



WIPRO LIMITED, Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035, Telephone : +91 80 28440011, Fax No.+91 80 28440054, Website : www.wipro.com, Email: info@wipro.com, CIN No.L32102KA1945PLC020800

NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Eighth ANNUAL GENERAL MEETING of WIPRO LIMITED will be held at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore - 561 229, on Wednesday, July 23, 2014 at 4.00 pm to transact the following businesses:

ORDINARY BUSINESS

1. To 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 of Rs.3 per equity share and to declare a Final Dividend Rs.5 per equity share.
3. Re-appoint Mr T K Kurien (DIN 03009368) 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 July 19, 2011.
4. To appoint Auditors and in this regard to 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 the Institute of Chartered Accountants of India) 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/Risk and Compliance Committee of the 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/Risk and Compliance Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.

SPECIAL BUSINESS

5. To appoint Mr Vyomesh Joshi (DIN 06404484), 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) and Clause 49 of the Listing Agreement, Mr Vyomesh Joshi (DIN 06404484), 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 September 30, 2017.

6. To appoint Mr N Vaghul (DIN 00002014) 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) and Clause 49 of the Listing Agreement, Mr N Vaghul (DIN 00002014), 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, 2016.

7. To appoint Dr Ashok S Ganguly (DIN 00010812) 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) and Clause 49 of the Listing Agreement, Dr Ashok Ganguly (DIN 00010812), 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, 2016.

8. To consider Dr Jagdish N Sheth (DIN 00332717) 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) and Clause 49 of the Listing Agreement, Dr Jagdish N Sheth (DIN 00332717) 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, 2015.

9. To consider Mr William Arthur Owens (DIN 00422976) as an Independent Director 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) and Clause 49 of the Listing Agreement, Mr William Arthur Owens (DIN 00422976), 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, 2017.

10. To consider appointment of Mr M K Sharma (DIN 00327684), as an Independent Director and in this regard, to 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) and Clause 49 of the Listing Agreement, Mr M K Sharma (DIN 00327684), 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 June 30, 2016.

11. To consider appointment of Ms Ireena Vittal (DIN 05195656), as an Independent Director 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 all 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) and Clause 49 of the Listing Agreement, Ms Ireena Vittal (DIN 05195656), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 1, 2013, in terms of Section 161(1) of the Companies Act, 2013 and Article 185 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she 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 under Section 160 of the Companies Act, 2013 from a member proposing her 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 September 30, 2018.

12. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

13. 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 July 19, 2011 approving payment of remuneration by way of commission to non-executive directors with effect from April 1, 2012, 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 authorized 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, Nomination and Compensation Committee) be and is hereby authorized to do all acts and take all such

steps as may be necessary, proper or expedient to give effect to his resolution including payment of such remuneration for any period or periods.

14. To consider approval for amendments to Wipro Employee Restricted Stock Unit Plan 2004 ("RSU Plan 2004"), Wipro Employee Restricted Stock Unit Plan 2005 ("RSU Plan 2005"), Wipro Employee Restricted Stock Unit Plan 2007 ("RSU Plan 2007") and Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 (WERT ESPS 2013) and to Wipro Equity Reward Trust (WERT), as applicable if thought fit, to pass with or with or without modification, the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme, Guidelines 1999), as amended from time to time, and all other applicable statutory provisions, approval of the members of the Company be and is hereby accorded to carry out the following amendments to Wipro Employee Restricted Stock Unit Plan 2004 ("RSU Plan 2004"), Wipro Employee Restricted Stock Unit Plan 2005 ("RSU Plan 2005"), Wipro Employee Restricted Stock Unit Plan 2007 ("RSU Plan 2007") and Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 (WERT ESPS 2013) and to Wipro Equity Reward Trust (WERT), as applicable, with effect from July 23, 2014.

- a. Amendments to RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007

Following amendments to the respective clauses of RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 be carried out as follows:

1. Clause 3 k of the Plan shall be amended and be substituted by the following Clause 3 k namely-
"Exercise" means making of an application by the Eligible Employee to the Company or Wipro Equity Reward Trust, as the case may be, for issue of shares by the Company or transfer of shares from Wipro Equity Reward Trust against Restricted Stock Units vested in employee in pursuance of the Plan and paying the Exercise Price for the Shares.
2. Insertion of new Clause 3 y namely –
"Wipro Equity Reward Trust" or "WERT" means the Trust formed by Wipro Limited on April 9, 1984 read with the Rules framed thereunder.
3. Clause 4 c of the Plan shall be amended and be substituted by the following Clause 4 c namely-

Where shares are issued by the Company or shares are transferred from WERT consequent upon exercise of an RSU under the Plan, the maximum number of shares which are subject to RSU from time to time referred in Section 4(a) of the RSU Plan shall stand reduced to the extent of such shares issued by the Company or shares transferred from WERT to eligible

employees as per the Plan or as may be permitted by the stock exchanges.

4. Clause 14 b of the Plan shall be amended and be substituted by the following Clause 14 b namely-

The consideration to be paid for the share to be issued by the Company or, shares to be transferred from WERT, upon exercise, including the method of payment shall be determined by the Administrator at the time of grant. Such consideration may be paid to the Company, in case of shares issued by the Company and, to WERT, in case of shares to be transferred from WERT by way of;

- i. cash, or
- ii. cheque or cheque equivalent

In making its determination as to the type of consideration to accept, the Administrator shall consider if acceptance of such consideration may be reasonably expected to benefit the Company.

5. Clause 21 a of the Plan shall be amended and be substituted by the following Clause 21 a namely –

- a. Legal Compliance: Shares shall not be issued by the Company or transferred from WERT pursuant to the exercise of an RSU unless the exercise of such RSU and the issuance or transfer and delivery of such shares comply with Applicable Laws and shall be further subject to the approval of Counsel of the Company with respect to such compliance.

RESOLVED FURTHER THAT the above amendments shall be applicable to RSUs granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.

RESOLVED FURTHER THAT the above amendments shall be applicable to RSUs granted or to be granted under the Plan to the employees of the Subsidiary Companies/Holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.

RESOLVED FURTHER THAT that this resolution shall be considered as not being detrimental to the employees.

- b. Amendment of Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 (“WERT ESPS 2013”)
 1. Clause 3 k of the Plan shall be amended and be substituted by the following Clause 3 k namely-
“Exercise” means making of an application by the Eligible Employee to the Company or Wipro Equity Reward Trust, as the case may be, for transfer of shares

from Wipro Equity Reward Trust vested in employee in pursuance of the Plan, paying the Exercise Price for the Shares and shall include exercise of RSUs under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 and such other RSU Plans to be approved in future (“RSU Plans”).

2. Clause 14 of the Plan shall be amended and substituted by the following Clause 14 namely-

Consideration payable by Grantees while exercising Share

- a. The consideration payable by a Grantee for exercising a Share would be the Exercise Price as per the RSU Plans.
- b. The consideration to be paid for the Share to be issued or transferred upon exercise of vested RSUs, granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 including the method of payment shall be determined by the Administrator at the time of grant. Such consideration may be paid to WERT by way of;

- i. Cash or
- ii. Cheque or cheque equivalent

In making its determination as to the type of consideration to accept, the Administrator shall consider if acceptance of such consideration may be reasonably expected to benefit the Company.

3. Clause 15 a of the Plan shall be amended & substituted by the following Clause 15 a namely-

- a. Procedure for Exercise of Share

Any Share granted hereunder or RSUs granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 shall be exercisable according to the terms at such times and under such conditions as determined by the Administrator or set forth in the Wipro Equity Reward Trust Employee Stock Purchase Agreement or such Restricted Stock Unit Agreements as the case may be. The Share shall be deemed exercised when the Company receives;

- i. written or electronic notice of exercise (in accordance with the Wipro Equity Reward Trust Employee Stock Purchase Agreement or Restricted Stock Unit agreement) from the person entitled to exercise the Share
- ii. Full payment for the shares with respect to which the Share is exercised.

- iii. Tax as may be applicable on the transaction RSUs or Shares shall become exercisable in part or whole. The unexercised portion of the RSUs or Shares will continue to be available to the Grantee or the nominee, for exercise, in case of specified circumstances such as separation, death, disability, as provided in this Plan.
- 4. Clause 21 a of the Plan shall be amended and be substituted by the following Clause 21 a namely –
 - a. Legal Compliance : Shares shall not be transferred from WERT pursuant to the exercise of an RSU unless the exercise of such RSU and transfer and delivery of such shares comply with Applicable Laws and shall be further subject to the approval of Counsel of the Company with respect to such compliance.

RESOLVED FURTHER THAT the above amendments shall be applicable to any existing grants or RSUs / Shares to be granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 and such other RSU Plans to be approved in future ("RSU Plans"), to the employees and other eligible persons and shall also be applicable to grant of share or RSUs to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Share or RSU.

RESOLVED FURTHER THAT the above amendments shall be applicable to any existing grants or RSUs / Shares to be granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 to the employees and other eligible persons of the Subsidiary Companies/Holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Share or RSU.

RESOLVED THAT that this resolution shall be considered as not being detrimental to the employees.

By Order of the Board of Directors
For **Wipro Limited**

V Ramachandran
Company Secretary

Registered Office:
Doddakannelli, Sarjapur Road
Bangalore 560 035
Telephone : +91 80 28440011, Fax No.+91 80 28440054
Website : www.wipro.com
CIN No.L32102KA1945PLC020800
Email : info@wipro.com or corp-secretarial@wipro.com
Date: June 25, 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 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 please 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. The dividend declared at the Annual General Meeting will be paid to those members whose names are on the Register of Members of the Company as at the opening hours of July 24, 2014.
9. The Register of Members of the Company will remain closed on July 23, 2014 (Book Closure Date) for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting.
10. Final Dividend on equity shares as recommended by the Directors for the year ended March 31, 2014, when declared at the meeting, will be paid on July 31, 2014:
 - i. To those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company on or before July 22, 2014.

- ii. In respect of shares held in electronic form, to those “deemed members” whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the opening hours of July 24, 2014.
11. As per RBI notification, with effect from October 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks pursuant to implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transaction.
- In this regard, shareholders holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by your bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
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, Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
13. Physical shares – Payment of dividend through NECS: Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number latest by July 20, 2014 to our Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, Karvy House, Unit : Wipro Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
14. 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.
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:-
- The change in the residential status on return to India for permanent settlement
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
16. The certificate from the Auditors of the Company for Wipro Employee Stock Option Plan 1999, Wipro Employee Stock Option Plan 2000, ADS Stock Option Plan 2000, Wipro Employee Restricted Stock Unit Plan 2004, ADS Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2005 and Wipro Employee Restricted Stock Unit Plan 2007 in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 will be available for inspection at the Annual General Meeting.
17. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed interim dividend for the financial year 2006-07 on due date to the Investor Education and Protection Fund established by the Central Government.
18. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 25, 2013 (date of last Annual General Meeting) on the website of the company (www.wipro.com/investors), as also on the website of the Ministry of Corporate Affairs.
19. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company’s registered office or the Company’s Registrar and Share Transfer Agent (Karvy Computershare Pvt. Ltd.) for revalidation and encash them before the due dates.

Information in respect of such unclaimed Dividends as of April 30, 2014 and due dates for transfer to the Investor Education and Protection Fund of Government of India are given below:

Financial Year	Date of Declaration of Dividend	Last Year for Claiming unpaid Dividend	Unclaimed amount as on April 30, 2014	Due date for transfer to Investor Education and protection fund
2006-2007 (Final Dividend)	July 18, 2007	July 17, 2014	9,90,198.00	August 16, 2014
2007-2008 (Interim Dividend)	October 19, 2007	October 18, 2014	24,12,476.00	November 17, 2014
2007-2008 (Final Dividend)	July 17, 2008	July 16, 2015	25,23,596.00	August 15, 2015
2008-2009 (Final Dividend)	July 21, 2009	July 20, 2016	20,27,064.00	August 19, 2016
2009-2010 (Final Dividend)	July 22, 2010	July 21, 2017	18,16,890.00	August 20, 2017
2010-11 (Interim Dividend)	January 21, 2011	January 20, 2018	11,37,108.00	February 19, 2018
2010-11 (Final Dividend)	July 21, 2011	July 20, 2018	25,61,488.00	August 19, 2018
2011-12 (Interim Dividend)	January 24, 2012	January 23, 2019	11,56,665.00	February 22, 2019
2011-12(Final Dividend)	July 23, 2012	July 22, 2019	30,13,328.00	August 21, 2019
2012-13 (Interim Dividend)	January 18, 2013	January 17, 2020	16,73,002.00	February 16, 2020
2012-13 (Final Dividend)	July 25, 2013	July 24, 2020	32,20,660.00	August 23, 2020
2013-14 (Interim Dividend)	January 17, 2014	January 16, 2021	21,30,147.00	February 15, 2021

20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
21. The Registers under 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.
22. The securities and exchange board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
23. Web based Query Redressal System;
Members may utilize this facility extended by M/s. Karvy Computershare Pvt Ltd., the Registrars and Transfer Agents for redressal of their queries.
Please visit [http:// Karishma.karvy.com](http://Karishma.karvy.com) and click on "Investors" option for query registration through free identity registration to log on. Investors can submit the query in the "QUERIES" option provided on the web site, which would give the grievance registration number. For accessing the status/ response to your query, please use the same number at the option "VIEW REPLY" after 24 hrs. The investors can continue to seek answers to additional queries relating to the case till they are satisfied. Investors could also send their queries to Karvy Computershare Private Limited by post/e-mail to the following address:
Karvy Computershare Private Limited, Karvy House, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081
Shareholders can also send e-mail to the designated e-mail id: einward.ris@karvy.com
24. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
25. 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.
26. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
27. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during during business hours between 11.00 am to 1.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.

28. Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35 B of the listing agreement, we are providing facility of e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such e-voting facility is in addition to voting that may take place at the meeting venue on July 23, 2014.
29. Mr B C Prabhakar, Director of the Company, who is liable to retirement by rotation, has expressed his desire not to offer himself for re-election and not to be considered for appointment as a Director of the Company at the Annual General Meeting to be held on July 23, 2014 in terms of Section 152(7) of the Companies Act, 2013. The Board Governance, Nomination and Compensation Committee and the Board of Directors of the Company have considered the request received from Mr B C Prabhakar. Dr Henning Kagermann and Mr Shyam Saran, Directors of the Company, have resigned from the Board with effect from June 30, 2014 and July 23, 2014 respectively, and accordingly their candidature has not been considered for the appointment as Independent Directors. Hence, no resolution is proposed for appointment of Mr B C Prabhakar, Dr Henning Kagermann and Mr Shyam Saran as Independent Directors of the Company.
30. In terms of Clause 35 B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, June 20, 2014, i.e. the cut-off date taken by the Company for dispatch of the Annual Report and the Notice (including notice for e-voting) calling the Annual General Meeting. The e-voting period will commence from Friday, July 18, 2014 at 9.00 am and will end at 6.00 pm on Sunday, July 20, 2014. The e-voting module will be disabled on July 20, 2014 at 6.00 pm. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being, June 20, 2014.

The Company has appointed Mr. V Sreedharan, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.

31. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on July 23, 2014 are provided in Annexure A of this Notice.

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 July 25, 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. M/s. BSR & Co. LLP is proposed to be re-appointed for one year.

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 Nos. 5 to 11

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 and the amended Listing Agreement.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the

Company. The period of office of these Directors 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 Vyomesh Joshi, Mr N Vaghul, Dr Ashok S Ganguly, Dr Jagdish Sheth, Mr William Arthur Owens, Mr M K Sharma and Ms Ireena Vittal, being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Board Governance, Nomination and Compensation Committee and the Board of Directors have recommended appointment of Mr Vyomesh Joshi, Mr N Vaghul, Dr Ashok S Ganguly, Dr Jagdish Sheth, Mr William Arthur Owens, Mr M K Sharma and Ms Ireena Vittal as Independent Directors of the Company.

Mr Vyomesh Joshi, Mr N Vaghul, Dr Ashok S Ganguly, Dr Jagdish Sheth, Mr William Arthur Owens, Mr M K Sharma and Ms Ireena Vittal, non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs.1,00,000 each.

While some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes that are proposed in the new draft Articles of Association are given below for ease of reference to shareholders.

Sl. No.	Chapter Reference as per new draft Articles of Association	Article reference as per new draft Articles of Association	Summary of change
1.	Chapter II	Interpretation	Definitions are appropriately modified to align with the provisions of the Companies Act, 2013.
2.	Chapter III	Share Capital – Article 4	Article 4 is amended to state that the Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association.
3.	Chapter IX	Further issue of capital – Article 74	To include offer of shares under employee stock option plan subject to applicable laws and regulations from time to time and; To enable the Company with a right to issue further shares which shall include a right to the Company to issue any instrument including shares resulting in Depository Receipt.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except these Directors, being appointees or their 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 to 11.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

Item No. 12

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1913 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table “F” to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

Sl. No.	Chapter Reference as per new draft Articles of Association	Article reference as per new draft Articles of Association	Summary of change
4.	Chapter XII	Restriction on transfer of shares to more than three persons as joint holders: Article 82	Article 82 is amended to enable the Company to restrict the transfer of shares to more than three persons as joint holders.
5.	Chapter XIII	General Meetings : Article 87	Amendments are proposed to align with the provisions of the Companies Act, 2013 regarding length of the Notice calling the general meeting, requirement of to whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be transacted at the general meetings and other general meeting matters.
6.	Chapter XV	Voting rights : Article 111	To include voting through electronic means
7.	Chapter XVI	Capitalization : Article 137	To remove redundant provisions and to align new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized.
8.	Chapter XXI	Proceedings of Board of Directors : Article 170 to 174	Meetings of Board of Directors, quorum for the meeting, notice calling the meeting, etc including the operational parts are amended to align with the provisions of the Companies Act, 2013.
9.	Chapter XXII	Appointment of Key Managerial Personnel : Article 184	Article 184 is introduced to align new provisions relating to appointment of Key Managerial Personnel (KMP) including Chief Executive Officer, Chief Financial Officer, in addition to manager and company secretary.
10.	Chapter XXIV	Powers of Directors : Article 190(v)	Specific powers of Directors is amended to include carrying out CSR activities that are specified in Schedule VII of the Companies Act, 2013.
11.	Chapter XXIV	Powers of Directors : Article 190 (38)	New Article is introduced to authorise the issue of securities (including depository receipts).
12.	Chapter XXVII	Indemnity and Insurance to Directors and Officers	Amended to provide for indemnification to Directors and Officers.
13.	Chapter XXIX	Notices and Service of Documents : Article 200	Amended to align with the provisions of the Companies Act, 2013
14.		General Powers	The statutory provisions of the Act which permit a company to do some acts "if so authorized by its Articles" or provisions which require a company to do acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included.

Certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The proposed new draft Articles of Association is being uploaded shortly on the Company's website at www.wipro.com/investors for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.12 of the Notice.

The Board recommends the Special Resolution set out at item No.12 of the Notice for approval by the members.

Item No. 13

The members of the Company at their Annual General Meeting held on July 19, 2011, 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, 2012.

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, 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 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 and Managing Director, 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. 13 of the Notice. Non-Executive Directors may be deemed to be concerned or interested in the resolution set out at item No. 13 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. 13 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.13 of the Notice for approval by the members of the Company.

Item No. 14

Wipro Equity Reward Trust (WERT) is an ESOP Trust and is currently holding 14.8 mn shares (about 0.60%) of the Company's paid up capital. Though Company has granted shares from WERT in the past, Company did not grant shares from WERT in the last seven years.

Apart from WERT, Company has framed several RSU Esop schemes for its employees namely RSU Plan 2004, RSU Plan 2005, ADS RSU plan 2004 and RSU plan 2007. Under these Plans, shares are allotted by the Company upon exercise of vested stock options by eligible employees. In terms of the Listing Agreement and as per SEBI (ESOP and ESPS Scheme) Guidelines, 1999, necessary approvals under Schedule V have also been obtained from the stock exchanges for these Plans.

Currently while the Company has equity shares lying in WERT, the Company is not in a position to utilize those equity shares for exercises done by employees for grants made under various RSU ESOP plans. In order to utilize the equity shares lying with WERT, it is proposed to transfer equity shares to employees directly from WERT (upon exercise by employees of vested options under our

existing RSU Esop plans) instead of fresh issuance of shares by the Company. However, this will not be applicable for options granted under ADS RSU Plan. Accounting treatment for RSU ESOPs will remain unchanged as at present.

To enable such transfer of equity shares to employees directly from WERT, it is proposed to seek approval of members for necessary amendments to existing RSU Plans, WERT Employee Stock Purchase Plan 2013, and Wipro Equity Reward Trust by way of a Special Resolution set out at item No.15 of the Notice.

The above changes will be applicable to all the employees including the employees of the subsidiaries/holding companies and to employees who may be granted RSUs equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSUs who will also be covered by these RSU Plans of the Company. All other terms and conditions of these RSU Plans shall remain unchanged.

Directors, Key Managerial Personnel of the Company and their relatives (other than Promoter Directors, non-executive directors and their relatives) may be deemed to be interested or concerned financially or otherwise in the Special Resolution set out at item No. 14.

The Board recommends the Special Resolution set out at item No.14 of the Notice for approval by the members of the Company.

By Order of the Board of Directors
For **Wipro Limited**

V Ramachandran
Company Secretary

Registered Office:
Doddakannelli, Sarjapur Road
Bangalore 560 035
Telephone : +91 80 28440011, Fax No.+91 80 28440054
Website : www.wipro.com
CIN No.L32102KA1945PLC020800
Email : info@wipro.com or corp-secretarial@wipro.com

Date: June 25, 2014

Annexure A

Details of Directors as on March 31, 2014 seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on July 23, 2014 (Pursuant to Clause 49(IV)(E) and 49(V)(G)(i) of the Listing Agreement)

Name of the Director	N Vaipul	Ashok S Ganguly	Vyomesh Joshi	Ireema Vitthal	William Arthur Owens	T K Kurien	Jagdish N Sheth	M K Sharma
Date of Birth	04.08.1936	28.07.1935	11.03.1954	02.10.1968	08.05.1940	17.11.1958	03.09.1938	04.05.1947
Date of Appointment	09.06.1997	01.01.1999	01.10.2012	01.10.2013	01.07.2006	01.02.2011	01.01.1999	01.07.2011
Relationship with Directors	None	None	None	None	None	None	None	None
Expertise in specific functional area	Wide managerial experience	Sales, marketing and Research and Development	Wide managerial experience, Research Development	Wide managerial and administrative experience	Wide managerial experience	Finance, Sales and wide management experience	Wide experience in Marketing	HR, Legal & Secretarial, Corporate Affairs and wide management experience
Qualification	B.Com (Hons.) in Commerce	B.Sc.(Hons), MS & PhD	Masters Degree in Electrical Engineering	Graduate in Electronics, MBA (Hons), B.S.(Mathematics), BA and MA in Politics, Philosophy and Economics	MBA (Hons), B.S.(Mathematics), BA and MA in Politics, Philosophy and Economics	Chartered Accountant	BCom (Hons), MBA, PhD in Behavioral Sciences	BA Bachelors of Law, Post Graduate Diploma in Personnel Management, Diploma in Labour Laws
Board Membership of other companies as on March 31, 2014 ^a	1. Hemogenomics Private Ltd. 2. Universal trustees Pvt. Ltd. 3. IKP Trusteeship Services Ltd. 4. PHL Capital Pvt. Ltd. 5. PHL Finance Pvt. Ltd. 6. Mahindra & Mahindra Ltd. 7. Mahindra World City Developers Ltd. 8. Primal Enterprises Ltd. 9. Apollo Hospitals Enterprise Ltd.	1. Diageo India Pvt. Ltd. 2. ABP Private Ltd. 3. Dr. Reddy's Laboratories Ltd.	-	1. Axis Bank Ltd. 2. Godrej Consumer Products Ltd. 3. Glaxo Smithkline Consumer Healthcare Ltd. 4. Titan Company Ltd. 5. Indian Hotels Company Ltd.	-	-	Manipal Acu Nova Ltd.	1. ICICI Lombard General Insurance Co. Ltd. 2. Ikyu Human Capital Solutions Ltd. 3. Thomas Cook (India) Ltd. 4. International Paper APPM Ltd. 5. Anglo Scottish Education Society Ltd. 6. India Infradebt Ltd. 7. Gwalior Webbing Co. Pvt. Ltd. 8. East India Investment Company Pvt. Ltd. 9. Asian Paints Ltd. 10. Blue Star Ltd. 11. Sterling Holiday Resorts (India) Ltd. 12. Travel Corporation India Ltd.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2014 ^b	3	2	1	1	2	1	1	1
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2014								
a) Audit Committee	Primal Enterprises Ltd. PHL Capital Pvt. Ltd. PHL Finance Private Ltd.			Godrej Consumer Products Ltd. Glaxo Smithkline Consumer Healthcare Ltd. Titan Company Ltd.				Thomas Cook (India) Ltd. International Paper APPM Ltd. Asian Paints Ltd. Blue Star Ltd. ICICI Lombard General Insurance Co. Ltd. India Infradebt Ltd. Thomas Cook (India) Ltd.
b) Shareholders' Grievance Committee		Dr. Reddy's Laboratories Ltd.						
c) Board Governance and Nomination Committee	Mahindra & Mahindra Ltd.							
d) Compensation Committee	Piramal Enterprises Ltd. Mahindra World City Developers Ltd. Apollo Hospitals Enterprise Ltd.	Dr. Reddy's Laboratories Limited		Godrej Consumer Products Ltd.				International Paper APPM Ltd. Thomas Cook (India) Ltd. ICICI Lombard General Insurance Co. Ltd. Asian Paints Ltd. Sterling Holiday Resorts (India) Ltd. India Infradebt Ltd. Ikyu Human Capital Solutions Ltd.
e) Other Committee	Investment Committee - Apollo Hospitals Enterprise Ltd.	Science, Technology and Operations Committee - Dr. Reddy's Laboratories Limited		Risk committee, M&A Committee and Customer Service Committee - Axis Bank Company Ltd. CSR Committee - Titan Company Ltd. Strategy Committee - Indian Hotels Company Ltd.				Policy Holder's Protection Committee - ICICI Lombard General Insurance Co. Ltd. CSR Committee - ICICI Lombard General Insurance Co. Ltd., India Infradebt Ltd. Business Restructuring Committee - Blue Star Ltd. Credit and Risk Committee - India Infradebt Ltd.
Number of shares held in the Company as on March 31, 2014 ^f	-	1867	-	-	-	134932	-	-

Note:

^a This does not include position in foreign companies, position as an advisory board member and position in companies under Section 25 of the Companies Act, 1956 (corresponding to companies under Section 8 of Companies Act 2013) but included private limited companies.

[#] Includes shares held jointly with immediate family members.

[§] Committee mentioned above includes membership in Strategy Committee which is a non-mandatory committee.



WIPRO LIMITED, Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035, Telephone : +91 80 28440011, Fax No.+91 80 28440054, Website : www.wipro.com, Email: info@wipro.com, CIN No.L32102KA1945PLC020800

ATTENDANCE SLIP

Venue of the meeting : Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8,
No.72, Keonics Electronics City, Hosur Road, Bangalore 561229.

Date & Time : July 23, 2014 at 4.00 pm

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 the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 68th Annual General Meeting of the Company held on July 23, 2014 at 4.00 at Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics Electronics City, Hosur Road, Bangalore 561229.

*Applicable for shareholders holding shares in electronic form

Signature of Member / Proxy

Note: 1. Electronic copy of the Annual Report for 2014 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

2. Physical copy of the Annual Report for 2014 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.



WIPRO LIMITED, Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035, Telephone : +91 80 28440011, Fax No.+91 80 28440054, Website : www.wipro.com, Email: info@wipro.com, CIN No.L32102KA1945PLC020800

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.

Venue of the meeting : Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8,
No.72, Keonics Electronics City, Hosur Road, Bangalore 561229.

Date & Time : July 23, 2014 at 4.00 pm

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

Name	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	

*Applicable for investors holding shares in Electronic form.

I/We _____ of _____ being _____ a member/members of Wipro Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 68th Annual General Meeting of the Company to be held on July 23, 2014 at 4.00 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her
Registered address _____
Email id _____ Signature _____
2. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her
Registered address _____
Email id _____ Signature _____
3. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her
Registered address _____
Email id _____ Signature _____

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

Sl.No.	Resolution	Number of shares held	For	Against
Ordinary Business				
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2014 and reports of the Board of Directors and the Auditors thereon			
2.	Confirmation of interim dividend paid during the year 2013-14 and approval for final dividend for 2013-14			
3.	Re-appointment of Mr T K Kurien, who retires by rotation			
4.	Re-appointment of M/s BSR & Co. LLP, Chartered Accountants, as Auditors			
Special Business				
5.	Appointment of Mr Vyomesh Joshi as an Independent Director			
6.	Appointment of Mr N Vaghul as an Independent Director			
7.	Appointment of Dr Ashok S Ganguly as an Independent Director			
8.	Appointment of Dr Jagdish N Sheth as an Independent Director			
9.	Appointment of Mr William Arthur Owens as an Independent Director			
10.	Appointment of Mr M K Sharma as an Independent Director			
11.	Appointment of Ms Ireena Vittal as an Independent Director			
12.	Adoption of new draft Articles of Association of the Company			
13.	Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors			
14.	Special Resolution for Amendments to Wipro Employee Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2005, Wipro Employee Restricted Stock Unit Plan 2007 and Wipro Equity Reward Trust Employee Stock Purchase Scheme 2013, and Wipro Equity Reward Trust (WERT).			

** This is optional. Please put a tick mark (V) 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.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

Signed this ----- day of ----- 2014.

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. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. 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.