



WIPRO ENTERPRISES LIMITED (Formerly Azim Premji Custodial Services Pvt. Ltd. & Azim Premji Custodial Services Ltd.),
Registered Office: 'C' Block, CCLG Division, Doddakannelli, Sarjapur Road, Bangalore – 560 035, **Telephone:** +91-80-2844-0011,
Fax: +91-80-2844-0054, **CIN No.** U15141KA2010PLC054808, **E-mail:** communications.wel@wipro.com / info.win@wipro.com,
Website: www.wiproel.com

NOTICE TO MEMBERS

NOTICE is hereby given that 4th Annual General Meeting of the Members of Wipro Enterprises Limited will be held on Tuesday, the 19th day of August 2014 at 4.00 P.M. at Auditorium, SJP2 – S4 tower, 5th floor, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore – 560 035, to transact the following business: (Date is subject to confirmation)

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on 7% Redeemable Preference shares.
3. To re-appoint Mr. Vineet Agrawal (DIN 02370129) who retires by rotation at this meeting and being eligible, offers himself for re-appointment and the re-appointment shall be on the same terms as approved by the shareholders at the Annual General Meeting held on September 30, 2013.
4. Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION** :

RESOLVED that M/s. BSR & Co. LLP. (Registration Number 101248W with ICAI) be and is hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee 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 or such other officer of the Company as may be approved by the Board/Committee.

SPECIAL BUSINESS

5. To appoint Mr. Suresh C. Senapaty (DIN 00018711) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh C. Senapaty (DIN 00018711), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to July 31, 2019.

6. To approve payment of remuneration to non-executive directors and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT in supersession of the resolution previously passed by the members at their meeting held on September 30, 2013 approving payment of remuneration by way of commission to non-executive directors with effect from April 1, 2013, and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby authorised to pay remuneration in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of commission, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, to any one or more or all of the existing Non-Executive Directors or Non-Executive Directors to be appointed in future, as the Board of Directors may from time to time, determine, and that such remuneration shall

not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof) and subject to an individual limit of remuneration for each of the Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Board Governance and Compensation Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including payment of such remuneration for any period or periods.

By Order of the Board of Directors
For Wipro Enterprises Limited

Chethan
Company Secretary

Registered Office:

'C' Block, CCLG Division, Doddakannelli,
Sarjapur Road, Bangalore – 560 035, India.
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Website: www.wiproel.com

Date: July 22, 2014

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 authorising 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 189 and Section 179 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 redeemed its 7% Redeemable Preference Share to the preference shareholders which was issued pursuant to the scheme of arrangement approved by the Hon'ble High Court of Karnataka for the demerger of Non-IT business from Wipro Limited with effect from April 1, 2012. The maturity proceeds have been paid to the respective eligible 7% redeemable preference shareholders on May 12, 2014. If any shareholders have any queries/questions in this regard, please contact our R&T agent Karvy Computershare Private Limited.
15. The Company will provide e-voting facility as and when it becomes effective.

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

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

Item No. 4

Though not mandatory, this explanation is provided for reference.

M/s. BSR & Co. (Registration Number 101248W with the Institute of Chartered Accountants of India), Chartered Accountants, were appointed as the statutory auditors of the Company for the financial year 2013-14 at the Annual General Meeting held on September 30, 2013. M/s. BSR & Co. converted itself into a Limited Liability Partnership (LLP) and is now known as M/s. BSR & Co. LLP. In terms of the General Circular No.9/2013 dated April 30, 2013, issued by the Ministry of Corporate Affairs, Government of India, upon such conversion, such LLP will be deemed to be an auditor of the said Company. The Audit Committee and the Board of Directors of the Company have taken note of this change and accordingly, the audit of the Company for financial year 2013-14 was conducted by M/s. BSR & Co. LLP who is proposed to be re-appointed as Auditor for one year till the conclusion of next 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. 4.

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

Item No. 5

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which

came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013.

The Director proposed to be appointed under this resolution is a Non-Executive Director of the Company. The period of office of this Director was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Suresh C. Senapaty, being eligible, offer himself for appointment, and is proposed to be appointed as Independent Director for a term as stated in the resolution.

The Board Governance and Compensation Committee and the Board of Directors have recommended appointment of Mr. Suresh C. Senapaty as Independent Director of the Company

Mr. Suresh C. Senapaty, Non-Executive Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Suresh C. Senapaty fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and Mr. Suresh C. Senapaty is independent of the management. Mr. Suresh C. Senapaty is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as a Director.

Notice have been received from member(s) signifying their intention to propose appointment of Mr. Suresh C. Senapaty along with a deposit of ₹1,00,000/-

Except Mr. Suresh C. Senapaty, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 5

The Board recommends the resolution in relation to the appointment of Mr. Suresh C. Senapaty as Independent Director, for the approval by the shareholders of the Company.

Item No. 6

The members of the Company at their Annual General Meeting held on September 30, 2013, approved by way of a Special Resolution under Section 309(7) of the Companies Act, 1956, the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956 for a period of five years commencing from April 1, 2013.

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from April 1, 2014, it is proposed that the Directors other than Managing Director and the Whole-time Directors be paid remuneration by way of commission or by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other and subject to an individual limit for each of the Non-Executive Directors, in addition to sitting fees for attending the meetings of the Board of Directors or Committees thereof, reimbursement of expenses for participation in the Board and other meetings, as the Board of Directors may from time to time, determine, to any one or more or all of the existing Non-Executive Directors or Non-Executive Directors to be appointed in future.

Approval of the members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration to the Directors other than Managing Director and the Whole-time Directors.

The Chairman, Whole-time Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested financially or, otherwise, in the resolution set out at item No. 6 of the Notice. Non-Executive Directors may be deemed

to be concerned or interested in the resolution set out at Item No. 6 to the extent of remuneration or fees that may be received by them. The relatives of Non-Executive Directors may be deemed to be interested or concerned in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at item No.6 of the Notice for approval by the members of the Company.

By Order of the Board of Directors
For Wipro Enterprises Limited

Chethan
Company Secretary

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Date: July 22, 2014