



NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Third 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 Tuesday, July 21, 2009 at 4.30 pm to transact the following businesses:

ORDINARY BUSINESS

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2009 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a Final Dividend on equity shares.
3. Appoint a Director in place of Mr B C Prabhakar, who retires by rotation and being eligible, offers himself for re-appointment.
4. Appoint a Director in place of Mr William Arthur Owens who retires by rotation and being eligible, offers himself for re-appointment.
5. Appoint a Director in place of Dr Jagdish N Sheth who retires by rotation and being eligible, offers himself for re-appointment.
6. Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION** :

RESOLVED that M/s. BSR & Co. 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 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 or such other officer of the Company as may be approved by the Board/Committee.

Special Business

7. Consider and if thought fit, to pass with or without modification, the following resolutions as ORDINARY RESOLUTIONS:

RESOLVED THAT pursuant to the resolutions passed under the provisions of Sections 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Azim H. Premji as Chairman and Managing Director (designated as "Chairman") of the Company with effect from July

31, 2009 until July 30, 2011 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which explanatory statement is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement, in such manner as may be agreed to between the Board of Directors and Mr. Azim H. Premji,

RESOLVED FURTHER that the remuneration payable to Mr. Azim H. Premji shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 309 of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

By Order of the Board of Directors

For **Wipro Limited**

V. Ramachandran
Company Secretary

Registered Office:
Doddakannelli, Sarjapur Road
Bangalore 560 035

Date: June 19, 2009

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES, TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. A proxy may not vote except on a poll.
3. 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.
4. Members are requested to bring their copies of Annual Report to the Meeting.
5. 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 01, 2009. The Register of Members of the Company will remain closed from July 01, 2009 to July 21, 2009 (both days inclusive) under Section 154 of the Companies Act, 1956 for the purpose of payment of Dividend
6. Final Dividend on equity shares as recommended by the Directors for the year ended March 31, 2009, when declared at the meeting, will be paid on or before August 20, 2009 :
 - 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 June 30, 2009.
 - 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 01, 2009.
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.
9. Physical shares – Payment of dividend through ECS : 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 June 30, 2009 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.
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.
11. 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:
 - 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.
12. 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 and 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.
13. 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.). Members are requested to note that dividends not encashed or claimed within seven years and 30 days from the date of declaration of the Dividend, will, as per Section 205A (5) read with Section 205C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund of Government of India. In view of this, members are advised to send all the unencashed dividend warrants pertaining to these years to our Registrars for revalidation and encash them before the due dates.
Information in respect of such unclaimed Dividend when due for transfer to the Investor Education and Protection Fund of Government of India are given in page 3 including the unclaimed amount, since 2001-02, as of March 31, 2009:

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Unclaimed amount (Rs.)	Due date for transfer to Investor Education and Protection Fund
2001-2002	July 18, 2002	July 17, 2009	1,995,665	August 16, 2009
2002-2003	July 17, 2003	July 16, 2010	137,610	August 15, 2010
2003-2004	June 11, 2004	June 10, 2011	1,813,000	July 9, 2011
2004-2005	July 21, 2005	July 20, 2012	1,144,090	August 19, 2012
2005-2006	July 18, 2006	July 17, 2013	3,166,370	August 16, 2013
2006-2007 (Interim Dividend)	March 23, 2007	March 22, 2014	1,132,374	April 21, 2014
2006-2007 (Final Dividend)	July 18, 2007	July 17, 2014	2,266,300	August 16, 2014
2007-2008 (Interim Dividend)	October 19, 2007	October 18, 2014	2,758,610	November 17, 2014
2007-2008 (Final Dividend)	July 17, 2008	July 16, 2015	2,978,948	August 15, 2015

14. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to Individuals holding shares of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
15. The Statutory Registers under the Companies Act, 1956 (Register under Section 307 and Section 301 of the Companies Act, 1956) are available for inspection at the Registered Office of the Company during business hours between 8.30 am to 6.00 pm except on holidays and will be made available at the venue of the meeting.
16. Members are requested to fill up and send the feedback form sent with Annual Report.
17. 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 such 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/ RTAs for registration of such transfer of shares.

18. Web-based Query Redressal System

Members may utilize this new facility extended by the Registrars & Transfer Agents for redressal of their queries.

Please visit <http://karisma.karvy.com> and click on "investors" option for query registration through free identity registration to log on. Investor 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 hours. The investors can continue to put additional queries relating to the case till they are satisfied.

Annexure A

**Details of Directors seeking appointment/re-appointment in Annual General Meeting scheduled to be held on July 21, 2009
(Pursuant to Clause 49 (IV)(E) and 49(IV)(G)(i) of the Listing Agreement)**

Name of Director	Mr B C Prabhakar	Dr Jagdish N Sheth	Mr William Arthur Owens	Azim H Premji
Date of Birth	May 09, 1943	September 03, 1938	August 05, 1940	July 27, 1945
Date of Appointment	February 20, 1997	January 01, 1999	July 01, 2006	September 01, 1968
Expertise in Specific Function area	Rich experience in Law	Rich experience in Marketing	Rich experience in High Technology	Wide managerial experience
Qualification	Bachelor of Arts and Bachelor of Law	Master of Business Administration and a Ph.D. in Business from the University of Pittsburgh	Masters in Management from George Washington University, Bachelors Degree in Mathematics from US Naval Academy and Bachelor's and Master's Degree in Politics, Philosophy and Economics from Oxford University	Bachelor of Science in Electrical Engineering
Board membership of other companies as on March 31, 2009	Automotive Axles Limited	Shasun Chemicals and Drugs Limited	Polycom	Hasham Premji Pvt. Limited Napean Trading & Investment Co. Pvt. Ltd. Vidya Investment & Trading Co. Pvt. Ltd. Regal Investment & Trading Co. Pvt. Ltd. Prazim Trading & Investment Co. Pvt. Ltd. Zash Investment & Trading Co. Pvt. Ltd. Tarish Investment & Trading Co. Pvt. Ltd. Hasham Investment & Trading Co. Pvt. Ltd. Azim Premji Foundation (India) Pvt. Ltd. Wipro GE Healthcare Pvt. Ltd. Azim Premji Foundation Non Official Director on the Central Board of RBI
	3M India Limited	Safari Industries (India) Limited	Embarq	
	Nil	Shasun Pharma Solutions Ltd. (UK)	Intelius Pvt.	
	Nil	Innovolt Inc. (USA)	Nil	
	Nil	Nil	Nil	
	Nil	Nil	Nil	
	Nil	Nil	Nil	
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2009	Chairman of Administrative/ Shareholders' Grievance Committee Member of Audit/Risk Compliance Committee	Nil	-	Member - Shareholder/ Investor Grievances & Administrative Committee
Chairman/Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2009	Nil	Chairman of Shasun Pharma Solutions Ltd. (UK)	Chairman of Intelius Pvt. Chairman of Embarq	
a. Audit Committee	Automotive Axles Limited 3M India Limited	Nil	Intelius Pvt.	Nil
b. Shareholders' Grievance Committee	3M India Limited	Nil	Nil	Nil
c. Board Governance Committee	Nil	Nil	Nil	Nil
d. Compensation Committee	Nil	Safari Industries (India) Limited, Innovolt Inc. (USA)	Intelius Pvt. Polycom	Nil
Number of shares held in the Company as on March 31, 2009	3000	Nil	Nil	57,457,660* * Includes shares held jointly with immediate family members

* Please also refer to page no. 22 of Annual Report for shareholding details of Promoters.

EXPLANATORY STATEMENT

(As Required By Section 173(2) Of The Companies Act, 1956)

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all the material facts relating to the items of Special Business at Item No. 7 of the Notice dated June 19, 2009 and the same should be taken as forming part of the Notice.

Item 7

In terms of the Corporate Governance guidelines of the Company and pursuant to the recommendation of the Board Governance & Nomination Committee and Compensation Committee, the Board of Directors of the Company vide circular resolution of June 16, 2009 re-appointed Mr. Azim H. Premji, as Chairman and Managing Director (designated as "Chairman") of the Company for a further period of two years with effect from July 31, 2009 to July 30, 2011 subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 302 of the Companies Act, 1956.

The details of remuneration payable to Mr. Azim H. Premji and the terms and conditions of the re-appointment are given below:

- i. Salary: Rs.2,50,000/- per month which is eligible for revision on a date to be determined by the Compensation Committee.
- ii. Special Allowance: Rs.1,10,000/- per month
- iii. Commission: The following commission will be calculated and payable every quarter on the quarterly net profits of the Company computed in accordance with Section 198 read with Section 349 of the Companies Act, 1956. The Commission payable on a quarterly basis shall be adjusted for the relative performance of the Company as per method approved by the Compensation Committee.

The commission paid on a quarterly basis shall however be re-computed based on the net profits of the Company for the full year as under;

Period	Commission
July 31, 2009 to July 30, 2011	Not exceeding 0.3% of the incremental net profits of the Company over previous year

iv. Perquisites :

The Chairman shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;

- a. **Housing** : The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per company policy. In case

no accommodation is provided by the Company, the Chairman shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary.

- b. **Medical Reimbursement** : Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- c. **Leave Travel Concession** : For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
- d. **Club Fees** : Fees of clubs, subject to a maximum of three clubs.
- e. **Personal Accident Insurance/Group Life Insurance** : Premium not to exceed Rs.7,200 per annum.
- f. **Provident Fund/Pension** : Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- g. **Gratuity** : Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- h. **Use of Car with Driver** : The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the chairman for business and personal use.
- i. **Telephone facility at residence** : Telephone facility shall be provided at the Chairman's residence. All personal long distance calls shall be billed by the Company to the Chairman.
- j. **Servant** : Reimbursement of servant's salary, subject to a maximum of three servants.
- k. **Watchman** : Reimbursement of watchman's salary, subject to a maximum of two watchmen.
- l. **Gardener** : Reimbursement of gardener's salary, subject to a maximum of one gardener.

Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule XIII read with Section 269 and 309 of the Companies Act, 1956, is payable.

- b. "Family" means the spouse and dependent children of Mr Azim H Premji.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.
- f. The Chairman shall not be liable to retire by rotation.
- g. The perquisites as listed in para iv above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

All other existing terms and conditions for the re-appointment shall remain unchanged.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Azim H. Premji.

Mr. Azim H. Premji, is concerned and interested in this resolution as it relates to his re-appointment and payment of remuneration. No other director is directly or, indirectly, interested or concerned in this resolution.

The Board of Directors recommend the passing of the proposed resolution.

By Order of the Board of Directors

For **Wipro Limited**

V. Ramachandran
Company Secretary

Registered Office :

Doddakannelli, Sarjapur Road
Bangalore 560 035

Date: June 19, 2009



ATTENDANCE SLIP

Name of the Company : WIPRO LIMITED
 Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035
 Venue of the Meeting : Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics, Electronics City, Hosur Road, Bangalore 561 229

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

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

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

I hereby record my presence at the 63RD ANNUAL GENERAL MEETING of the Company held on Tuesday, July 21, 2009 at 4.30 pm at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics, Electronics City, Hosur Road, Bangalore 561 229

*Applicable for investors holding shares in Electronic form

Signature of Shareholder/Proxy

FORM OF PROXY

Name of the Company : WIPRO LIMITED
 Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035
 Venue of the Meeting : Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics, Electronics City, Hosur Road, Bangalore 561 229

DP Id *	
Client Id *	
Folio No.	
No. of shares held	

* 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 and vote (on a poll) for me/us and on my/our behalf at the 63rd Annual General Meeting of the Company, to be held on July 21, 2009 at 4.30 pm and at any adjournment thereof.

1. Mr./Mrs. _____ (Name & signature of the Proxy) or failing him/her
2. Mr./Mrs. _____ (Name & signature of the Proxy) or failing him/her
3. Mr./Mrs. _____ (Name & signature of the Proxy) or failing him/her

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

Sl. No.	Resolution	For	Against
1.	Adoption of Report and Accounts as at March 31, 2009		
2.	Declaration of final dividend on equity shares		
3.	Re-appointment of Mr B C Prabhakar as Director		
4.	Re-appointment of Mr William Arthur Owens as Director		
5.	Re-appointment of Dr Jagdish N Sheth as Director		
6.	Re-appointment of Statutory Auditors – M/s BSR & Co.		
7.	Re-appointment of Mr Azim H Premji as Chairman and Managing Director and payment of remuneration		

Signature(s) of Member(s)

1. _____
2. _____
3. _____

Signed this _____ day of _____ 2009.

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.
 ** 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.
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.

