



NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Seventh ANNUAL GENERAL MEETING of WIPRO LIMITED will be held at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72 Kenoics Electronics City, Hosur Road, Bangalore 561 229, on Thursday, July 25, 2013 at 4.00 pm to transact the following businesses:

ORDINARY BUSINESS

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2013, and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares.
3. Appoint a Director in place of Mr N Vaghul, who retires by rotation and being eligible, offers himself for re-appointment.
4. Appoint a Director in place of Dr Ashok S Ganguly who retires by rotation and being eligible, offers himself for re-appointment.
5. Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION** :
RESOLVED that M/s. BSR & Co. (Registration Number 101248W with Institute of Chartered Accountants of India) be and are 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 of the Board or such other officer of the Company as may be approved by the Board/Committee.

SPECIAL BUSINESS

6. Appointment of Mr Vyomesh Joshi as Director of the Company
Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:
RESOLVED THAT pursuant to Section 257 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, Mr Vyomesh Joshi be and is hereby elected as a Director of the Company.
7. Re-appointment of Mr Azim H Premji, as Chairman and Managing Director of the Company.
Consider and if thought fit, to pass with or without modification, the following resolutions as **SPECIAL RESOLUTION**:
RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to 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, 2013 until July 30, 2015 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 pursuant to the provisions of Article 228 of the Articles of Association read with Part 1, Clause (c) of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) 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.

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.

8. Re-appointment of Mr Suresh C Senapaty, as Chief Financial Officer and Executive Director of the Company.

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

RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee and approval of the Board and subject to the provisions of Section 198, 269, 309 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 Suresh C Senapaty, as Chief Financial Officer and Executive Director of the Company, designated as Executive Director and Chief Financial Officer, with effect from April 18, 2013 to March 31, 2015 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 Suresh C Senapaty.

RESOLVED FURTHER THAT the remuneration payable to Mr Suresh C Senapaty, 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 21, 2013

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. 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.
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, 2013. The Register of Members of the Company will remain closed from July 01, 2013 to July 22, 2013, (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, 2013, when declared at the meeting, will be paid on August 2, 2013 :
 - 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, 2013.
 - 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, 2013.
7. 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.
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. In the case of such demat shares, 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 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 June 30, 2013 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 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.
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, 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 below including the unclaimed amount since 2005-06 as of March 31, 2013:

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Unclaimed amount (₹) as on April 30, 2013	Due date for transfer to Investor Education and Protection Fund
2005-2006	July 18, 2006	July 17, 2013	2,973,755	August 16, 2013
2006-2007 (Interim Dividend)	March 23, 2007	March 22, 2014	2,017,465	April 21, 2014
2006-2007 (Final Dividend)	July 18, 2007	July 17, 2014	1,007,980	August 16, 2014
2007-2008 (Interim Dividend)	October 19, 2007	October 18, 2014	2,438,496	November 17, 2014
2007-2008 (Final Dividend)	July 17, 2008	July 16, 2015	2,548,968	August 15, 2015
2008-2009 (Final Dividend)	July 21, 2009	July 20, 2016	2,071,068	August 19, 2016
2009-10 (Final Dividend)	July 22, 2010	July 21, 2017	1,859,148	August 20, 2017
2010-11 (Interim Dividend)	January 21, 2011	January 20, 2018	1,160,560	February 19, 2018
2010-11 (Final Dividend)	July 21, 2011	July 20, 2018	2,607,556	August 19, 2018
2011-12 (Interim Dividend)	January 24, 2012	January 23, 2019	1,185,118	February 22, 2019
2011-12 (Final Dividend)	July 23, 2012	July 22, 2019	3,109,808	August 21, 2019
2012-13 (Interim Dividend)	January 18, 2013	January 17, 2020	1,883,816	February 16, 2020

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 Register under the Companies Act, 1956 (Register under Section 307 and Section 301 of the Companies Act, 1956) 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.
16. 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.

17. 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://Karisma.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. 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
18. Please refer to Annual Report for more details about the Company's performance, etc.
19. 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.

Annexure A

Details of Directors as on March 31, 2013 seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on July 25, 2013
(Pursuant to Clause 49 (IV)(E) and 49(IV)(G)(i) of the Listing Agreement)

Name of Director	Azim H Premji	Suresh C Senapaty	N Vaghul	Ashok S Ganguly	Vyomesh Joshi
Date of birth	24.07.1945	03.03.1957	04.08.1936	28.07.1935	11.03.1954
Date of appointment	01.09.1968	18.04.2008	09.06.1997	01.01.1999	01.10.2012
Relationship with Directors	None	None	None	None	None
Expertise in Specific Functional area	Wide managerial experience	Finance and wide management experience	Wide managerial experience	Sales, marketing and Research and Development	Wide managerial experience, Research and Development
Qualification	Bachelor of Science in Electrical Engineering	B.Com, FCA	B.Com(Hons) in Commerce	B.Sc (Hons), MS & PhD	Masters degree in Electrical Engineering
Board Membership of other companies as on March 31, 2013 @	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 Private Limited Wipro Enterprises Limited (formerly known as Azim Premji Custodial Services Limited) Azim Premji Custodial and Management Services Private Limited Azim Premji Trustee Company Private Limited Azim Premji Safe Deposits Private Limited Azim Premji Trust Services Private Limited Non-Official Director on Central Board of Reserve Bank of India	Wipro GE Healthcare Private Limited	Mahindra and Mahindra Limited Mahindra World City Developers Limited Piramal Enterprises Limited Apollo Hospitals Enterprise Limited Hemogenomics Pvt. Limited PHL Capital Pvt. Ltd. PHL Finance Pvt. Ltd. Universal Trustees Pvt. Ltd. IKP Trusteeship Services Limited	Mahindra and Mahindra Limited Dr Reddy's Laboratories Limited ABP Pvt. Ltd.	Nil
Chairman/Member of the Committee of the Board of Directors as on March 31, 2013	-	1	3	2	0
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2013	-	-	-	-	-
a. Audit Committee	-	-	1. Piramal Enterprises Limited	-	-
b. Shareholders' Grievance Committee	-	-	-	-	-
c. Board Governance and Nomination Committee	-	-	Mahindra and Mahindra Limited	Dr Reddy's Laboratories Limited	-
d. Compensation Committee	-	-	1. Mahindra and Mahindra Limited 2. Piramal Enterprises Limited 3. Apollo Hospitals Enterprises Limited 4. Mahindra World City Developers Limited 5. PHL Capital Pvt. Ltd. 6. PHL Finance Pvt. Ltd.	Dr Reddy's Laboratories Limited	-
e. Other Committees	-	-	-	1. Science Technology and Operations Committee – Dr Reddy's Laboratories Limited 2. Research and Development – Mahindra & Mahindra Limited 3. Investment & Strategy Committee – Mahindra & Mahindra Limited	-
Number of shares held in the Company as on March 31, 2013 #	95,419,432	95,750	-	1,666	-

@ 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 but included private limited companies.

Includes shares held jointly with immediate family members.

Annexure B

(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 Nos. 6, 7 and 8 of the Notice dated June 21, 2013 and the same should be taken as forming part of the Notice.

Item No. 6

Mr Vyomesh Joshi was appointed by the Board of Directors as an Additional Director of the Company with effect from October 1, 2012 in accordance with Section 260 of the Companies Act, 1956 and Article 185 of the Articles of Association of the Company to hold office till the date of the Annual General Meeting of the Company scheduled to be held in July 2013.

As required under Section 257 of the Companies Act, 1956, a notice has been received from a member signifying his intention to propose appointment of Mr Vyomesh Joshi as a Director along with a deposit of rupees Five Hundred. Mr Vyomesh Joshi would be a Non-Executive Independent Director of the Company.

Except Mr Vyomesh Joshi, none of the other Directors are interested or concerned in this resolution.

The Board of Directors recommend the resolution for approval of the members.

Item No. 7

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and the Board of Directors of the Company vide circular resolution of June 21, 2013, reappointed 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, 2013 to July 30, 2015 subject to the approval of the shareholders at this Annual General Meeting.

As Mr Azim H Premji would attain the age of 70 years on July 24, 2015, approval of the members is required by way of Special Resolution for re-appointment and payment of remuneration.

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: ₹ 2,50,000/- per month which is eligible for revision on a date to be determined by the Compensation Committee.
- ii. Special Allowance: ₹ 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 performance of the Company as per method approved by the Board Governance, Nomination and 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, 2013 to July 30, 2015	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.7200 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.

Item No. 8

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and the Board of Directors of the Company vide resolution of April 19, 2013, reappointed Mr Suresh C Senapaty, Director, designated as Executive Director and Chief Financial Officer of the Company with effect from April 18, 2013 to March 31, 2015.

The details of remuneration payable to Mr Suresh C Senapaty and the terms and conditions of the re-appointment are given below:

- i) Salary: Salary in the range of minimum of Rs 15 million per annum to a maximum of ₹ 60 Million per annum. Salary to include periodic increments as may be approved by the Board based on the recommendation of the Committee during the tenure of the appointment within the above limits and will include Wipro Benefit Plan, Allowances, Perquisites, Retirement benefit contributions and Variable pay as per Company's Policy. Variable Pay will be based on certain performance criteria to be laid down by the Committee and approved by the Board. Perquisites will include Leave Travel Allowance, Commutation Allowance, Education Allowance, Company Leased Accommodation/ House Rent Allowance, Company Provided car & driver, Furniture, Provident fund, Gratuity, Telephone facility at residence and other benefits from time to time as per Company's policy.

- ii) Other benefits not included in salary as per i) above: Personal Accident Insurance and Group Life Insurance, club fees subject to a maximum of two Clubs, Leave, Medical reimbursement, Annual Health check -up and Insurance cover and other benefits from time to time as per Company's Policy and grant of Restricted Stock Units, Employee Stock Options and other stock based compensation as may be decided by the Board based on the recommendation of the Committee from time to time.

Other terms and conditions:

- i) The appointee shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any sole selling agency of the Company.
- ii) The appointment may be terminated by either party by giving six month's notice or paying sixmonth's Salary as per Company's Policy.
- iii) In the event of inadequacy or insufficiency of profits as per Schedule XIII of the Companies Act, 1956 read with Section 309, Director shall be paid remuneration as enumerated above.
- iv) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
- v) Leave with Full pay and allowances shall be allowed as per Company's Policy.
- vi) No sitting fees will be paid to the aforementioned director for attending the meetings of the Board of Directors or Committees thereof.
- vii) The Director shall be subject to retirement by rotation.
- viii) For the purpose of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr Suresh C Senapaty will be considered as continuous service from the date of his joining Wipro Group.

In compliance with the requirements of Section 302 of the Companies Act, 1956, an abstract of the terms of re-appointment of Mr Suresh C Senapaty, together with Memorandum of Interest was circulated to shareholders in April 2013.

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 Suresh C Senapaty.

Mr Suresh C Senapaty, 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.



Registered Office: Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore 560 035, Karnataka, India

Dear Member,

Invitation to attend the Annual General Meeting on July 25, 2013

You are cordially invited to attend the Sixty Seventh Annual General Meeting of the Company on Thursday, July 25, 2013 at 4.00 p.m. at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics, Electronic City, Hosur Road, Bangalore - 561 229, India.

The notice convening the Annual General Meeting is attached herewith.

As usual, your Company will be providing transport facility at 2.30 p.m. on July 25, 2013 from the specified locations given below in the city to reach the venue.

1. St. Marks Road, Bangalore (near Koshys Restaurant).
2. Dr. Rajkumar Road, at the entrance of Raghavendra Temple, Rajaji Nagar, Bangalore.
3. Opp. Big Bazaar, Malleswaram Circle, Bangalore.
4. BDA Complex, Koramangala Main Road, Bangalore.
5. Jayanagar 4th Block , Opp. Jayanagar 4th Block Police Station, Bangalore.

Those who wish to avail of this facility are requested to get confirmation to this effect at the following numbers:

080-28440011 (Extn. 226109, 226175, 226574 and 226183)

You may also send your requests by fax at 080-28440051 or email to: team-secretarial@wipro.com. Your requests must reach us latest by 3 pm on July 23, 2013.

Shareholders who have been sent soft copies of Annual Report by e-mail are requested to show the DP ID numbers and Client ID numbers or Folio numbers at the meeting venue for ease in identification.

Please be available at the above pick up locations five minutes in advance. Buses will leave sharp at 2.30 pm on July 25, 2013 from the respective locations.

Yours truly,

Sd/-

Azim H Premji
Chairman

Place: Bangalore
Date: June 21, 2013

P.S. Please bring the envelope along with the notice to attend the meeting



WIPRO
Applying Thought

ATTENDANCE SLIP

Name of the Company : Wipro Limited
Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560035
Venue of the Meeting : Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229
Date : Thursday, July 25, 2013 at 4.00 p.m.

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

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

I certify that I am the registered shareholder/proxy for the registered shareholder of the company.
I hereby record my presence at the 67th ANNUAL GENERAL MEETING of the company held on Thursday, July 25, 2013 at 4.00 pm at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229

*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 560035
Venue of the Meeting : Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229
Date & time : July 25, 2013 at 4.00 pm

Name	
Address	
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 67th Annual General Meeting of the Company to be held on July 25, 2013 at 4.00 pm and at any adjournment thereof.

1. Mr./Mrs.----- (Name & Signature of the Proxy) or filing him/her
2. Mr./Mrs.----- (Name & Signature of the Proxy) or filing him/her
3. Mr./Mrs.----- (Name & Signature of the Proxy) or filing 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, 2013		
2.	Confirmation of payment of Interim Dividend on Equity Shares and Declaration of Final Dividend on Equity Shares		
3.	Re-appointment of Mr N Vaghul as Director of the Company		
4.	Re-appointment of Dr Ashok S Ganguly as Director of the Company		
5.	Re-appointment of Statutory Auditors – M/s BSR & Co.		
6.	Appointment of MrVyomesh Joshi as Director of the Company		
7.	Re-appointment of Mr Azim H Premji as Chairman and Managing Director (designated as "Chairman") of the Company		
8.	Re-appointment of Mr Suresh Senapaty as Executive Director and Chief Financial Officer of the Company		

** 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.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

Signed this _____ day of _____ 2013.

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.