



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, **Website:** www.wiproenterprises.com

SHORTER NOTICE is hereby given that 15th Annual General Meeting of the Members of Wipro Enterprises Private Limited (*hereinafter referred to as 'the Company'*) will be held on Monday, September 29, 2025 at 11:00 AM 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, 2025, 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 2024-25:**

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

“RESOLVED THAT, recommendation of the Board be and is hereby accorded to the Shareholders to ratify the remuneration of **INR 10.70 Lakhs** plus taxes and **INR 3.65 Lakhs** plus taxes or such other amount as may be decided by the Committee/Board in consultation with the Cost Auditors and the Audit Committee/Board or such other officer of the Company as may be approved by the Board/Committee payable to **M/s P. D. Dani and Associates** (Registration No. 000593 with Institute of Cost Accountants of India) and **M/s Rao, Murthy & Associates** (Registration No. 000065 with Institute of Cost Accountants of India) respectively.”

RESOLVED FURTHER THAT any of the Director, or the Company Secretary or the Chief Financial Officer, if any 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**

Sd/-
Sreeja Nair
Company Secretary
M. No. A27169

Date: September 23, 2025
Place: Bengaluru

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. All alterations made in the form of proxy should be initialed.
4. 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.
5. 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.
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 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:

KFin Technologies Limited

Unit: Wipro Enterprises,
Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally
Mandal, Hyderabad – 500032. Ph: -1-800-309-4001

Shareholder grievances/ queries can be sent through E-mail to any of the following designated E-mail IDs:

- a. Email id: inward.ris@kfintech.com
- b. Email id: swati.bairedy@kfintech.com Contact person: Ms. Swati Reddy

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) 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.
14. Please refer to the Annual Report for more details about the Company's performance, etc. which is made available on the website of the company at www.wiproenterprises.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 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 E-mail 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. The Notice of meeting is being sent to all the equity shareholders whose names appear in the records of the Company as on August 14, 2025. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the shareholders.
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 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 No. 000593 with Institute of Cost Accountants of India) and M/s. Rao, Murthy & Associates (Registration No. 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 of the Company relating to the products mentioned below for the year ended March 31, 2025.

M/s. P.D. Dani and Associates has 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, 2025. 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
WIN:			
1.	Other Machinery	Hydraulic Tipping System	84122100
2.	Other Machinery	Hydraulic Cylinder	84122990
3.	Other Machinery	Engine Cover Cylinders and Pistons	84128090
4.	Other Machinery	Spares for Hydraulic Cylinders	84129090
5.	Other Machinery	Jigs & Fixtures	84663020

Sl. No.	Industries/Sectors/Product Group as per Rule 3 (B) of Companies (Cost Records and Audit) Rules, 2014	Product Name	CTA Heading
6.	Machinery & Mechanical Appliances used in defence, space and atomic energy sectors- Aircraft	Aircraft Parts	88032000
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
8.	Arms & Ammunitions	Canister Assembly used in Missile	93069000
9.	Machinery & Mechanical Appliances used in defence, space and atomic energy sectors- Aircraft	Additive Manufacturing Parts	88039000
10.	Other Machinery	Water	84212190
WCCLG:			
11.	Organic and Inorganic Chemicals etc.	Fatty Acids	38231112
12.	Organic and Inorganic Chemicals etc.	Liquid Detergent	34029011
13.	Organic and Inorganic Chemicals etc.	Fabric Conditioner	34029099
14.	Organic and Inorganic Chemicals etc.	Dish Wash	34022090
15.	Insecticides	Hand Sanitizers (Disinfectants)	38089400
16.	Insecticides	Floor Cleaner (Disinfectants)	38089400
17.	Other Machinery	Fan Regulator	84149030
18.	Electricals or Electronic Machinery	MCB-Miniature circuit breakers	85362030
19.	Electricals or Electronic Machinery	Switches	85365020
20.	Electricals or Electronic Machinery	Plug, Socket and Plate	85366910
21.	Electricals or Electronic Machinery	Starter	85369010
22.	Electricals or Electronic Machinery	GLS	85392910

Members are requested to ratify the remuneration payable to **M/s. PD Dani and Associates** (Registration No. 000593 with Institute of Cost Accountants of India) and **M/s. Rao, Murthy & Associates** (Registration No. 000065 with Institute of Cost Accountants of India) for FY 2024-25. Details of remuneration are as given below:

Sl. No.	Financial Year	Name of the Auditor	Division	Amount in ₹
1.	2024-25	M/s P. D. Dani and Associates.	Wipro Consumer Care & Lighting Business and for issuing Consolidated Cost Audit Report	INR 10.70 Lakhs plus taxes and out-of-pocket expenses if any
2.		M/s. Rao, Murthy & Associates	Wipro Infrastructure Engineering Business	INR 3.65 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.

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

s/-
Sreeja Nair
Company Secretary
M. No. A27169

Registered Office:

Wipro House, No. 8, 7th Main, 80 Feet Road,
Koramangala, 1st Block, Bangalore- 560034,
Karnataka, India

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Name of the Company : Wipro Enterprises (P) Limited
Registered Office : Wipro House, No. 8, 7th Main, 80 Feet Road, Koramangala, 1st Block, Bangalore- 560034
Venue of the Meeting : Wipro Campus, Board Room, 2nd Floor, A Block, SJP 1, Doddakannelli, Sarjapur Road, Bangalore, 560035
Date and Time : Monday, September 29, 2025 at 11:00 AM

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No of Shares held	

*Applicable for investors holding shares in electronic form.

I certify that I am a registered shareholder/proxy for the registered shareholder of the company.

I hereby record my presence at the 15th Annual General Meeting of the company held on Monday, September 29, 2025 at 11:00 AM at Wipro Campus, Board Room, 2nd Floor, A Block, SJP 1, Doddakannelli, Sarjapur Road, Bangalore-560035

Signature of Shareholder/Proxy/Authorized representative



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FORM No. MGT-11

FORM OF PROXY

(Pursuant to Section 105(6) of the Companies Act, 2013 and read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Company : Wipro Enterprises (P) Limited
CIN : U15141KA2010PTC054808
Registered Office : Wipro House, No. 8, 7th Main, 80 Feet Road, Koramangala,
1st Block, Bangalore- 560034
Venue of the Meeting : Wipro Campus, Board Room, 2nd Floor, A Block, SJP 1,
Doddakannelli, Sarjapur Road, Bangalore, 560035
Date and Time : Monday, September 29, 2025 at 11:00 AM

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE:

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No of Shares held	

*Applicable for investors holding shares in Electronic form

I/We, being the member(s) of _____ shares of Wipro Enterprises (P) Limited, hereby appoint

1. Mr./Mrs.----- residing at _____ having e-mail id _____
or failing him/her
2. Mr./Mrs.----- residing at _____ having e-mail id _____
or failing him/her
3. Mr./Mrs.----- residing at _____ having e-mail id _____
or failing him/her

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 15th Annual General meeting of the Company, to be held on Monday, September 29, 2025 at 11:00 AM.

at Wipro Campus, Board Room, 2nd Floor, A Block, SJP 1, Doddakannelli, Sarjapur Road, Bangalore, 560035 and any adjournment thereof in respect of such resolutions as are indicated below.

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl. No.	Resolution	For	Against
1	To receive, consider and adopt the audited financial statements of the Company (including consolidated financial statements) for the financial year ended March 31,2025, together with the Reports of the Auditors and Directors thereon.		
2	Ratification of remuneration payable to Cost Auditors of the Company for the FY 2024-25		

** This is optional. Please put a tick mark (ü) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed this _____ day of _____ 2025
Signature (s) of proxy holder(s)

1. _____
2. _____
3. _____

Signature of the shareholder

Affix one Rupee Revenue Stamp
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Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

