



## Wipro Enterprises (P) Limited

**Registered Office:** 'C' Block, CCLG Division, Doddakannelli, Sarjapur Road, Bangalore – 560035,

**Telephone:** +91-80-2844-0011, Fax: +91-80-2844-0054,

**CIN No.** U15141KA2010PTC054808,

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

**NOTICE** is hereby given that 7<sup>th</sup> Annual General Meeting of the Members of Wipro Enterprises (P) Limited will be held on Monday, August 7, 2017 at 4.30 PM at 'B' Block (Learning Centre), SJP 1, Wipro Limited Campus, Doddakannelli, Sarjapur Road, Bangalore – 560 035, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon.
2. **RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A CONSECUTIVE TERM OF FIVE YEARS**

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

**“RESOLVED THAT** pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for reappointment of **M/s. BSR & Co. LLP (Registration Number 101248W/W100022 with ICAI)** as Statutory Auditors of the Company to hold office for further consecutive term of five years from the conclusion of 7<sup>th</sup> Annual General Meeting until the conclusion of 12<sup>th</sup> 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.”

### **SPECIAL BUSINESS:**

3. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FY 2016-17**

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 ₹ 7.5 Lakh plus taxes payable to **M/s P. D. Dani and Associates** (Registration Number 000593 with Institute of Cost Accountants of India) and ₹ 2.75 Lakh plus taxes payable to **M/s. Rao, Murthy & Associates** (Registration Number 000065 with Institute of Cost Accountants of India) for FY 2016-17, who were appointed as the Cost Auditors, to carry out the Cost Audit of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Chethan**  
Company Secretary

Date: May 30, 2017  
Place: Bangalore

## 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. 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. The Register of Members will remain closed from August 05, 2017 to August 07, 2017 (both days inclusive).
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 - 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.

**M/s Karvy Computershare Private Limited**

Unit: Wipro Enterprises (P) Limited,  
Karvy Selenium  
Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032.  
P h: +91- 40 67161530  
Fax: +91-40 23420814

Shareholders Grievance/ queries can be sent through email to any of the following designated email ids.

- a. Email id: einward.ris@karvy.com
  - b. Email id: rajitha.cholleti@karvy.com  
Contact person: Ms. Rajitha Cholleti
  - c. Email id: srinivas.b@karvy.com  
Contact person: Mr. B Srinivas
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) 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 Annual Report for more details about the Company's Performance, etc. which is available on the website of the company at [www.wiproel.com](http://www.wiproel.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 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.
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. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses and certain ordinary businesses to be transacted at the Annual General Meeting is annexed hereto.
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 Ordinary Business and Special Business as 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 ICAI), Chartered Accountants, were appointed as the Statutory auditors of the Company for two years for the financial year 2015-16 and 2016-17 in the Annual General Meeting of the company held on July 28, 2015. Their term will end at the conclusion of this Annual General Meeting. Hence, the Company hereby placed this resolution for re-appointment of Statutory Auditors for a further term of 5 years to hold office from the conclusion of 7<sup>th</sup> Annual General Meeting until the conclusion of 12<sup>th</sup> Annual General Meeting.

However, as per Section 139 (1) read with Companies (Audit and Auditors) Rules, 2014, members have to ratify their appointment at each subsequent Annual General Meeting.

The Board recommends the resolution at Item No. 2 for approval by the members.

None of the Directors or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

### Item No. 3

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 of the Company for FY 2016-17 for Wipro Consumer Care and Lighting division (WCCLG) to carry out the Cost Audit of the cost records maintained by the Company relating to Organic and Inorganic Chemicals etc. (CETA 3402, CETA 3823), Other Machinery (8414), Electricals or Electronic Machinery (CETA 8536, CETA 8539) and Wipro Infrastructure Engineering division (WIN) relating to Other Machinery (CETA codes 8412, 8428, 8431, 8413, 8481 and 8421), Machinery & Mechanical Appliances used in defence, space and atomic energy (CETA 8803), Medical Devices (CETA 9018) respectively.

**M/s. P. D. Dani and Associates** have been appointed as the Cost Auditor of Wipro Consumer Care and Lighting division (WCCLG) and is also acting as Lead Cost Auditor for the company as a whole and shall submit the consolidated Cost Audit Report of the Wipro Enterprises (P) Limited for financial year ended March 31, 2017. The scope of work for WCCLG is larger than WIN according to products covered under Cost Audit as per specified CETA codes.

Members are requested to ratify the remuneration payable to **M/s P. D. Dani and Associates** (Registration Number 000593 with Institute of Cost Accountants of India) and **M/s. Rao, Murthy & Associates** (Registration Number 000065 with Institute of Cost Accountants of India) for FY 2016-17. Details of the remuneration is shown below.

Sl. No.	Financial Year	Name of the Auditor	Division	Amount in ₹
1.	2016-17	M/s P. D. Dani and Associates	Wipro Consumer Care & Lighting Business and for issuing Consolidated Cost Audit Report	7.50 Lakh plus taxes
2.		M/s. Rao, Murthy & Associates	Wipro Infrastructure Engineering Business	2.75 Lakh plus taxes

None of the Directors of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 3.

The Board recommends the resolution at Item No. 3 for ratification by the members.

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

CIN No. U15141KA2010PTC054808,

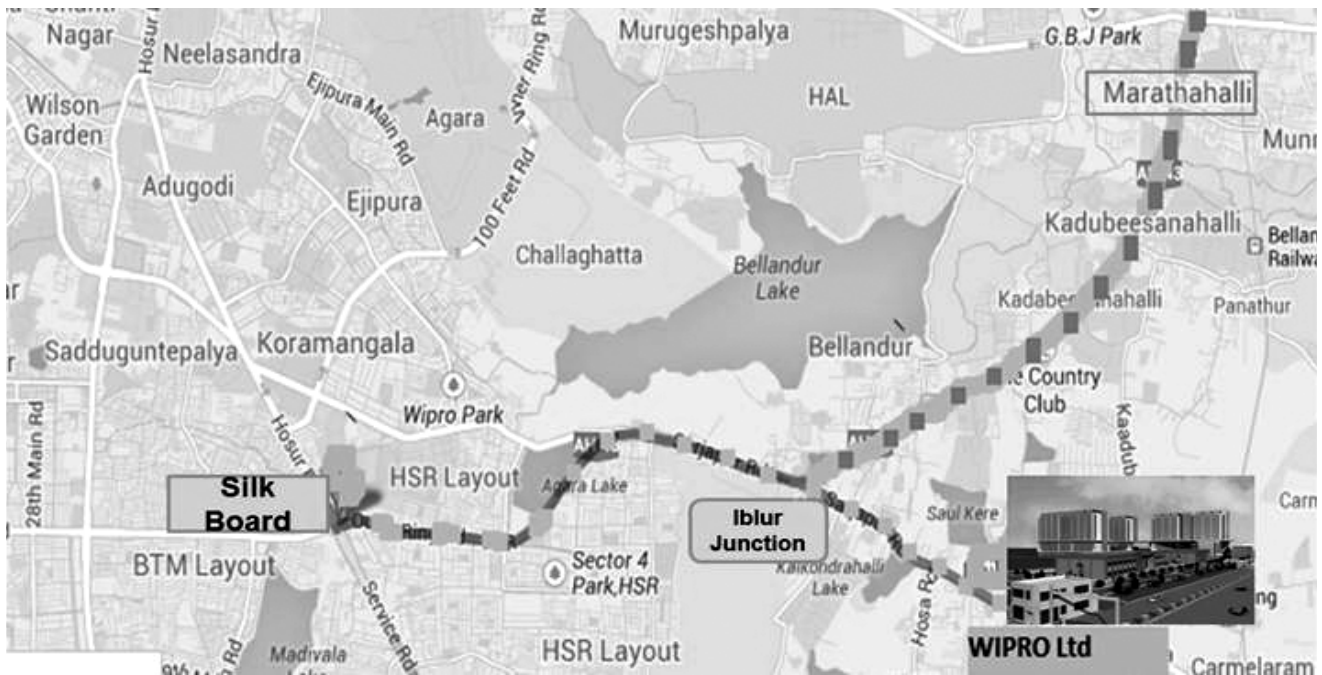
E-mail: [communications.wel@wipro.com](mailto:communications.wel@wipro.com),

**Website:** [www.wiproel.com](http://www.wiproel.com)

Date: May 30, 2017

Place: Bangalore

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







**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 : Monday, August 07, 2017 at 4.30 PM

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

<b>Name</b>	
<b>Address</b>	
<b>DP ID*</b>	
<b>Client ID*</b>	
<b>Folio No.</b>	
<b>No. of Shares held</b>	

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

I hereby record my presence at the 7th ANNUAL GENERAL MEETING of the company held on Monday, August 07, 2017 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/ Authorised representative



**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- 560 035  
Date and Time : Monday, August 07, 2017 at 4.30 PM

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

<b>Name</b>	
<b>Address</b>	
<b>DP ID*</b>	
<b>Client ID*</b>	
<b>Folio No.</b>	
<b>No. of Shares held</b>	

\*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 7<sup>th</sup> Annual General Meeting of the Company, to be held on the 07<sup>th</sup> day of August, 2017 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	To receive, consider and adopt the audited financial statement of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon.		
2	Re-appointment of Statutory Auditors of the Company for a consecutive term of Five years		
3	Ratification of remuneration payable to Cost Auditors of the Company for the FY 2016-17		

\*\* 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 \_\_\_\_\_ 2017

Signature (s) of proxy holder(s)

Signature of the shareholder

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

Affix one  
Rupee  
Revenue  
Stamp

**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.

