



WIPRO ENTERPRISES (P) LIMITED (Formerly Wipro Enterprises Limited),
Registered Office: 'C' Block, CCLG Division, Doddakannelli, Sarjapur Road, Bangalore – 560 035,
Telephone: +91-80-2844-0011, **Fax:** +91-80-2844-0054, **CIN No.:** U15141KA2010PTC054808,
E-mail: communications.wel@wipro.com, **Website:** www.wiproel.com

NOTICE TO MEMBERS

NOTICE is hereby given that 5th Annual General Meeting of the Members of Wipro Enterprises (P) Limited will be held on Tuesday, the 28th day of July 2015 at 4.30 PM at 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore – 560 035, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the directors and Auditors thereon.

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

'RESOLVED THAT pursuant to provision of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. BSR & Co. LLP (Registration Number 101248W/W100022 with ICAI) who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of section 141 of the Companies Act, 2013 be and is hereby re-appointed as Statutory Auditors to hold office for two years from the conclusion of 5th Annual General Meeting until the conclusion of 7th consecutive Annual General Meeting of the Company (subject to ratification by the members at every subsequent Annual General Meeting) 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.'

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

Registered Office:

'C' Block, CCLG Division, Doddakannelli,
Sarjapur Road, Bangalore – 560 035, India.
Telephone: +91-80-2844-0011, Fax: +91-80-2844-0054,
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E-mail: communications.wel@wipro.com,
Website: www.wiproel.com

Date: June 30, 2015

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. 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.
6. 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.
7. 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.
8. 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.

9. 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.
10. 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.
11. The Statutory Register under the Companies Act, 2013 (Register under Section 88 and Section 189 of the Companies Act, 2013) is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays and will be made available at the venue of the meeting.
12. Please refer to Annual Report for more details about the Company's Performance, etc.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
14. Company has reduced its share capital which was approved by overwhelming majority of shareholders and finally the Hon'ble High Court was pleased to approve the same. In the interest of speed, efficiency and ease of operations,

combined with greater focus in growing the business of the Company, we have converted into a Private Limited Company pursuant to the order of the Hon'ble High Court of Karnataka with effect from May 22, 2015. If any shareholders have any queries/questions in this regard, please contact our R&T agent, Karvy Computershare Private Limited.

15. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business mentioned in the accompanying Notice:

Item No. 2

Though not mandatory, this explanation is provided for reference.

M/s. BSR & Co. LLP (Registration Number 101248W/W100022 with the ICAI), were appointed as the statutory auditors of the Company for the financial year 2014-15 at the Annual General Meeting held on August 19, 2014. The Audit of the Company for financial year 2014-15 was conducted by M/s. BSR & Co. LLP who is proposed to be re-appointed as Auditor for two more years till the conclusion of 7th consecutive Annual General Meeting (subject to ratification by the members at subsequent to Annual General Meeting).

None of the Directors and Key Managerial Personnel 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 approval of the members.

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

Chethan
Company Secretary

Registered Office:

'C' Block, CCLG Division, Doddakannelli,
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Date: June 30, 2015

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Annual Report 2014-15

ATTENDANCE SLIP

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

Name of the Company : Wipro Enterprises (P) Limited
Registered Office : C Block, CCLG Division, Doddakannelli, Sarjapur Road, Bangalore 560035
Venue of the Meeting : 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore- 560035
Date and Time : Tuesday, July 28, 2015 at 4.30 P.M.

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	

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

I hereby record my presence at the 5th ANNUAL GENERAL MEETING of the company held on Tuesday, July 28, 2015 at 4.30 pm at 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore- 560 035.

*Applicable for investors holding shares in Electronic form.

Signature of Shareholder/Proxy

Wipro Enterprises (P) Limited (Formerly Wipro Enterprises Limited),
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Annual Report 2014-15

Form No. MGT-11

FORM OF PROXY

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

Name of the Company : Wipro Enterprises (P) Limited
Registered Office : C Block, CCLG Division, Doddakannelli, Sarjapur Road, Bangalore 560035
Venue of the Meeting : 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore- 560035
Date and Time : Tuesday, July 28, 2015 at 4.30 P.M.

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

- Mr./Mrs. _____ residing at _____ having e-mail id _____ or failing him/her
- Mr./Mrs. _____ residing at _____ having e-mail id _____ or failing him/her
- 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 _____ Annual General meeting of the Company, to be held on the 28th day of July, 2015 at 4.30 PM at 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore- 560 035 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	Adoption of Accounts as at March 31, 2015		
2	Re-appointment of Statutory Auditors – M/s BSR Co. & LLP		

** This is optional. Please put a tick mark (✓) 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 _____ 2015

Signature (s) of proxy holder(s)

- _____
- _____
- _____

Signature of the shareholder

Affix one
Rupee
Revenue
Stamp

Notes:

- 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.
- A Proxy need not be a member of the Company.
- 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.
- 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.

