |
| 87 | IN301313 | 21974895 | NANDISH PRAFUL KENIA | | |
| 88 | IN301313 | 21977957 | BHARTI PRAFUL KENIA | | |
| 89 | IN301313 | 22135248 | LAXMICHAND KUNVERJI KENIA | | |
| 90 | IN301549 | 37001412 | HARAKH DEVJI KENIA | | |
| 91 | IN301549 | 37001695 | PRAVIN DEVJI KENIA | | |
| 92 | IN301549 | 37190204 | MUKESH KUNVERJI KENIA | | |
| 93 | IN301549 | 39318038 | RACHANA MUKESH KENIA | | |
| 94 | IN301549 | 61512026 | DEVENDRA AMARNATH SHARMA | | |
| 95 | 32900 | 1203290000000181 | JAVERI FISCAL SERVICES LTD | | |
| 96 | IN301330 | 20893365 | ASHIM SYAL | | |
| 97 | 35500 | 1203550000002040 | PARESH KISHORCHANDRA DOSI | | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 98 | IN301151 | 22057994 | KAUMUDI MAHESH JESRANI | MAHESH DUNGERSI JESRANI | |
| 99 | IN301549 | 51264862 | ANTARA JAY JESRANI | | |
| 100 | IN301549 | 32053404 | MAYA ASHOK SHAH | ASHOK NANCHAND SHAH | BHAVNA ASHOK SHAH |
| 101 | IN300476 | 41319362 | VIDYA VIJAY TAWDE | VIJAY PUNDLIK TAWDE | |
| 102 | IN301151 | 13499557 | SAFIA PATEL | MAQSOOD AHMED MOHIYUDDIN PATEL | |
| 103 | 35500 | 1203550000000011 | TWIN EARTH SECURITIES PVT LTD-PROPRIETARY ACCOUNT | | |
| 104 | 35500 | 1203550000000024 | UNICORN CONTRACTORS AND DEVELOPERS PVT LTD | | |
| 105 | 35500 | 1203550000000307 | NITIN RATILAL MEHTA(HUF) | | |
| 106 | 35500 | 1203550000000691 | RAJIV NITIN MEHTA | NITIN RATILAL MEHTA | |
| 107 | 35500 | 1203550000000706 | NITIN RATILAL MEHTA | HARSHA NITIN MEHTA | |
| 108 | 35500 | 1203550000000710 | HARSHA NITIN MEHTA | NITIN RATILAL MEHTA | |
| 109 | 35500 | 1203550000001353 | NISHANT NITIN MEHTA. | | |
| 110 | IN300907 | 10362850 | HARSHA SHETH | | |
| 111 | IN300126 | 10666259 | HEENA N SHAH | NITIN J SHAH | |
| 112 | IN301151 | 12088165 | NITIN JAYANTILAL SHAH | HEENA NITIN SHAH | |
| 113 | IN300476 | 41101185 | SANJAY BHOITE | MAYURI BHOITE | |
| 114 | IN301330 | 21657184 | MITA DIPAK SHAH | DIPAK KANAYALAL SHAH | SHARAD KANAYALAL SHAH |
| 115 | IN301330 | 21657192 | VARSHA SHARAD SHAH | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH |
| 116 | IN301330 | 21657205 | DIPAK KANAYALAL SHAH | MITA DIPAK SHAH | SHARAD KANAYALAL SHAH |
| 117 | IN301330 | 21657213 | SHARAD KANAYALAL SHAH | VARSHA SHARAD SHAH | DIPAK KANAYALAL SHAH |
| 118 | IN301330 | 21658683 | NEKA DIPAK SHAH | DIPAK KANAYALAL SHAH | MITA DIPAK SHAH |
| 119 | IN301330 | 21658851 | JIGNA KANAYALAL SHAH | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH |
| 120 | IN301330 | 21658878 | RHEA DIPAK SHAH | DIPAK KANAYALAL SHAH | MITA DIPAK SHAH |
| 121 | 35500 | 1203550000001051 | P. B. SREEKANTH | RESHMI SREEKANTH NAIR. | |
| 122 | IN300214 | 24301804 | HEMANSHU LALITBHAI KAPADIA | NEELIMA HEMANSHU KAPADIA | |
| 123 | IN300386 | 10024390 | RINA BATHIA | ASHOK BATHIA | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 124 | IN300386 | 10024404 | ASHOK BATHIA | RINA BATHIA | |
| 125 | IN300386 | 10136897 | POOJA BATHIA | ASHOK BATHIA | |
| 126 | IN300386 | 10185786 | YASH BATHIA | ASHOK BATHIA | |
| 127 | 35500 | 1203550000014599 | RAVEENDRAN GOPALA PILLAI | | |
| 128 | IN301549 | 35244963 | DEEPAK BALLAL | | |
| 129 | 35500 | 1203550000007302 | MRUNALI YASHWANT SATAM | YASHWANT ARJUN SATAM | |
| 130 | 27000 | 1202700000080044 | JAYASHRI SUNIL CHAUDHARI | | |
| 131 | 27000 | 1202700000082022 | PUNAM SHASHIKANT SURYAWANSHI | | |
| 132 | IN301127 | 15468367 | PUSHPA FULCHAND PAHADE | | |
| 133 | IN301330 | 17355156 | PUSHPA FULCHAND PAHADE | ASHISH FULCHAND PAHADE | |
| 134 | IN301330 | 17355172 | PUSHPA FULCHAND PAHADE | NARENDRA FULCHAND PAHADE | |
| 135 | IN304158 | 10118864 | SURESH C SENAPATY | | |
| 136 | IN301549 | 51962903 | SRINIVAS D BALLAL | | |
| 137 | IN301549 | 52336384 | DHIRAJ DEVDAS BALLAL | | |
| 138 | IN302164 | 10090119 | BHANUMURTHY BALLAPURAM MUNI | | |
| 139 | IN302927 | 10046017 | ANIL CHUGH | | |
| 140 | IN300095 | 11060556 | ANIL CHUGH | | |
| 141 | IN301151 | 26854432 | ANIL CHUGH | | |
| 142 | IN300685 | 10645054 | SATYAKI BANERJEE | | |
| 143 | IN303028 | 53810339 | JATIN PRAVINCHANDRA DALAL | | |
| 144 | IN300597 | 10125829 | P V SRINIVASAN | JAYASHREE SRINIVASAN | |
| 145 | IN301549 | 16007631 | KUMAR V JAHGIRDAR | | |
| 146 | IN300513 | 12776522 | ARAVIND V S | | |
| 147 | IN302679 | 35619437 | SANJAY MITRA | | |
| 148 | IN302679 | 32024208 | VINEET AGRAWAL | SANGEETA AGRAWAL | |
| 149 | IN301516 | 10001857 | UMA PRABHA MENON | M ARAVINDAKSHA MENON | |
| 150 | IN300708 | 10092317 | SHANKARA NARAYANA PANIGRAHI | | |

**RESOLVED FURTHER THAT** subject to the confirmation of the capital reduction by the NCLT and such capital reduction becoming effective and operative, and / or the receipt of such other approvals as may be required, the Identified Shareholders of the Company, as on the 'Record Date' (to be determined by the Board for the purposes of determining the names of the registered holders of the equity shares of the Company) shall be paid, for the equity shares held by them and which are extinguished, a sum of ₹1,654/- (Rupees One Thousand Six Hundred and Fifty Four only) per equity share of ₹ 10/- each, so cancelled and extinguished, which is 4.55% (four point five five percent) higher than the fair value of per equity share of the Company, i.e., ₹1,582/- (Rupees One Thousand Five Hundred and Eighty Two Only), as determined by the Valuer.

**RESOLVED FURTHER THAT** if any of the Identified Shareholders transfer / sell (including any transmission of the equity shares to the legal heirs) their equity shares to any person (including the legal heirs but excluding the promoter group) prior to completion of the share capital reduction/ 'Record Date', then the Capital Reduction shall apply to the new shareholder (excluding the promoter group) as well, who may have bought/ acquired equity shares from the Identified Shareholders; and the equity shares held by such transferees (for avoidance of doubt, excluding the promoter group) of the Identified Shareholders shall also be reduced as a part of the capital reduction and the list of Identified Shareholders set out above shall stand updated to that extent to include such transferees (for avoidance of doubt, excluding the promoter group) reckoned based on the shareholding as is verifiable from the records of the Depository / Registrar and share transfer agent (for shareholders holding shares in physical form) as of the completion of the capital reduction/ on the 'Record Date'.

**RESOLVED FURTHER THAT** the promoter shareholding as of the date of this resolution or any increased shareholding of the promoters as of the 'Record Date' for the Capital Reduction pursuant to any purchase/ acquisition from the other existing shareholders or otherwise shall not be a part of the Capital Reduction, and accordingly shall not be reduced, cancelled or extinguished. The list of Identified Shareholders to that extent, shall stand modified to exclude any promoter shareholding.

**RESOLVED FURTHER THAT** in the case of untraceable non-promoter shareholders the amount to be paid-out would be transferred to a separate escrow account where it would remain for a period of 7 (seven) years. In the event the pay-out is not claimed by these shareholders, the amount would be transferred to Investor Protection and Education fund.

**RESOLVED FURTHER THAT** subject to the confirmation of the Capital Reduction by the NCLT and such Capital Reduction becoming effective and operative, without any further act or deed by the Identified Shareholders or their nominees (including but not limited to surrendering of share certificates with transfer forms and / or sending appropriate instructions to the Depository Participants), the equity shares held by the Identified Shareholders shall stand cancelled and rendered invalid.

**RESOLVED FURTHER THAT** the payment of consideration to the abovementioned Identified Shareholders shall be made within such number of days of the Record Date and subject to such approvals, if any, as may be required under the applicable law/s or as may be directed by the NCLT, on the capital reduction becoming effective. All such payments will be made by electronic transfer of funds, cheque, pay order/warrant or demand draft, NEFT / RTGS / IMPS, after payment of appropriate taxes by the Company.

**RESOLVED FURTHER THAT** upon the reduction of such equity share capital, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced by the number of equity shares of the shareholders so extinguished.

**RESOLVED FURTHER THAT** Mr. Suresh C Senapaty, Director or Mr. Vineet Agrawal, CEO – Wipro Consumer Care and Lighting Business and Managing Director or Mr. Pratik Kumar, CEO – Wipro Infrastructure Engineering Business and Managing Director or Mr. Raghavendran Swaminathan, Chief Financial Officer or Mr. Dnyanesh Sabnis, General Counsel or Mr. Kumar Ayashkanta, Chief Investment Officer or Mr. Suresh Parameswaran, Chief Taxation Officer or Mr. Ravi Anantharamiah, Vice President and Global Controller or Mr. Chethan Yogesh, Company Secretary of the Company be and are hereby severally authorised to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the capital reduction, or to any modification thereof, and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, including but not limited to:

1. File applications / petitions, vakalatnamas and affidavits and / or other legal documents with NCLT, as may be required for seeking directions / approval for the Capital Reduction by the NCLT;

2. Engage / appoint lawyers, consultants, advisors, valuers, merchant bankers, etc., as may be required, for the purpose of filing of the application / petition and representation before the NCLT;

3. Declare and file all pleadings, reports, and sign and issue public advertisements, notices and to do all acts incidental and necessary thereto for the matter aforesaid;

4. Obtain approval / consent from such other regulatory / statutory authorities and parties including the creditors as may be considered necessary, for the said Capital Reduction;

5. Make any alterations / changes, modifications or amendments to the application / petition, and, or the share capital (proposed to be reduced) as may be expedient or necessary, including for avoidance of doubt any alterations / changes, modifications or amendments that may be required to be made for satisfying the requirements or conditions imposed by the NCLT or other competent authority, if any;

6. Make, prepare and submit any applications, petitions, appeals and judges summons before the NCLT, and / or any court, tribunal, or all relevant authorities and respond to the appropriate authorities;

7. Affix Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company, on any documents in connection or for the purpose of the above resolution, as may be required and to send the Common Seal of the Company to other places, if so required, to facilitate execution of documents and papers in connection with the Petition;

8. Withdraw the application / petition filed before the NCLT for the Capital Reduction at any stage, in case any changes and / or modifications suggested / required to be made in the application / petition or any condition imposed, whether by any shareholder, creditor, NCLT and / or any other regulatory authority are, in their view, not in the interest of the Company and / or if the application / petition cannot be implemented otherwise, and to do all such deeds, acts and things as any of them may deem necessary and desirable in connection therewith and incidental thereto;

9. Open an account in the name of Company, as may be decided, for the purpose of discharging the consideration for the Capital Reduction and to deposit the amount to be paid to the Identified Shareholders in lieu of the cancellation and extinguishment of the equity shares of the Company held by such Identified Shareholders pursuant to the capital reduction in such bank account;

10. Discharge the payment due to the Identified Shareholders of the Company in lieu of the cancellation and extinguishment of the equity shares of the Company held by such Identified Shareholders pursuant to the Capital Reduction, in accordance with applicable laws, by payment through cheque, pay order/warrant or demand draft, electronic transfer of funds NEFT/RTGS/IMPS, after payment of appropriate taxes by the Company;

11. Call for the bank account details of the Identified Shareholders of the Company for discharging consideration;

12. Authenticate all the necessary documents as 'certified copies' or in any other manner as may be required, including affixing the Common Seal of the Company on any documents in connection with the above resolution;

13. Pass such accounting entries and / or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution, in accordance with applicable accounting standards;

14. Take certificate from the statutory auditors for the completion of the process of Capital Reduction, required, if any;

15. Fix a record date for the capital reduction and determine the names of registered holders of equity shares held by the Identified Shareholders;

16. To do all such other acts, matters, deeds and things as may be considered necessary and expedient in

connection with or incidental to giving effect to the above resolution or to settle any question or difficulty that may arise; and, or,

17. To delegate any or all of the powers conferred upon it by this resolution to any other director(s), and/or officer(s) of the Company.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the Capital Reduction, any Director of the Company or Chief Financial Officer or Company Secretary be and are hereby jointly and severally authorized to agree to any modifications or conditions that may be imposed or stipulated by the Tribunal or at their discretion as may be deemed fit for the purposes of ensuring that the Capital Reduction is completed in a fair and equitable manner."

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

Date: June 19, 2023
Place: Bengaluru

Chethan Yogesh
Company Secretary

## NOTES

**1.** Pursuant to the general circulars of MCA dated May 05, 2020 and other circulars issued on the subject by MCA and in view of the COVID-19 pandemic, your Company has voluntarily enabled the facility for Members to watch the proceedings of the 13th 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 13th AGM will be Webcast live for all the shareholders. Interested Shareholder can click below link to register for the AGM event.

https://wiprocon1.webex.com/weblink/register/r0e78aa21572ad0c63763c664d3cf6660

**2.** After clicking the link, kindly click the register button at the bottom and enter 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 a proxy need not be a member.

**5.** Proxy Forms 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as 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, or any other proceeds payable to shareholder, 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 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

b. Email id: rajitha.cholleti@kfintech.com
Contact person: Ms. Rajitha Cholleti

c. Email id: 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 .

**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 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 07, 2023. 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 Business (WCCLG) and Wipro Infrastructure Engineering Business (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, 2023.

M/s. P.D. Dani and Associates have been appointed as the Cost Auditor of Wipro Consumer Care and Lighting Business (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, 2023. 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 aero plane 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 000593with Institute of Cost Accountants of India**)** and **M/s. Rao, Murthy & Associates** (Registration Number 000065 with Institute of Cost Accountants of India) for F.Y 2022-23. Details of the remuneration is shown below.

| Sl. No. | Financial Year | Name of the Auditor | Business | Amount in ₹ |
|---|---|---|---|---|
| 1. | 2022-23 | M/s P. D. Dani and Associates. | Wipro Consumer Care & Lighting Business and for issuing Consolidated Cost Audit Report | INR 10.20 Lakhs plus taxes and out of pocket expenses, if any |
| 2. | | M/s. Rao, Murthy & Associates | 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:**

The present paid up equity share capital of the Company comprises of fully paid up 48,36,62,163 (Forty Eight Crores, Thirty Six Lakhs Sixty Two Thousand One Hundred and Sixty Three) equity shares of ₹ 10/- each. It is proposed to reduce 75,19,752 (Seventy Five Lakhs Nineteen Thousand and Seven Hundred and Fifty Two) equity shares of ₹ 10/- each held by the following non-promoter shareholders ("**Identified Shareholders**") being all and the entire equity shares held by the non-promoter shareholders of the Company:

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 1 | 13700 | 1201370000008131 | CHIRAYUSH PRAVIN VAKIL | PRAVIN KANTILAL VAKIL | |
| 2 | 13700 | 1201370000008976 | CHIRAYUSH PRAVIN VAKIL | | |
| 3 | 32900 | 1203290000007339 | SHARMISHTHA PRADIP JAVERI | | |
| 4 | 24700 | 1202470000158243 | DINESH HIRJI KENIA | | |
| 5 | 23500 | 1202350000000237 | NARENDRA CHANDULAL SHAH . | | |
| 6 | IN301127 | 16175235 | SHAH LEELA NAGJI | SHAH NAGJI MORARJI | |
| 7 | IN301127 | 16175244 | SHAH NAGJI MORARJI | SHAH LEELA NAGJI | |
| 8 | IN301330 | 21687358 | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH | JIGNA KANAYALAL SHAH |
| 9 | IN301330 | 21687366 | JIGNA KANAYALAL SHAH | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH |
| 10 | IN301330 | 21687374 | DIPAK KANAYALAL SHAH | SHARAD KANAYALAL SHAH | JIGNA KANAYALAL SHAH |
| 11 | IN304295 | 12676103 | SRINIVAS D BALLAL | | |
| 12 | IN300425 | 10002227 | MINAXI HEMANT VANSIA | HEMANT KISHORSINH VANSIA | |
| 13 | IN300425 | 10002251 | HEMANT KISHORSINH VANSIA | MINAXI HEMANT VANSIA | |
| 14 | IN300425 | 10045691 | PUNITABEN V GAMI | | |
| 15 | | WPE0000114 | VIJAY B KASAR | KARTIKI V KASAR | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 16 | | WPE0000115 | YOGESH B KASAR | | |
| 17 | IN300126 | 10024033 | PRADEEP AGARWALA | RADHIKA AGARWALA | |
| 18 | IN302679 | 32049459 | PRADEEP AGARWALA | | |
| 19 | IN302105 | 10444774 | NAVEEN BOTHRA AND SONS HUF | | |
| 20 | IN300126 | 10454574 | KSHAMA S. CHANDRA | SURESH CHANDRA | PUNEET CHANDRA |
| 21 | IN300126 | 10455794 | PUNEET CHANDRA | KAVITA CHANDRA | KSHAMA S. CHANDRA |
| 22 | IN301151 | 21723508 | PUNEET CHANDRA | | |
| 23 | | WPE0000119 | USHAKUMARI K CHAUHAN | KIRITSINH CHAUHAN | |
| 24 | 11300 | 1201130000574496 | NILSHA PINAKIN SHAH | PINAKIN VASANTLAL SHAH | |
| 25 | 11300 | 1201130000574517 | PINAKIN VASANTLAL SHAH | NILSHA PINAKIN SHAH | |
| 26 | 11300 | 1201130000074867 | HIMANSHI RASHMIKANT GANDHI | RASHMIKANT OCHHAVLAL GANDHI | |
| 27 | | WPE0000116 | HEMANTSINH KISHORSINH VANSIA | | |
| 28 | 10900 | 1201090002995595 | SONALBEN PARESHBHAI RANDERIA | PARESHBHAI DULLABHAI RANDERIA | |
| 29 | IN300845 | 10053005 | RANJANBEN BIPINCHANDRA DOSHI | ANKUR BIPINCHANDRA SHAH | BIPINCHANDRA MANILAL DOSHI |
| 30 | IN304295 | 10053013 | NILKESH VASANTLAL SHAH | NAYANA NILKESH SHAH | |
| 31 | IN304295 | 10053056 | SANDEEP VASANTLAL SHAH | CHHAYA SANDEEP SHAH | |
| 32 | IN304295 | 10053064 | NAYANA NILKESH SHAH | NILKESH VASANTLAL SHAH | |
| 33 | IN304295 | 10053072 | CHHAYA SANDEEP SHAH | SANDEEP VASANTLAL SHAH | |
| 34 | IN300845 | 10139502 | ASHOKKUMAR CHHAGANLAL SHAH | | |
| 35 | IN304295 | 10648542 | PRADIPKUMAR BABULAL SHAH | RAMA PRADIP SHAH | |
| 36 | IN304295 | 10650998 | MAULIK PRADIP SHAH | RAMA PRADIP SHAH | PRADIPKUMAR BABULAL SHAH |
| 37 | IN304295 | 10667830 | RAMA PRADIP SHAH | MAULIK PRADIP SHAH | PRADIPKUMAR BABULAL SHAH |
| 38 | IN304295 | 10674713 | ADITI KRUNAL SHAH | RAMA PRADIP SHAH | MAULIK PRADIP SHAH |
| 39 | IN304295 | 11733299 | EKTA MAULIK SHAH | MAULIK PRADIP SHAH | RAMA PRADIP SHAH |
| 40 | 11300 | 1201130000341371 | GIRIRAJSINH RANJITSINH VANSIA | GAYATRIDEVI G. VANSIA | |
| 41 | IN301549 | 15002864 | VASANTLAL DAHYABHAI ANGADIA | | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 42 | IN301549 | 15053167 | NITA PARESH ANGADIA | PARESH VASANTLAL ANGADIA | |
| 43 | IN304295 | 17653004 | VISHAL AJAYBHAI SHAH | | |
| 44 | IN304295 | 17688953 | VISHA VISHAL SHAH | VISHAL AJAYBHAI SHAH | |
| 45 | IN304295 | 18520503 | DIYA VISHAL SHAH | | |
| 46 | IN304295 | 18526096 | DISHA VISHAL SHAH | | |
| 47 | IN304295 | 18572926 | RIYA MAULIK SHAH | | |
| 48 | IN304295 | 18572934 | YASHNA MAULIK SHAH | | |
| 49 | IN300214 | 25271089 | PRADIPKUMAR BABULAL SHAH | RAMA PRADEEP SHAH | |
| 50 | IN304295 | 10137189 | USHAKUMARI K CHAUHAN | KIRITSINH T CHAUHAN | YASHPALSINH K CHAUHAN |
| 51 | IN304295 | 10137236 | USHAKUMARI K CHAUHAN | KIRITSINH T CHAUHAN | RAJESHRI K CHAUHAN |
| 52 | IN304295 | 10137244 | HEMANTSINH KISHORSINH VANSIA | MINAXI HEMANTSINH VANSIA | |
| 53 | IN300425 | 10163659 | CHANDRAKUWARBA KISHORSINH VANSIA | | |
| 54 | IN304295 | 10415621 | HEMANTSINH KISHORSINH VANSIA | MINAXI HEMANTSINH VANSIA | |
| 55 | IN304295 | 10508450 | VITHALBHAI K GAMI | PUNITABEN V GAMI | |
| 56 | IN304295 | 17790638 | VINABEN R DALAL | | |
| 57 | | WPE0000117 | NAYANSINH KISHORSINH VANSIA | SHOBHANA NAYANSINH VANSIA | |
| 58 | | WPE0000118 | PRADIPSINH KISHORSINH VANSIA | MAYA PRADIPSINH VANSIA | |
| 59 | | WPE0000120 | HEMANTSINH KISHORSINH VANSIA | | |
| 60 | 13700 | 1201370000009129 | DHARMESH PRAVIN VAKIL | CHIRAYUSH PRAVIN VAKIL | |
| 61 | IN301151 | 13453005 | YOGESH MATHURADAS | PREMILA MATHURADAS | |
| 62 | IN301151 | 13453013 | JANAK MATHURADAS | MEENA JANAK | |
| 63 | IN300749 | 10002593 | SWATI RASESH CHOKSHI | RASESH VIPIN CHOKSHI | |
| 64 | IN300749 | 10002608 | RASESH VIPIN CHOKSHI | SWATI RASESH CHOKSHI | |
| 65 | IN300749 | 10302554 | RASESH VIPIN CHOKSHI | | |
| 66 | IN300749 | 10454899 | BHANUMATI VIPIN CHOKSHI | MITA VIPIN CHOKSHI | |
| 67 | IN300749 | 10952501 | DHRUV RASESH CHOKSHI | RASESH VIPIN CHOKSHI | SWATI RASESH CHOKSHI |
| 68 | IN300749 | 10961097 | RASESH VIPIN CHOKSHI | | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 69 | IN301330 | 21341090 | SATISH CHIMANLAL CHOKSHI | | |
| 70 | IN301549 | 39200051 | PUJA MUKESH KENIA | | |
| 71 | IN301549 | 39202016 | MEGHAN MUKESH KENIA | | |
| 72 | 35500 | 1203550000003726 | PRATIBHA PANDURANG PARAB | | |
| 73 | 35500 | 1203550000004447 | KISHOR JAISUKHLAL DOSHI | PARESH KISHOR DOSHI | |
| 74 | IN300095 | 11065987 | SAVITA RAMJI KENIA | LAXMICHAND K KENIA | |
| 75 | IN300095 | 11312567 | MUKESH KUNVERJI KENIA | PARMI MUKESH KENIA | |
| 76 | IN300095 | 11312575 | PARMI MUKESH KENIA | MUKESH KUNVERJI KENIA | |
| 77 | IN300095 | 11333012 | BHARATI BHARAT KENIA | BHARAT KUNVERJI KENIA | |
| 78 | IN300095 | 11396057 | AMISHI HIRAL SAVLA | HIRAL KIRTI SAVLA | |
| 79 | IN300095 | 11397279 | MANSI KARAN GOSHER | KEYUR PRAFUL KENIA | |
| 80 | IN300757 | 11801631 | BHARAT KUNVERJI KENIA | BHARATI BHARAT KENIA | |
| 81 | IN300757 | 11801971 | LAXMICHAND KUNVERJI KENIA | PRAMILA LAXMICHAND KENIA | |
| 82 | IN300095 | 12116572 | USHMA RAHUL KHETAN | | |
| 83 | IN301313 | 21465357 | HIREN HIRJI KENIA | | |
| 84 | IN301313 | 21967025 | BHARATI DHIRAJ KENIA | | |
| 85 | IN301313 | 21967390 | RAMJI DEVJI KENIA | | |
| 86 | IN301313 | 21974803 | KEYUR PRAFUL KENIA | | |
| 87 | IN301313 | 21974895 | NANDISH PRAFUL KENIA | | |
| 88 | IN301313 | 21977957 | BHARTI PRAFUL KENIA | | |
| 89 | IN301313 | 22135248 | LAXMICHAND KUNVERJI KENIA | | |
| 90 | IN301549 | 37001412 | HARAKH DEVJI KENIA | | |
| 91 | IN301549 | 37001695 | PRAVIN DEVJI KENIA | | |
| 92 | IN301549 | 37190204 | MUKESH KUNVERJI KENIA | | |
| 93 | IN301549 | 39318038 | RACHANA MUKESH KENIA | | |
| 94 | IN301549 | 61512026 | DEVENDRA AMARNATH SHARMA | | |
| 95 | 32900 | 1203290000000181 | JAVERI FISCAL SERVICES LTD | | |
| 96 | IN301330 | 20893365 | ASHIM SYAL | | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 97 | 35500 | 1203550000002040 | PARESH KISHORCHANDRA DOSI | | |
| 98 | IN301151 | 22057994 | KAUMUDI MAHESH JESRANI | MAHESH DUNGERSI JESRANI | |
| 99 | IN301549 | 51264862 | ANTARA JAY JESRANI | | |
| 100 | IN301549 | 32053404 | MAYA ASHOK SHAH | ASHOK NANCHAND SHAH | BHAVNA ASHOK SHAH |
| 101 | IN300476 | 41319362 | VIDYA VIJAY TAWDE | VIJAY PUNDLIK TAWDE | |
| 102 | IN301151 | 13499557 | SAFIA PATEL | MAQSOOD AHMED MOHIYUDDIN PATEL | |
| 103 | 35500 | 1203550000000011 | TWIN EARTH SECURITIES PVT LTD-PROPRIETARY ACCOUNT | | |
| 104 | 35500 | 1203550000000024 | UNICORN CONTRACTORS AND DEVELOPERS PVT LTD | | |
| 105 | 35500 | 1203550000000307 | NITIN RATILAL MEHTA(HUF) | | |
| 106 | 35500 | 1203550000000691 | RAJIV NITIN MEHTA | NITIN RATILAL MEHTA | |
| 107 | 35500 | 1203550000000706 | NITIN RATILAL MEHTA | HARSHA NITIN MEHTA | |
| 108 | 35500 | 1203550000000710 | HARSHA NITIN MEHTA | NITIN RATILAL MEHTA | |
| 109 | 35500 | 1203550000001353 | NISHANT NITIN MEHTA. | | |
| 110 | IN300907 | 10362850 | HARSHA SHETH | | |
| 111 | IN300126 | 10666259 | HEENA N SHAH | NITIN J SHAH | |
| 112 | IN301151 | 12088165 | NITIN JAYANTILAL SHAH | HEENA NITIN SHAH | |
| 113 | IN300476 | 41101185 | SANJAY BHOITE | MAYURI BHOITE | |
| 114 | IN301330 | 21657184 | MITA DIPAK SHAH | DIPAK KANAYALAL SHAH | SHARAD KANAYALAL SHAH |
| 115 | IN301330 | 21657192 | VARSHA SHARAD SHAH | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH |
| 116 | IN301330 | 21657205 | DIPAK KANAYALAL SHAH | MITA DIPAK SHAH | SHARAD KANAYALAL SHAH |
| 117 | IN301330 | 21657213 | SHARAD KANAYALAL SHAH | VARSHA SHARAD SHAH | DIPAK KANAYALAL SHAH |
| 118 | IN301330 | 21658683 | NEKA DIPAK SHAH | DIPAK KANAYALAL SHAH | MITA DIPAK SHAH |
| 119 | IN301330 | 21658851 | JIGNA KANAYALAL SHAH | SHARAD KANAYALAL SHAH | DIPAK KANAYALAL SHAH |
| 120 | IN301330 | 21658878 | RHEA DIPAK SHAH | DIPAK KANAYALAL SHAH | MITA DIPAK SHAH |
| 121 | 35500 | 1203550000001051 | P. B. SREEKANTH | RESHMI SREEKANTH NAIR. | |

| Sl No | DPID | Client ID/Folio Number | First Name | Second Name | Third Name |
|---|---|---|---|---|---|
| 122 | IN300214 | 24301804 | HEMANSHU LALITBHAI KAPADIA | NEELIMA HEMANSHU KAPADIA | |
| 123 | IN300386 | 10024390 | RINA BATHIA | ASHOK BATHIA | |
| 124 | IN300386 | 10024404 | ASHOK BATHIA | RINA BATHIA | |
| 125 | IN300386 | 10136897 | POOJA BATHIA | ASHOK BATHIA | |
| 126 | IN300386 | 10185786 | YASH BATHIA | ASHOK BATHIA | |
| 127 | 35500 | 1203550000014599 | RAVEENDRAN GOPALA PILLAI | | |
| 128 | IN301549 | 35244963 | DEEPAK BALLAL | | |
| 129 | 35500 | 1203550000007302 | MRUNALI YASHWANT SATAM | YASHWANT ARJUN SATAM | |
| 130 | 27000 | 1202700000080044 | JAYASHRI SUNIL CHAUDHARI | | |
| 131 | 27000 | 1202700000082022 | PUNAM SHASHIKANT SURYAWANSHI | | |
| 132 | IN301127 | 15468367 | PUSHPA FULCHAND PAHADE | | |
| 133 | IN301330 | 17355156 | PUSHPA FULCHAND PAHADE | ASHISH FULCHAND PAHADE | |
| 134 | IN301330 | 17355172 | PUSHPA FULCHAND PAHADE | NARENDRA FULCHAND PAHADE | |
| 135 | IN304158 | 10118864 | SURESH C SENAPATY | | |
| 136 | IN301549 | 51962903 | SRINIVAS D BALLAL | | |
| 137 | IN301549 | 52336384 | DHIRAJ DEVDAS BALLAL | | |
| 138 | IN302164 | 10090119 | BHANUMURTHY BALLAPURAM MUNI | | |
| 139 | IN302927 | 10046017 | ANIL CHUGH | | |
| 140 | IN300095 | 11060556 | ANIL CHUGH | | |
| 141 | IN301151 | 26854432 | ANIL CHUGH | | |
| 142 | IN300685 | 10645054 | SATYAKI BANERJEE | | |
| 143 | IN303028 | 53810339 | JATIN PRAVINCHANDRA DALAL | | |
| 144 | IN300597 | 10125829 | P V SRINIVASAN | JAYASHREE SRINIVASAN | |
| 145 | IN301549 | 16007631 | KUMAR V JAHGIRDAR | | |
| 146 | IN300513 | 12776522 | ARAVIND V S | | |
| 147 | IN302679 | 35619437 | SANJAY MITRA | | |
| 148 | IN302679 | 32024208 | VINEET AGRAWAL | SANGEETA AGRAWAL | |
| 149 | IN301516 | 10001857 | UMA PRABHA MENON | M ARAVINDAKSHA MENON | |
| 150 | IN300708 | 10092317 | SHANKARA NARAYANA PANIGRAHI | | |

Section 66 of the Companies Act, 2013 and Article 68 of the Company's Articles of Association authorize the Company to reduce its share capital.

The Company, 'Wipro Enterprises (P) Limited (earlier known as Azim Premji Custodial Services Private Limited) was incorporated in the year 2010. The non- Information Technology business ("**Non- IT Business**") of Wipro Limited was demerged in the Company, pursuant to the order of the Hon'ble Karnataka High Court dated March 1, 2013 approving the Scheme of Arrangement between Wipro Limited, the Company, and Wipro Trademark Holdings Limited.

The Board is well aware of Wipro Limited being listed with the Indian stock exchanges and with NYSE. As a part of the demerger, a few of the public shareholders (being the non-promoter shareholders) of Wipro Limited opted not to exchange with the promoter group, the equity shares of the Company allotted in consideration of the demerger for the listed shares of Wipro Limited, and thus retained the equity shares issued by the Company. The Company became a private limited company thereafter.

In December 2014, the Company considering that it is an unlisted company, there being no proposal for listing and with no market for trading of the shares, the investment of the public shareholders being locked up thus, pursuant to a request from some public shareholders, brought a proposal to provide them an exit. Accordingly, the Company filed a scheme of capital reduction and pursuant to the order of Hon'ble High Court of Karnataka, the public shareholding (non-promoter shareholding) was reduced. As of date, the public shareholding (non-promoter shareholding) constituting 75,19,752 (Seventy Five Lakhs Nineteen Thousand Seven Hundred and Fifty Two) equity shares held by 150 (One Hundred and Fifty) shareholders represents 1.55% (One point five five percent) of the paid up equity share capital of the Company.

The Company has, over the years, retained its accumulated earnings for reinvestment in its business and has not declared any dividend. In the foreseeable future, the Company is contemplating expansion in other sectors which may require utilising the existing cashflows and proposed expansion may make future cashflows volatile (as noted below).

The Company is also evaluating opportunities for expansion into domestic as well as overseas financial services industry through merger with group entities already carrying out such activities. The income from such activities are inherently likely to be more volatile and subject to higher risk relative to the current business lines of the Company.

In addition to it, there is also no proposal under consideration for listing of Company's shares. This is in the background of some shareholders enquiring on the options to unlock the value of their equity shares in the Company to whom no liquidity is likely to be available.

As an investor friendly step to provide liquidity and exit route to these Identified Shareholders, the Board of Directors in their meeting held on June 19, 2023 were of the opinion that capital reduction process will be the best possible route to provide an exit opportunity in a fair and transparent manner. The capital reduction will also enable the Company to save the administrative and other costs associated with servicing a very small percentage of shareholding held by a large number of shareholders distributed all across the Country and overseas. Hence, as part of evaluating opportunities for streamlining capital structure of the Company as well as providing an opportunity for liquidation of non-promoter shareholding (in view of possible expansion into businesses unrelated to current verticals) a proposal for selective capital reduction was considered by the Board.

Even after the proposed reduction of the Company's equity share capital, the Company's financial position will continue to be sound and therefore, the interest of the Company's creditors and shareholders will not be adversely affected.

The existing Shareholding pattern of the Company is as under:

| WEL Shareholding | No. of Equity Shares | Face Value | Total (in RS) | % of Holding |
|---|---|---|---|---|
| Promoter Group | 47,61,42,411 | 10 | 4,76,14,24,110 | 98.45 |
| Minority Shareholders | 75,19,752 | 10 | 7,51,97,520 | 1.55 |
| **TOTAL** | **48,36,62,163** | | **4,83,66,21,630** | **100** |

Subject to the receipt of the requisite approval of the shareholders and confirmation by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("**NCLT**") and such other approvals as may be required, it is proposed to reduce the issued, subscribed and paid-up share capital of the Company from ₹483,66,21,630/- (Rupees Four Hundred Eighty Three Crores Sixty Six Lakhs Twenty

One Thousand Six Hundred and Thirty Only) consisting of 48,36,62,163 (Forty Eight Crores Thirty Six Lakhs Sixty Two Thousand One Hundred and Sixty Three) equity shares of ₹ 10/- each to ₹ 476,14,24,110/- (Rupees Four Hundred Seventy Six Crores Fourteen Lakhs Twenty Four Thousand One Hundred and Ten Only) consisting of 47,61,42,411 (Forty Seven Crores Sixty One Lakhs Forty Two Thousand Four Hundred and Eleven) equity shares of ₹10/- each by cancelling and extinguishing the paid up equity share capital of ₹ 7,51,97,520 (Rupees Seven Crores Fifty One Lakhs Ninety Seven Thousand Five Hundred and Twenty Only) divided into 75,19,752 (Seventy Five Lakhs Nineteen Thousand and Seven Hundred and Fifty Two) equity shares of ₹ 10/- each, representing in aggregate 1.55% (one point five five percent) of the total issued, subscribed and paid-up equity share capital of the Company comprising of the non- promoter equity shareholders being the Identified Shareholders, for a consideration of ₹ 1243,76,69,808/- (Rupees One Thousand Two Hundred Forty Three Crores Seventy Six Lakhs Sixty Nine Thousand Eight Hundred and Eight Only) being determined for 75,19,752 (Seventy Five Lakhs Nineteen Thousand Seven Hundred and Fifty Two) equity shares at ₹ 1,654/- (Rupees One Thousand Six Hundred and Fifty Four Only) each per equity share, which is 4.55 % (four point five five percent) higher than the fair value of per equity share as determined by the Valuer, to be paid out of the free reserves of the Company as per the latest audited financial statements.

## Method of Capital Reduction

The Capital Reduction is proposed to be implemented by a petition under Section 66 of the Companies Act, 2013 to be approved by the NCLT, if it thinks fit.

**Consideration**

In order to determine the fair value of the equity shares and the consideration to be paid upon the proposed reduction of equity shares held by the Identified Shareholders, independent valuer, viz. Ernst & Young Merchant Banking Services LLP ("**Independent Valuer**"), has done a valuation and submitted their report to the Company ("**Valuation Report**").

As part of its fiduciary duty to the shareholders, the Company has also obtained a fairness opinion report from a leading merchant banker, Axis Capital Limited, Merchant Banker, which gave an independent opinion as regards to the valuation of equity shares of the Company, in relation to the proposed capital reduction, as determined by the Independent Valuer ("**Fairness Opinion**").

The Board has considered the Valuation Report and the Fairness Opinion and is of the view that a consideration of ₹ 1,654/- (One Thousand Six Hundred and Fifty Four Only) per equity share, represents the fair value, as determined by the Independent Valuer and is also 4.55% (four point five five percent) higher than the fair value of per equity share of the Company, i.e., ₹1,582/- (Rupees One Thousand Five Hundred and Eighty Two Only), as determined in the Valuation Report.

**Effective date of Reduction**

After the shareholders have passed the requisite resolution, the Company will file requisite application with the NCLT in accordance with the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 and the relevant Rules, for passing an order confirming the reduction of share capital.

Pursuant to Section 66(5) of the Companies Act, 2013, this resolution will be effective on the date of filing of the Order of NCLT with the jurisdictional Registrar of Companies and upon the registration of the same by the Registrar of Companies and issuance of a Certificate to that effect, if any.

**Payment of consideration**

- The Company shall upon the receipt of the confirmation order of the NCLT for the capital reduction, deposit the whole of the consideration of ₹ 1243,76,69,808 (Rupees One Thousand Two Hundred Forty Three Crores Seventy Six Lakhs Sixty Nine Thousand Eight Hundred And Eight Rupees Only) in a Special Bank Account to be opened for this reduction of capital.
- The consideration for the Capital Reduction shall be discharged by issue of cheque / draft / pay order / electronic transfer of funds / NEFT / RTGS / IMPS to the registered holder of the relevant equity shares, whose name appears as a member as on the record date ("**Record Date**"), within such number of days, as may be permissible under the law or as may be directed by the NCLT, to the last known address of such shareholder, as available with the Company / Registrar and Share Transfer Agent.
- In case of transfer requests pending as on the Record Date, the Company shall immediately after the Record Date, dispatch to shareholders (Transferor) and to such person (Transferee) from whom the Company has received any communication with respect to pending transfer of equity shares, a form to be duly filled in by the Transferor and the Transferee. Upon receipt of duly filled-in form complete in all respects, the Company shall discharge the consideration to the Transferee or to

the Transferor, as the case may be. Pending receipt of duly filled in form, the consideration towards such equity shares shall be dealt in a manner provided for in the below paragraph.

- Where the consideration has not been claimed by or paid to the Identified Shareholder(s), on account of cheques returned and / or undelivered / cheques not deposited, consideration in respect of equity shares pending transfer as on the Record Date, or for any other reason, the Company shall retain such consideration in the Special Bank Account along with interest, if any, accrued from time to time for a period of such 7 (seven) years. The amount outstanding in the Special Bank Account after the said period shall be transferred to the Investor Education and Protection Fund as per the applicable provisions of the Act.

**Taxation**

As per Section 2(22)(d) of the Income Tax Act 1961, dividend includes any distribution to its shareholders by a company on the reduction of its capital, to the extent to which the company possesses accumulated profits. Any amount paid by the Company to its shareholders on capital reduction, in excess of the accumulated profits available with the Company, is liable to tax as capital gains in the hands of such shareholders.

**Resident Shareholders**

In case of resident shareholders, the amount received by the shareholders, to the extent of accumulated profits of the Company, shall be considered as dividend and shall be subject to tax deduction under section 194 of the Income Tax Act at the rate of 10% (ten percent). There will be no tax deduction if the amount payable does not exceed ₹ 5000/- (Rupees Five Thousand Only). All resident Shareholders are required to submit a self-attested copy of their PAN card for income tax purposes. In case copy of PAN card is not submitted or is invalid or does not belong to the shareholder, tax shall be deducted at the rate of 20% (twenty percent).

**Non-Resident Shareholders**

Non-resident shareholders will be required to submit a no-objection certificate (NOC) or certificate of tax deduction at Nil/Lower rate from the Income Tax Authorities under Section 195(3) or Section 197 of the Income Tax Act (Certificate), indicating the amount of tax to be deducted. In an event of non- submission of NOC or certificate, tax will be deducted at the rate applicable to the relevant category to which the shareholder belongs, on the entire consideration payable to the shareholder, in accordance with the provisions of the Income Tax Act.

All Non-resident Shareholders are required to submit a self-attested copy of their PAN card for income tax purposes. In case copy of PAN card is not submitted or is invalid or does not belong to the shareholder, tax shall be deducted at the rate of 20% (twenty percent), as provided in Section 206AA of the Income Tax Act or the rate as may be applicable to the category of the shareholder under Income Tax Act, whichever is higher.

Non-resident shareholders are entitled to claim the benefit of Double Taxation Avoidance Agreement (DTAA) between India and the country of which the shareholder is a resident. Section 90(4) and Section 90A(4) of the Income Tax Act provide that any person claiming benefit under DTAA between India and any other foreign country should furnish the Tax Residency Certificate (TRC) containing the specified particulars provided by the Government of the Foreign country/specified territory of which the non-resident claims to be a tax resident along with any other declaration mandated by Income Tax Act or Income Tax Rules and a declaration that the shareholder does not have a business connection in India as defined in Explanation 2 to Section 9(1)(i) of the Income Tax Act or a permanent establishment as per the relevant and applicable DTAA. In the absence of such declarations/ certificates, tax shall be deducted in accordance with the provisions of the Income Tax Act and without having regard to the provisions of any DTAA.

All reference to maximum marginal rate shall include applicable surcharge and cess.

**Payment to non-resident shareholders**

To the extent the consideration is payable to non-resident Identified Shareholders on the Capital Reduction, the Company shall be subject to, and any payments by the Company would be subject to, applicable laws, including with the provisions of Foreign Exchange Management Act, 1999 and the regulations thereunder. The Company may seek any information from such non-resident shareholders to comply with the said provisions.

**Miscellaneous**

- The Board of Directors at their meeting held on June 19, 2023 considered and approved the proposal of reduction of capital of the Company as per the terms set out in the Resolution.
- The above proposed reduction of equity share capital held by the Identified Shareholders is permissible under the Articles of Association of the Company, pursuant to Section 66 and other applicable provisions of the Companies Act, 2013 and is subject to approval of the members through

a special resolution, confirmation of the NCLT and such other regulatory authorities as may be required, to give effect to the aforesaid resolution.

- The Company has not accepted any deposits and is therefore not in arrears in the repayment of any deposits or interest payable thereon.
- The proposed capital reduction will not cause any prejudice to the creditors of the Company. The creditors of the Company are not adversely affected by the proposed reduction as there is no reduction in the amount payable to any of the creditors. No compromise or arrangement is contemplated and the Company will have assets in excess of all its liabilities. The Company is only paying off capital in excess of its requirements and the proposed adjustment would not, in any way, adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
- No investigation / proceedings are pending under Section 210 to Section 229 or any other provisions of the Companies Act, 2013 against the Company.
- None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, are in any way concerned or interested, financially or otherwise, in the said resolution.
- In the event the confirmation order of the NCLT for the capital reduction is not obtained, the resolution passed by the shareholders shall be null and void.
- The Board considers that this resolution is in the best interests of the shareholders of the Company and therefore recommends the passing of the special resolution as set out in the Notice.

The Directors recommend the resolution for your approval.

None of the other Directors is, in any way concerned or interested in the said resolution.

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

Date: June 19, 2023
Place: Bengaluru

Chethan Yogesh
Company Secretary

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