HUMAN QUOTIENT AT WIPRO

WIPRO
Applying Thought

Annual Report 2009-10

Contents

**Certain statements in this Annual Report are based on the management's current expectation & forecasts and may be considered as forward-looking statements. There are a number of risks, uncertainties and other factors that could cause actual results to be materially different from management's current expectation and forecasts.*

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About us

Wipro Limited (NYSE:WIT) provides comprehensive IT Solutions and Services, including Systems Integration, Information Systems Outsourcing, IT Enabled Services, Package Implementation, Software Application development and maintenance, and Research and Development Services to corporations globally. Wipro Limited is the first PCMM Level 5 and SEI CMM Level 5 certified IT Services Company globally. In the Indian market, Wipro is a leader in providing IT Solutions and Services for the corporate segment in India, offering System Integration, Network Integration, Software Solutions and IT Services. In the Asia Pacific and Middle East markets, Wipro provides IT Solutions and Services for global corporations. Wipro also has a profitable presence in niche market segments of Consumer Products, Lighting, Furniture, Eco Energy, Water treatment and Hydraulic business.

Business success is an evolving science.

It involves analyzing the unpredictable, anticipating change and deciding in real-time to act with flexibility and purpose.

For Wipro, it amounts to doing all these on a global scale.

And while one can measure an organization's success by various indicators, very rarely is it measured by its most fundamental driver: the energy and intellectual capital of its people.

Or as we would like to describe it: The Human Quotient or HQ.

The Human Quotient is not a number. It's a value.

At the heart of this value is the insight that given the opportunity, people treat work less as a job, and more as an inner calling.

That if empowered, they would lead far more than they would choose to follow.

So, more than a workspace, we built a place for people to play. And created channels that encourage them to share ideas and collaborate.

We created a culture of openness that celebrates and thrives in diversity. 'Glocalisation' isn't a term we invented, but it certainly describes our practice.

We created a seamlessness that integrates our various businesses and aligns it to the shared organization goal – to deliver greater customer value.

A shared purpose that believes sustainability is at the core of profitability. And translates this through solutions that benefit our customers.

Even as it transforms the community.

It's a HQ that finds its finest expression in our people taking ownership of the success and growth of our customers' business.

And leaves no stone unturned to achieve it.

Business success is an evolving science.

At Wipro, we believe, by nature, it is really a human one.

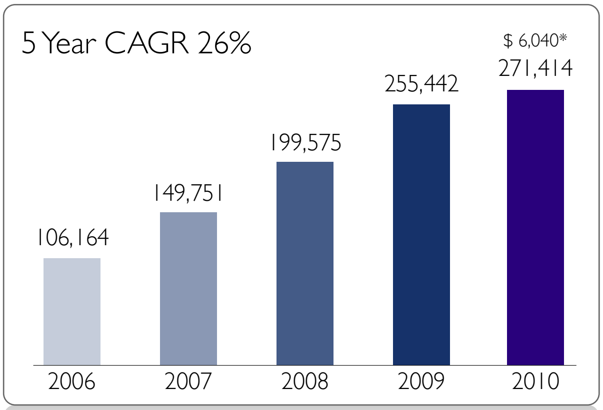
Financial Highlights

(Rs. in Mn except per share data)

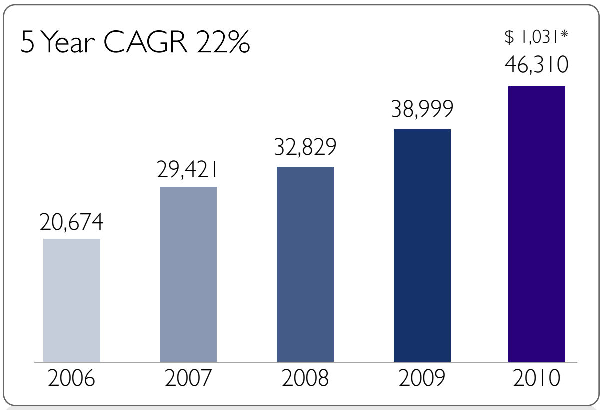
	March 31st	
	2010	**2009**
Financial Performance		
Revenue	**271,414**	**255,442**
Profit Before Tax	**55,095**	**45,196**
Provision for Tax	9,163	6,460
Profit After Tax before minority interest/share in earnings of associates	**45,932**	**38,736**
Profit After Tax	**46,310**	**38,999**
Earnings Per Share		
Basic	31.78	26.81
Diluted	31.56	26.72
Operating Cashflows	50,998	36,099
Capital Expenditures, net	(10,632)	(16,388)
Dividends payout (including distribution tax)	10,092	6,856
Rate of Dividend	300%	200%
Financial Position		
Cash and Investments	106,610	69,793
Goodwill	53,346	56,521
Net Fixed Assets (including CWIP)	56,294	52,563
Net Working Capital	91,389	61,313
Capital Employed	245,393	193,427
Networth	182,425	136,284
Debt	62,513	56,892
Market Capitalization*	966,523	600,245

*Based on closing price in NSE as on June 1, 2010

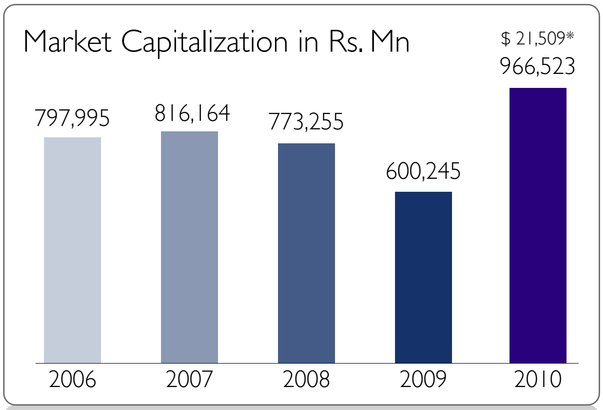
Revenue in Rs. Mn



Profit After Tax in Rs. Mn



Market Capitalization in Rs. Mn



** Based on exchange rate as on March 31, 2010 - Rs. 44.935/USD*

A CONVERSATION WITH OUR CHAIRMAN

Investor Relations:

Thank you very much for talking to us today in your first ever internal interview.

Let me start off with your recent trip. You have just come back from the US, the Europe and the Middle East. How is the environment looking now compared to what you had seen three months ago in your last trip or even a year ago?

Azim Premji:

Europe is doing a slow turnaround. One expects it to be slow, irrespective of the crisis which is being faced in Greece. It will settle in. We should be able to see a one to two percent growth rate varying from country to country.

The US to me was surprisingly bullish. I met a lot of people there. It turned out more bullish than what I thought it to be. The CEO is confident. Her organisation is far more leaner, far more efficient and far more focused. They have a pent up demand of the previous year in terms of CAPEX investments and decisions are getting made. And unlike the previous year, specifically for IT and IT services where even budgets were not getting released, budgets are getting released. We are seeing the first signs of discretionary investments taking place. So all in all, the mood is positive.

I think there is a huge opportunity for global partnering. There is a huge opportunity for leading Indian Services companies and it is upto us to be able to meet those opportunities.

Investor Relations:

It's great that the mood has turned around. If I were to take you back by 18 months when the world was falling apart it was a very humbling experience for many organizations including Wipro. What do you think are some of the key learnings for Wipro as an organization and personally for you?

Azim Premji:

I have been through cycles before. It seems to be happening in a periodicity of 5 to 10 years. But this was not just a recession cycle, it was a reset cycle. It is of an intensity far deeper, far more widespread across the globe than one has ever experienced in the past. I think the smart thing we did at Wipro is we saw it coming earlier than our competition. That was very fortunate. So we started putting actions in place three to six months before most of our competitors did.

The major take aways were, I think it has resulted in a new set of revised, realistic expectations created among young people, that stable and good leadership companies who look after people are very valuable to work for and build a career.

There is a huge opportunity for leading Indian Services companies and it is upto us to be able to meet those opportunities.

Because companies that come in and go out or companies which are short term can get very ruthless and very knee jerk when it comes to a crisis, to be able to manage the crisis. Two, it forced us to look at fundamentals in terms of our training methods, intensifying more training to re-position people and re-calibrate them to the changing environment. Three, we intensified focus in innovation and prioritizing the right themes in innovation like Green and Cloud Computing both of which we have become industry leading in terms of thought.

And finally, focusing with renewed intensity on building pricing and delivery models which are much more non-linear in the sense that they have much more higher output of revenue, customer value, customer satisfaction as well as profits per person. So the constant dependence that if you increase sales 10% you will have to increase headcount 10%, that equation gets significantly changed going forward.

So as a company we have emerged far stronger as a result of this reset than we were at the beginning of it and we feel far more competent including our consulting business which we have built, the excellent domain understanding we have built.... plus we used this opportunity to really recruit some outstanding global talent because global talent was available. And that talent has been inducted at top management level, at a senior management level, at middle management level as well as the sales level - good, solid sales people and above them very good, solid, broad-based profit-oriented customer engagement partners.

Investor Relations:

The new reset you talk about, what do you think will drive the growth this year?

Azim Premji:

Customers are looking for partners versus suppliers. Large companies who have a breadth of services and who have an approach on relationships make better partners than they make suppliers. Two is that customers are looking for companies which are end-to-end. They don't have to deal with a multiplicity of companies for their requirement. So companies like us which have a very integrated offering of IT and BPO, of IT and infrastructure, of consultancy, of specialization in various strategic business units offering deep domain solutions to customers are going to get preferred. I think customers are also looking for companies which have part solution to their problem and then are able to customize those solutions to their specialized requirements. This gives an opportunity for intellectual property, build solutions, take those to market, customize and system integrate those solutions and give a turnkey output of value. And customers are looking for models which are non-linear where a significant cost is people and you are able to reduce that percentage of cost through non-linearity and offer pricing which is outcome linked and share part of the benefit with the customer. Both sides end up in a win-win situation including employees because they start doing more higher value add work versus doing pure programming work.

We want to be leaders in growth rate with quality, with value and with value addition to the customer.

Investor Relations:

Are there any targets or ambitions you can share with us on a three year vision? Something you aspire to be in each of these businesses?

Azim Premji:

One thing is very clear. In each of our businesses our target is to grow significantly ahead of competition. When I say competition, I am talking general industry and am talking about top three or four companies we benchmark with. We want to be leaders in growth rate with quality, with value and with value addition to the customer.

Second thing which we are very clear is in our IT Services business, we aim to be among the top five in terms of market capitalization.

As a matter of fact we are already in the top seven or eight in terms of revenue. I think a good, simple definition of leadership is that are we called on the table by leading clients as one of the top three, when they are looking for partners for complex solutions for their requirements. And we must get onto that table. In India we are on that table. There would be no large, complex systems integration where the customer has not proactively invited Wipro to be on the table to provide that solution in terms of a competitive bid. What we have done India, what we are now achieving in the Middle East, we have to achieve in all the markets we operate in. Then we are in a true leadership position.

Investor Relations:

We would like to talk about one of the diversifications Wipro has made into the EcoEnergy business. There is a new leadership heading that business. What is the rationale for diversifying into that business? Where do you see that business going?

Azim Premji:

We see it as a huge opportunity in terms of unfulfilled customer requirement. Maybe we are uniquely positioned compared to any other company, certainly any other company from India, to be able to offer solutions to customers. It is today a market which is about US $ 1.5 Trillion and in ten years time it is a market which is going to be double that. What we are trying to do there is to combine our expertise in IT Services, our expertise in IT hardware manufacturing including complex equipment manufacturing and our expertise in discreet engineering because of our infrastructure business, our water company and our LED business in Lighting. We bring all the technologies, all the competencies required to give integrated solutions to customers. Our approach is selectively pick customers which have a very high energy and water requirement. Analyze their requirements through consultancy and give them a set of recommendations where we believe that they can save anywhere from 10% to 30% on the cost of energy and at the end of it have a more sustainable and greener organization. If they approve in principle...the next step...systems integrate a solution for them to be able to achieve the end objective. Implement that solution and then get managed services revenue from managing that solution partly onsite, but mostly on an offshore and remote basis.

We bring all the technologies, all the competencies required to give integrated solutions to customers.

We launched the business about 14-15 months back. We believe we have a first mover advantage. We have an extremely strong brand in Middle East and India, and will select high energy customers globally including telecom customers. We have had order wins, we have had implementation track record to our success. We are broad-basing this business and we are putting together a world class team.

Investor Relations:

The focus today is in having a diverse and multinational work force and Wipro has been ahead of the curve. What is the rationale for this and how are you promoting it? Secondly, when will we see a woman CEO or a woman director on our board?

Azim Premji:

We today have over a 100,000 people globally, out of that little over 20,000 people are based overseas. Of the people based overseas about 40% are locals. When I say locals I'm just not talking about foot soldiers, I'm talking about top to bottom - top management, senior management, middle management, customer engagement managers.

Our objective is this: 40% people we will take to 50 to 60%, certainly 50% in the next 12 to 18 months. This is country by country. We are also globalizing our delivery centres because customers want geographical risk distribution, customers want language flexibility, and customers want localization requirements. So we now have multiple centres all over the world whether it be in China, Philippines, Brazil, Portugal, Mexico, Eastern Europe, Saudi Arabia, UAE or Egypt.

In terms of leadership I think we have moved very well in the past 18 months in either promoting from within like we just did with our Head of Europe or selectively going into the market and hiring the best talent in leadership. We also see more women in senior leadership positions at Wipro and this will only continue to grow. We have also been very sensitive to the fact that wherever we have organized in a country, we want local leadership. As an example, if you look at Britain our leadership is British, if you look at Germany our leadership is German, if you look at France our leadership is French, if you look at Japan our leadership is Japanese.

Investor Relations:

Our theme for the Annual Report this year is Human Quotient which in essence is celebrating the spirit of people. One of the elements of that theme is really the ownership mindset that people bring to their jobs whether it be running a Profit Centre or performing their function. Wipro quite uniquely has had people at all levels who take a very ownership oriented approach to their jobs. Why do you think it is so?

Azim Premji:

One is because all our middle management and above have stock awards in the company. They are part of the destiny and significant part of their wealth creation has come from the appreciation of the stock. They have held on to it. They have encashed it and bought homes and they have bought homes for their children. That is an important element.

I think more important than that we have seen to it that the whole company we have broken into individual businesses and they work as a whole. At the same time there is complete responsibility for the heads of each of these businesses to run each of these like an independent unit, and therefore people take ownership like mini CEOs would take. We are trying to do the same with our customer engagement managers, where we already now have about 55 of them. We will very soon have 75 of them. We want to make them empowered to be mini-CEOs. So concurrent with this is the fact that we empower people when they are in these positions. We are trying to keep the bureaucracy at a minimum. I am not saying it works perfectly. But it is getting there because our information systems are getting more and more sophisticated to be able to give this empowerment to people with accountability.

I think the important thing is the Spirit of Wipro. It is something which we expect everyone to follow in letter and in spirit and we have been reasonably successful in doing this and we take feedback on this in leadership feedbacks and employee perception surveys. Leadership feedback once a year and employee perception survey once in 12 to 24 months. So we measure it. If there are areas of the organization where the enculturisation has not taken place we coach leadership or we change leadership so that it becomes part of what gets transferred from top down as a matter of how the organization is built.

I think the important thing is the Spirit of Wipro. It is something which we expect everyone to follow in letter and in spirit and we have been reasonably successful in doing this.

Net-net, I think it is a combination of everything which creates an environment where people feel that they own the company and people feel that they are very much a part of the company. But interestingly what is unique about our company is unlike some of our competitors is that the culture is very porous – porous with the result we are able to induct non-Indians, we are able to induct people from different nationalities, people even at a very senior management into this culture.

Investor Relations:

Talking of ownership and the amount of leadership you have created inside the organization, what does Wipro as an organization, and you personally, think about succession and succession planning?

Azim Premji:

You know we have been fanatic about this now over 12-13 years and it is very much integrated as part of our management style, in terms of leadership within the company, and part of the review process and evaluation process and planning process with the Board of Directors. And the Board of Directors are actively involved in succession planning of atleast the top 150 people in the organisation, that is the Vice President levels and above and there is a detailed stock taking in July which is at the end of our financial year in March and a detailed interim stock taking during the midway through the year.

What we do in terms of our succession planning is that every position we have to have atleast three successors to that position – one on an immediacy basis, one within one to two years and one within two to four years. And we get into a lot of depth vis-à-vis the track record of candidates with respect to the candidates put up for succession. And this applies to my position too. It's a rigor process. It's a thorough process. We get a lot of 360 degrees feedback. We get a lot of informal comments and we rotate these people into jobs much more. We expand their responsibilities much faster because we want them to bloom much faster.

We expand people's responsibilities much faster because we want them to bloom much faster.

Investor Relations:

Many analysts and investors we talk to give us a push back in terms of the sentimental attachment to the Consumer Care business and why this is a part of the IT business atleast from a Wipro stock perspective. Why don't we spin off the non-IT business? Their concern is that you can unlock a lot more shareholder value by doing that. Do you agree with that? Do you think there is some level of sentiment that restricts you from doing that, and is that rational?

Azim Premji:

Let us get it down to some practical terms. The non-IT part of the business in terms of revenue is around 10%. In terms of management effort the top management spends on it, it may be 10 or 15%. So it is not a major distraction. Its total capital employment is probably about less than 10% or about 10%. We as a company are sitting on 30 to 40% cash in terms of our total balance sheet. People who are getting confused whether it is profitable deployment of cash...they should not get excessively agitated that it's a big distraction in terms of all the sophisticated analytics they put the company through because we report on each of our business on a segment basis with an enormous amount of depth to avoid any confusion and we have been doing it for 20 years.

Second, consistently we have talked to the best specialists in the world including investment bankers on what will improve market value of the company and upto now the recommendation is not to spin it off. But it's like an economist...you are either right or you are wrong. You have left arm and a right arm. At this point of time we have no plans to spin it off. But nothing is permanent in this world. As and when the requirement forces us to spin it off we will be to open to it. We can do a reverse merger. There are simple technical solutions to it. I don't think we should get overly concerned with back pressure which is building up by a few people.

Investor Relations:

Thank you for your time. That brings us to the end of the questions we wanted to ask.

Azim Premji:

Thank you.

BO

1 N Vaghul
Independent Non-Executive Director

2 Girish S Paranjpe
Executive Director & Joint CEO, IT Business

3 Bill Owens
Independent Non-Executive Director

4 Suresh Vaswani
Executive Director & Joint CEO, IT Business

5 Azim Premji
Chairman

6 P M Sinha
Independent Non-Executive Director

BOARD OF DIRECTORS

7 **Dr. Ashok Ganguly**
Independent
Non-Executive Director

8 **B C Prabhakar**
Independent
Non-Executive Director

9 **Dr. Henning Kagermann**
Independent
Non-Executive Director

10 **Suresh C Senapaty**
Executive Director
& CFO

11 **Dr. Jagdish N Seth**
Independent
Non-Executive Director

(From Left to Right)

Martha Bejar
President,
Global Sales & Operations

Sambuddha Deb
Chief Global
Delivery Officer

Girish S Paranjpe
Executive Director &
Joint CEO, IT Business

Azim Premji
Chairman

Suresh Vaswani
Executive Director &
Joint CEO, IT Business

CORPORATE EXECUTIVE COUNCIL

Pratik Kumar
Executive Vice President,
Human Resources

Suresh C Senapaty
Executive Director
& CFO

T K Kurien
President,
Wipro EcoEnergy
(Effective April 1, 2010)

Vineet Agrawal
President,
Wipro Consumer Care & Lighting

Anurag Behar
Chief Executive,
Wipro Infrastructure Engineering

LETTER FROM JOINT CEOs, IT BUSINESS

Dear Fellow Stakeholders,

Wipro ended the FY09-10 on a strong note despite challenging economic conditions. The decisions we had taken over the last two years have enabled us to enhance customer engagement and achieve higher profitability. We will continue to build on these as we go forward.

Our key thrust areas:

Customer focus: Customers see us an integral partner in their future plans. In response to customer feedback, we have invested in advisory and program management capability by hiring 38 Consulting Partners in USA and Europe, thus strengthening our client management. This is in addition to an increase of 100 plus people in the program management cadre. We understand our customer's business better and are offering domain specific solutions like improving claim handling accuracy or optimizing inventory using our BPO solutions.

Technology innovation: We believe certain core technologies have a significant impact on business applications. Towards that direction, we have invested in Cloud Computing, Collaboration, Green Technologies, Mobility Applications, Social Computing, Information Management and Security. We reduced the application infrastructure cost for a large energy major by 50% by integrating a hybrid Cloud solution.

We were able to leverage solutions like Digital Customer Experience and Loss Prevention that integrate social media and personalization to help retailers cut 'time to value' by half with minimal capital spend and a pay-per-use model.

Non-linearity: These initiatives focus on profitable growth in revenues without proportionate increase in people and are enabled through automation and standardized shared service platforms. We are committed to driving operational efficiencies with a service outcome-based business model rather than an effort-based one. It allows our people to be more productive. The Centre for Integrated Management of Applications (CIGMA), an initiative in this direction, won the NASSCOM IT Innovation Award in the process innovation category for the year. Our Flex Delivery Model which provides fast application start-up, predictable time of delivery, reduced total cost of operation through well defined processes, tools, and a centralized scalable team has been adopted by many customers. Non-linear initiatives contributed to 7% of our revenues. Looking ahead, we expect significant increase in non-linear revenues.

Diversity in the workplace: As a global business, we believe our ability to understand, embrace and operate in a multicultural world - both in the marketplace and in the workplace - is critical to our success. Wipro is committed to promoting and improving its gender and demographic diversity at every level of the organization. In the next couple of years, we have set a target of 50% of our workforce overseas to come from the local countries we operate in, up from the current 39%.

Leadership in global markets: We continue to invest strongly in our customers in the mature markets of US & Europe. These investments are directed in the areas of domain and technology innovation as well as business process improvement.

From a delivery perspective, we have scaled up our delivery centers across the globe whether it is Chengdu in China, Atlanta in United States or Curitiba in Brazil. Our Atlanta center has grown to 500+ people from about 20 in March 2009. We are collaborating with local universities in building local talent to meet our requirements. We also won the Global Impact Award from the Atlanta Chamber of Commerce under the category of Economic Development - Foreign Direct Investment - for success in job creation and positive impact on Atlanta's economy in 2009. This clearly indicates that our initiative is being appreciated on the ground.

Innovation in emerging markets: Our focus in emerging markets is centered around business model innovation and market development. During the year, we built on our dominant position in India and Middle East with marquee government and telecom project wins. We see a trend in reverse innovation, where solutions developed in these emerging markets have great potential in mature markets. In India, we are investing in our Cloud offering to Small and Medium Businesses through six key clusters. We will enhance our presence in the newer markets of China and LATAM.

Finally, the success of our organization is built on a strong foundation of talented and committed people. The credit for our achievements during the year goes to the passion and the 'never say die' spirit of Team Wipro. We will continue to invest even more in strengthening our ability to attract, develop and retain this talent. An Employee Perception Survey launched by us earlier this year showed that the engagement index has gone up. It also gave us insights about where we could do more.

We have built a strong foundation, and with IT spending on a rebound, the outlook for the future is robust. We believe that with our diverse portfolio of services, domain expertise and the increasing value-add to customers, we are best suited to be a strategic partner to our customers. We thank all our stakeholders for their support last year, and look forward to the same this year too.

(L) Girish S Paranjpe
Joint CEO, IT Business & Executive Director

(R) Suresh Vaswani
Joint CEO, IT Business & Executive Director

Our success is linked to the customer's success.

LETTER FROM
PRESIDENT

Dear Fellow Stakeholders,

The year 2009-10 was a defining year for Wipro Consumer Care and Lighting and personally a very satisfying one, given our strong performance despite the challenges of a global recession. We crossed US$ 500 Mn in revenue, and the acquisition of the iconic Yardley brand in December 2009, marked our entry into the premium toiletries market. We continued to invest in our brands despite the slowdown, and this helped us not only grow ahead of the market and gain market share in FY10, but will also position us strongly for FY11.

Our business has three main segments - Our Indian Household business (including Personal Care and Domestic Lighting), Unza - our International Personal Care business, that spans across Asia and Africa and the Indian Office Solutions business. I will talk about each of them briefly.

Our flagship Indian Household business had a strong year. The Personal Care business focuses on toilet soaps, toiletries, deodorants and wellness categories. This business grew 23% led by our Santoor and Chandrika brands, and rural distribution expansion. Santoor is India's third largest toilet soap brand*. This year we have rolled out an exciting new range of deodorants, in six fragrances under the Santoor brand. Our Glucovita brand, a leading Glucose powder brand in South & East India, has in 2009-10 been extended nationally, and the response has been very positive. The Yardley brand has shown good promise and it will be a key part of our plans in 2010-11. Our Domestic Lighting business, which includes modular switches, incandescent light bulbs, Compact Fluorescent Lamps (CFLs) and luminaries, also saw robust growth - primarily led by CFLs (grew 42%) and Lighting accessories (grew 25%).

Unza, our International Personal Care business focuses on personal wash, fragrances, deodorants, skincare and haircare categories. Here, we had a good year growing by 14%, with leading growths from Vietnam (38%), China (25%) and Indonesia (21%). Our strategy to focus on key brands and push for distribution expansion has worked well in countries like Vietnam and Indonesia. Our lead brands in Unza were Enchanteur - a female toiletries brand (grew 23%), Safi - a Halal toiletries brand (grew 25%) and Romano - a male toiletries brand (grew 29%).

Our Office Solutions business which includes commercial lighting, office modular furniture and security solutions had a challenging year, given the environment of lower infrastructure investments. However, we have seen demand pick up in this business segment in Q4 and have taken a number of steps to realign the business strategy with emerging infrastructure opportunities. We focused on Green buildings, and 42 of the 71 certified 'Green Buildings' in India now use Wipro Lighting. We are also focusing on new emerging technologies of LEDs with a range of street lights, office lighting and façade lighting. We have also seen success with our new designer furniture range 'Startline' and are now rolling out a new range of premium chairs. Today, we are India's second largest Office Modular Furniture company.

We have five manufacturing facilities in South Asia and eight in India where our focus has been on improving productivity & operational efficiencies. We have added capacities in each of our plants to support our growth plans going forward.

It has been an exciting year for the Consumer Care & Lighting business and I look forward to another promising year in FY11.

Vineet Agrawal

President,
Consumer Care & Lighting

*Source: AC Nielsen
retail audit Jan-Mar 2010

LETTER FROM CEO

WIN

Dear Fellow Stakeholders,

As I look back at FY10, I see a year which has been the proverbial roller-coaster for WIN (Wipro Infrastructure Engineering). The first two quarters saw us living through the heart of darkness, a recession the kind of which had not been seen in decades - with investments in some of our core end markets at an absolute standstill. The second half of the year was much more positive. Despite the times, we have been unflinching in our commitment to building a sound business.

Since WIN is really three distinct business: the High-precision Hydraulics business, the newly launched EcoEnergy business and the Water Treatment business, let me brief you on each of them.

We first entered the Hydraulics business in 1978 and this year we became the world's largest 3rd party manufacturer of Hydraulic Cylinders. These are high-precision, custom engineered products, which are critical components of heavy machines like Excavators, Cranes, Off-highway Trucks, Forklifts, Tippers, etc.

Our strategy and investment in this business continued to pay off, resulting in our gaining market share consistently for the past three years, including through the global recession. Today, almost all leading global OEMs are our clients.

While India and China saw a robust uptick in demand in FY10, it continued to be a difficult year in the European market. The 'free-fall' that we witnessed in the European market in FY09 came to a halt in FY10 and we saw some initial signs of recovery in the fourth quarter.

Despite our No. 1 global position in this market, we have a ~5% global share. This presents a significant opportunity for share growth, driven by our proven and validated strategy.

Wipro believes and it's my personal conviction that Ecology is one of the defining issues for humanity. This has led us to a very significant Sustainability initiative within Wipro. It has also led us to investing in businesses that help our clients, and the world, become Ecologically Sustainable. This is the genesis of our EcoEnergy and Water Businesses.

The EcoEnergy business only started in FY10, and we finished the year with an order book of Rs. 1850 million, ahead of expectations.

Our offerings are highly differentiated and leverage deeply, Wipro's capabilities built over decades. We are offering these services in India, Europe and North America.

We Consult, Engineer, System Integrate/Build, and then Manage energy systems for our clients, such that we make them energy efficient and use an optimal mix of clean energy - delivering to them cost optimization and Green House Gas reduction.

We impact all of the energy demand side, e.g. lighting, heating/cooling, equipment, processes, etc. Equally we offer a range of energy generation technologies, e.g. Solar (thermal and photo-voltaic), Biomass, Biogas, Geothermal, Wind, etc.

We entered the Water business in FY08, with an acquisition. We offer high purity water treatment systems to industrial clients across a range of segments - Power Plants, Oil and Gas facilities, Pharmaceutical facilities, Manufacturing units, etc. Our technological ability ranges from desalination to ultra-filtration and reverse-osmosis, and beyond.

In FY10 we crossed a major milestone by winning a contract of a comprehensive water solution for a large scale (2400 Mw) Power Plant. We have continued to grow our share across other segments.

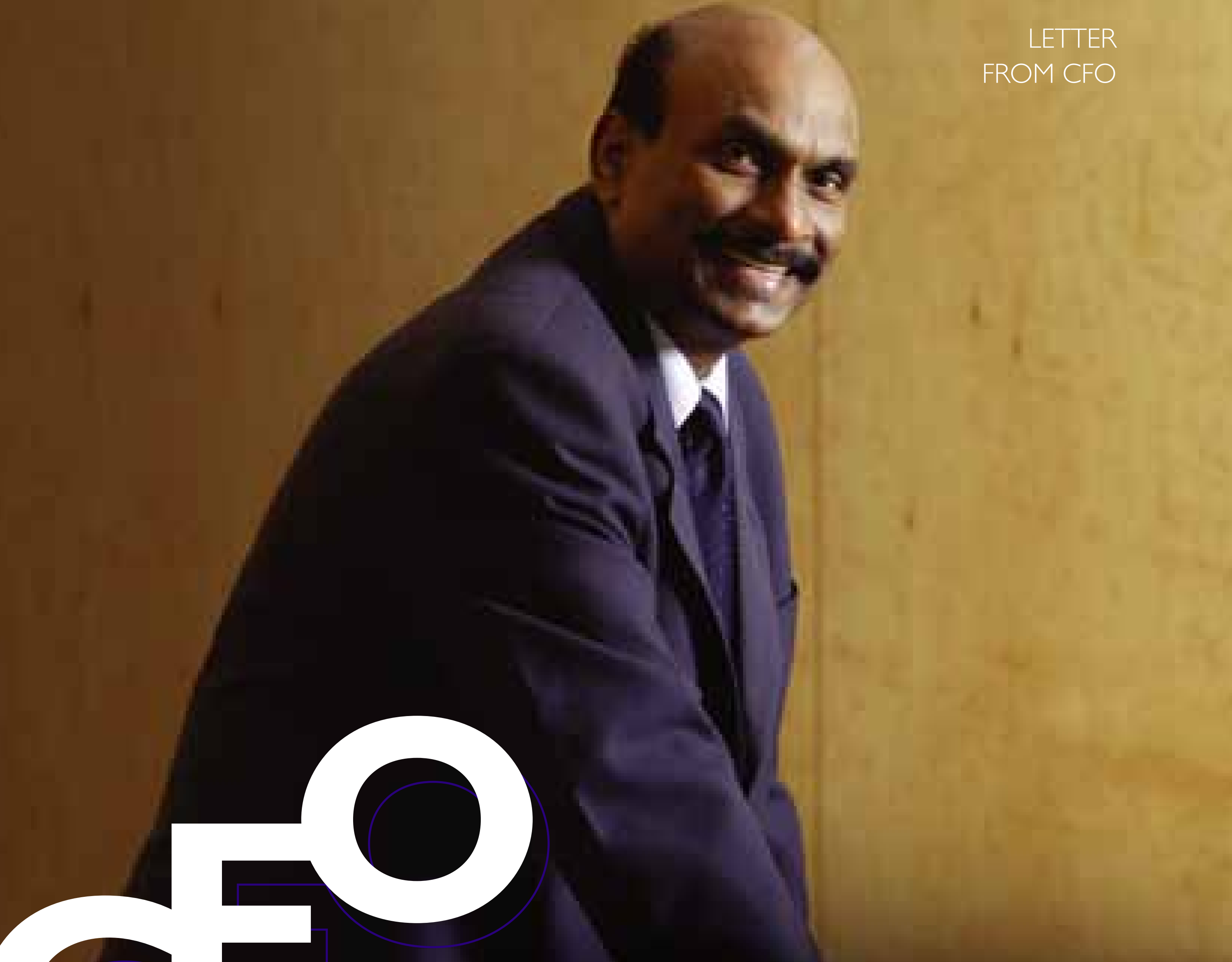
Starting in FY11 Wipro EcoEnergy will be a distinct business of Wipro Ltd., and Wipro Infrastructure Engineering will consist of the Hydraulics and the Water business.

We are very excited about the prospects of these businesses; which will be driven by some very fundamental vectors - shift towards clean energy, energy and water efficiency and investment in infrastructure. These are an important part of the long term future of Wipro and we will build them with tenacity and passion.

Anurag Behar
Chief Executive,
Wipro Infrastructure Engineering

Ecology is one of the defining issues for humanity.

Winners of Customer Recognition Awards



Dear Fellow Stakeholders,

I completed 30 years with Wipro earlier this year and what still makes me proud is that our commitment to transparency and the highest standards of Corporate Governance has remained unchanged in this time. What continues is our drive to re-evaluate our practices and seek new ways to further strengthen Corporate Governance. I am glad that our efforts have been rewarded. Today, Wipro is globally recognized for being amongst the best-in-class companies for Corporate Governance and transparency.

I will spend most of this letter talking about Corporate Governance, but before that I would like to share some financial highlights for FY10. We had a good year despite the economic reset that we witnessed. Revenues for Wipro Ltd. grew 6% Year on Year (YoY) and Net Income increased by 18% YoY. Cash flow from operations was Rs. 51Billion. Our IT Services business grew 1.6% YoY and our margins increased by 243 basis points to 23.4%. IT Products grew by 11% YoY and Earnings Before Income Tax (EBIT) increased by 29% YoY. Our Consumer Care and Lighting business grew by 17% YoY and EBIT increased by 19% YoY.

Back to Corporate Governance. Our Corporate Governance ethos is built on four pillars - Independence, Transparency, Accountability and Corporate Social Responsibility. I have come across multiple incidents that have reinforced and strengthened these concepts and would like to share a few of those experiences with you.

Wipro has a highly respected Global Board with a decisive majority of Non-Executive, Independent Directors (7 out of 11) including majority of the sub-committees of the Board which exclusively comprise Independent Directors. As an Executive Director on the Board, I have seen this independence play out on many occasions whether it be challenging a strategic approach, an acquisition candidate being turned down, or the simple recording of a differing view by a Board Member by casting of a dissenting vote on an issue on which we could not arrive at a consensus. This spirit of independence is what keeps the Corporate Governance alive and thriving in Wipro.

Transparency is an area where I as the CFO have a direct role to play. We were the pioneers in India for publishing consolidated accounts from early 1980s, and on the segment reporting front, our disclosures exceeded even the global best practices. Also, we have always strived to provide timely, adequate and equivalent access to information to all stakeholders. We take this responsibility very seriously and have a disclosure committee whose sole objective is to define clear criteria and make decisions on disclosures. It was this same high standard we followed in publicly disclosing the matter of an embezzlement of funds by a junior employee - though the amounts were not material - that we discovered in December 2009. As soon as the fraud was discovered, we followed all the right steps in informing the Audit Committee immediately and putting together an investigation team to investigate the matter. When this investigation was complete, we shared this incident publicly in February 2010. In parallel, we enhanced our internal controls and procedures.

Accountability is at the heart of Corporate Governance. In order to provide complete and direct visibility to the key risks within the organization, Internal Audit reports directly to the Audit Committee of the Board. While the Head of Internal Audit administratively reports to me, he would meet independently with the Audit Committee of the Board on a quarterly basis, if not more, to share inputs as requested by them or to discuss key audit findings during the course of the quarter. This helps build true accountability and comfort with the Board that matters are directly in their control.

No large business is an island. Especially in a country like India that is home to the largest number of poor and hungry. We are also aware that no single company can with a magic wand wave the problems and challenges aside. Realizing this, we have consciously picked on two initiatives as part of our Corporate Social Responsibility (CSR) efforts. The first is Wipro Cares and the second is Wipro Applying Thought in Schools (WATIS), both of which are covered in more detail later in this report.

As I look back on the year gone by, an eventful one, I am proud of our organization and the highest standards of transparency and integrity that we stand for.
The quest for the best Corporate Governance and transparency is a journey.
There are no destinations, only milestones to cross. With all humility, I rededicate myself and my organization to move towards this horizon of perfection.

Suresh C Senapaty
Executive Director & CFO

Our commitment to transparency and the highest standards of Corporate Governance have remained unchanged through 30 years.

We enable business results by being a 'transformation catalyst'.

ALL BUSINESS STRATEGIES ARE ESSENTIALLY, HUMAN STRATEGIES!

The nature of business as we know it has transformed. A reset of the economic order has brought greater focus to the fact that the fate of all major economies is inexorably intertwined.

Quite naturally, organizations across the world have seen seismic shifts in the way they perceive business processes, growth possibilities and by consequence, their engagement with business partners.

This 'new norm' has brought with it new expectations. With cost optimization and demand generation being the popular catchphrases, the role that an IT services partner has to play is more value driven; where ownership of success and failure is shared. This onus on ownership will ensure engagements are more evolved and mutually beneficial.

The 21st Century Virtual Corporation!

Leading businesses around the world are planning dramatic changes to their business models and intend to 'partner' more extensively. This has come from the realization that most businesses today are still locked up in 20th century, mass production, push-based business models. A model that depends on the 'more demand than supply' scenario, as it was for much of the last century. Today, however, the opposite is true. With more supply of products and services than there is demand, the customer is in a position to demand an ever changing array of tailored products and services. In order to be successful, businesses need to be much more client centric and far more agile and flexible than ever before.

Wipro is responding to this need for radical change by taking an objective approach to the matter. By lending a patient ear to our clients and analyzing dozens of outperforming companies, we have realized that businesses must become far more customer centric and develop a highly flexible value chain that can sense and respond with new products and services quickly as market conditions change.

Outperforming companies in every industry are trying to accomplish these objectives by partnering with third party organizations that can perform certain value chain functions better, more flexibly and at a lower cost than the company itself. In effect, these businesses are working towards a model of optimizing what the company does best and partnering the rest.

In essence, this suggests that the fundamental business practice in the 21st Century will be multiple entities working together, as one value chain, to create superior flexibility, productivity and financial performance - ***The 21st Century Virtual Corporation.***

The characteristics of the 21st Century Virtual Corporation

Considering the Virtual Corporation as the dominant business model in the 21st Century, the characteristics of such an entity would then be the following:

1. Obsess about customer research, invest in customers and understand their business better than they do
2. Move to variable costs wherever possible
3. Stay dynamic and flexible and not held hostage by assets
4. Rationalize and identify what is core and non-core to business success
5. Make the goal of higher productivity, flexibility and financial performance the shared business imperative of 'business partners'
6. Create dynamic, agile business models where virtualization combined with 4th Generation Partnering are the key to increasing Returns on Equity, reducing Debt to Equity and increasing Revenue and Free Cash Flow

More than an IT edge, enabling business results!

The transformation and success of the 21st Century Virtual Corporation will also set an imperative on its IT partner. An expectation to be the 'transformation catalyst' who enables business results rather than achieving IT milestones.

Increasingly, it is our ability to deliver multiple integrated service lines as part of our offerings that has been our differentiator: A comprehensive solution that holds at its root, a 'collaborative enterprise'.

A seamless integration of our various services from Consulting to IT Services, Product Engineering and BPO to EcoEnergy and Lighting Solutions results not only in a value-added transformational solution, it also throws up innovative execution options. The key tenets of our solution approach are domain-led integrated offerings that bring the benefits of non-linearity, technology innovation and globalization to the 21st Century Virtual Corporation.

Our strategy is aligned to the needs of the 21st Century Virtual Corporation, the key elements of which include:

1. *Client Engagement Strategy*
2. *Ecosystem of Alliances*
3. *Technology & Innovation*
4. *Globalization*
5. *Innovative Services & Delivery Models*
6. *Leadership in Product Engineering Services*

1. Client Engagement Strategy: Consultative and committed

A transformational partner needs deep client relationships and a consultative approach. An intensive account management program ensures that the Client Engagement Manager (CEM) acts as the 'CEO' of the account, responsible for both sales and delivery.

Our consulting led proposition ensures that we have consulting partners for each strategic account. Our partners connect in a two way engagement process: with the account team and with clients (outside IT operations teams).

How can we make a difference to your business?
How can we ensure that the outcomes are our focus not the inputs?
What is the business result that needs to be delivered by the IT teams?

These are some of the proactive questions which our consulting partners ask our clients. They enable service innovation, right-fit services and solutions in the given business context, thereby enhancing the value of our solutions. The result: an increase in our share of transformational engagements, system integration projects and multi-service integrated projects.

Transformational Engagement Case Study - Taking Ownership

Wipro was chosen to handle the entire IT infrastructure for Unitech Wireless, a joint venture between Unitech Ltd., a large Indian property developer and Norway's Telenor ASA.

The deal linked Wipro's revenue to the success of Unitech's cellular network rollout. Unitech Wireless, with licenses to operate in all 22 telecom circles across India, planned to launch state-of-the-art telecommunications services to provide advanced wireless voice, data and International Long Distance (ILD)/National Long Distance (NLD) services. Wipro would be responsible for implementing the Enterprise Resource Planning (ERP) applications, Customer Relationship Management (CRM), Operations Support System (OSS)/Business Support System (BSS) and subsequently, the management of these applications. Wipro will also run and manage Unitech's datacenter and set up the customer contact center.

Rohit Chandra,
COO,
Unitech Wireless

"We chose Wipro as our partner because among the service providers in this field, we felt Wipro brought a unique combination of domain expertise, market knowledge and a customer-centric approach that allows us to grow together."

2. Ecosystem of Alliances: Creating value through collaboration

The changing needs of the 21st Century Virtual Corporation demands new business designs that facilitate faster and more extensive collaboration on a global scale. Given this demand, we believe that our mega alliance strategy of 360° relationships is a unique differentiator.

It's a strategy targeted to achieve an enhanced customer value proposition, for increased customer penetration and global market reach through co-innovation and co-creation of solutions.

A Case Study in Scalability

Wipro developed a Hosted Document Management Solution along with alliance partner EMC Corporation, the leading storage technology company, to help enterprises address the need for robust and scalable Enterprise Content Management (ECM) solutions and to manage the increasing demand for transactional content and business process efficiencies. This Software-as-a-Service (SaaS) solution has been well received by customers in the wake of recessionary trends and IT budget capital expenditure cuts during FY09.

3. Technology & Innovation: Strategic investments for the future

At Wipro, we have always invested in the latest technologies and applied research. We believe this fosters a spirit of innovation and shapes our organizational capability and strengthens our long-term plans.

Our current focus in Applied Research is around Content Analytics, Enterprise Blog characterization and Enterprise System performance in a Cloud environment. Our collaboration with leading academic institutes like Georgia Tech and IIIT-B has led to publications and participation in research conferences such as COMAD 2009, ACM India and Compute 2010.

We are investing in the following technologies that will enable the 21st Century Virtual Corporation.

Cloud Computing - to transform enterprise applications and infrastructure to operate in a hybrid Cloud.

Our implementation of a Cloud services solution for our internal IT process for infrastructure provisioning reduced the average time from 46 days to 35 minutes via a self-service portal environment. The Private Cloud increased flexibility in allocation, as well as allowed for additional provisioning based on usage patterns. This enabled an increase of the overall utilization levels of the hardware from less than 10% to more than 40%. The Private Cloud allows IT administrators to monitor the utilization and forecast of capacity. Additional hardware capacity is added before the available capacity falls below 20%. This implementation helped us reduce new server procurement costs by 30% in the first year of operation, with additional capacity to spare. This success has enabled us to develop Cloud Computing prototypes for our customers.

Collaboration - to deliver business process efficiency and enhanced user experience to global enterprises.

Apart from IP telephony, we have also developed Telepresence solutions across different locations for collaboration between onsite and offshore employees.

Green Technologies - to achieve the sustainability goals of enterprises using a combination of IT and non-IT solutions.

We are implementing an energy-capture dashboard and have deployed an online carbon management solution across all our business units.

Mobility - to deliver enterprise and consumer applications for mobile platforms, apps stores and manage enterprise mobile infrastructure.

Our mobility middleware solutions have helped telecom operators create new revenue streams by offering business-to-business applications. Enterprises have leveraged our home-grown accelerators to implement mobile work force applications across multiple industries.

Social Computing - to leverage the collective intelligence of communities for enterprise products & services.

Our brand management solution garners collective intelligence by analyzing social networks, blogs, wikis, forums and online information sources to provide insights about customer sentiments, product feedback and brand perception. This helps in rapid response to market needs and ability to design product and services specific to markets.

Information Management - to manage information in hybrid environments & apply multimedia analytics for business insights.

C

Mr PS Nair,
CEO, DIAL

"Our vision is geared towards providing a future-proof strategy to become one of the top airport operators globally. Wipro's proven expertise in managing large IT enabled environments coupled with a vibrant innovation culture will be the core driver of this joint venture."

Wipro is piloting a Video Analytics solution as part of its internal security surveillance infrastructure and is implementing a Healthcare Analytics solution for a large Hospital chain in the US.

4. Globalization: Building scale and competencies

Competition is not only intense, it is intensely global. Shrinking distances will be one of the key factors that amplify competitive advantage in the future. Developing a focused globalized strategy to address it is the only way to prepare for this challenge.

At Wipro, we have identified select nodes across the globe where we are investing proactively in delivery centers that provide scale & a wide range of competencies. These centers will have a significantly higher share of local talent.

We have made proactive investments in the Indian and Middle East markets, which has significantly strengthened our pre-eminent leadership status and resulted in some of our largest customer wins in India. We continue to invest in newer industry verticals - Education, Government, Utilities & Infrastructure and new service lines such as Security & Datacenter services.

Strategic acquisitions have helped us globalize faster - access to local talent, local delivery base & data centers along with access to local markets. As we move ahead, we are enhancing our presence in China and Latin America.

5. Innovative Services & Delivery Models: Enabling transformational outcomes

The need to deliver superior value to customers and be more efficient operationally resulted in Non-Linear Initiatives which focus on profitable growth in revenues without proportionate increase in billable headcount. This could take the shape of single ownership intellectual assets like an IP or a shared business value like platforms.

Non-Linear Initiatives in Wipro are divided into two broad categories.

Revenue Initiatives: Wipro pursues differentiated services which deliver value-adds either from a domain or technology perspective to customers through niche services, combinatorial services and investment led services. Wipro is also building a portfolio of productized solutions to cater to specific needs of industry or technology segments. One of our productized solution in the Identity Management space won the Global Product Excellence Award 2010.

Delivery Initiatives: Wipro has been offering multi-tenanted managed services like the Flex Delivery Model which has gained wide acceptance among customers for its unique value proposition of just-in-time capacity & predictable high quality deliverables for standardized services. Wipro is also building accelerators to improve the effort and delivery schedule through investments in Centers of Excellence and widely available third party tools. Several of these offerings are through Alternate Commercial Models and align closely with customer's business Key Performance Indicators (KPI), while enabling more control to Wipro in choosing the appropriate mechanism to offer the service.

6. Leadership in Product Engineering Services (PES)

Wipro PES built one of the first indigenous Intel-based mini computers in India in 1981. Almost 30 years later, it again built a High Performance Computing Server 200 million times faster, one third its size and one fourth its power consumption. This journey reflects the sophistication of Wipro's design capabilities and its global dominance in Product Engineering Services.

Wipro is present in diverse markets and is building products and intellectual properties for its customers. Many products of daily use - cell phones, automobile navigation systems, TVs, set top boxes, refrigerators, microwaves, computing servers, printers, airplanes, drug delivery devices - will find a Wipro component in them.

We continue to invest in Innovative Delivery Models targeted towards an outcome-based service.

We morph into a 'Proactive Value Adding Service Partner' to enhance customer experience and enable proactive value creation.

Wipro wins the Asian MAKE 2009 Award, seventh time in a row, for excellence in Knowledge Management

The four cornerstones of Wipro's success in product design have been alliances, innovation, investment and trust.

Wipro's alliances with leading technology companies include Philips to offer Blu-ray middleware, Texas Instruments (TI) to offer services on the OMAP™ processors and Microsoft to address the growing High Performance Computing (HPC) and parallel computing segment.

From introducing the digital home entertainment center to developing wireless medical gateways to enable remote health monitoring, Wipro's Product Engineering Innovation Centres and Centres of Excellence (CoE) have invested in technology development and solutions for the future. Wipro is a founding partner in India's first public-private partnership - the Aerospace Network Research Consortium, which has successfully completed two years of cutting-edge research. Wipro is also a member of the Open Handset Alliance™ helping customers to quickly bring Android-based products into the market.

Wipro has been rated the No. 1 R&D Services provider globally by Zinnov, a leading analyst firm. A wide range of Product & Engineering Services are provided to firms across semiconductor, technology, telecom, health, manufacturing, energy & utilities, transportation, retail and process industries. Wipro also provides technology management and consulting services that help its customers reduce their product development life cycle. Today, Wipro's Product Engineering Services business accounts for ~16% of overall IT Services revenue.

QUALITY, LIKE EXCELLENCE, IS THE HUMAN DESIRE TO PERSONIFY PERFECTION.

Quality leads to Business Excellence leads to Quality

As the world's first SEI CMM Level 5 Company, Wipro endeavors to deliver reliability and effectiveness to its customers by maintaining high standards in service offerings and products, with robust internal processes and people management systems. We believe business success and market leadership comes through innovation and a culture of excellence driven by our well crafted Quality Management System for business excellence - The Wipro Way.

Business Excellence – The Wipro Way

A proprietary Business Excellence framework established as early as 2006, the 'Wipro Way' enhances the value and experience that customers derive from Wipro, and helps us achieve operational excellence. By leveraging the strong process driven culture of Wipro, it brings an outward-in transformation and a culture of service excellence.

Under the Wipro Way Customer Centricity program, we morph into a 'Proactive Value Adding Service Partner' to enhance customer experience. Wipro now offers its customers value additon and a steadily improving level of experience across multiple touch points, using a unique set of tools and processes for service excellence and the voice of the customer captured through multiple channels. Over 15,000 people are proficient at using these tools and a year-on-year improvement in customer satisfaction for two years in a row has validated the value of the program.

The Business Excellence framework has also helped Wipro and its customers get more from its various process excellence methodologies. From Agile to Lean to Six Sigma, all are closely aligned to the daily work management practices and integrated into the Quality Management System.

A few Quality Accolades

Winner for Best Project Achievement in Customer Experience at 'The Global Six Sigma & Business Improvement Award 2009' at Orlando for a Six Sigma project which improved on time delivery from 78% to 98%

Winner of 'SCMHRD Lean–Six Sigma Award 2009' in a competition held at Symbiosis Institute of Management, Pune in a contest that had 114 project entries from 65 companies in India and neighbouring countries.

Wipro was granted a patent on 'Business aligned Organizational KM System' by the US Patent and Trademark Office covering the framework, methodologies and toolkit for implementing a comprehensive Knowledge Management programme in organizations.

Quality Management System

Our Quality Management System targets results in project satisfaction scores, customer experience as reflected in the Annual Satisfaction Surveys and Process Excellence across key business processes. Our customers trust the strength of our quality processes that assure timely, defect-free delivery of products and services.

Wipro's scores on various quality parameters have steadily improved over the years

Customer Project Satisfaction rating has improved from 5.9 to 6.36 on a scale of 7

The Annual Customer Experience Index moved by a factor of 2x and the Net Promotor scores improved by 800 basis points

The delivery defects in software development projects were at a low of 0.08 defect/Kilo lines of code

The managed services SLA adherence improved from 90 to 97% over the last year

IN DIVERSITY IS REFLECTED, THE BEAUTY OF HUMAN NATURE

We are in business. The people business.

In a knowledge economy, it is people who make all the difference. People who bring with them different assets - world views, skills, knowledge, talents, working styles and cultures - thus forming responsive winning teams to come up with innovative solutions.

Diverse people working together make a workplace exciting and engaging. Mutual respect, bursts of creativity and congruence of vision and values become the order of the day, increasing effectiveness and productivity.

As a global business, our ability to understand, embrace and operate in a multicultural world - both in the marketplace and in the workplace - is critical to our continued success. To translate this knowledge into results, an organization needs to create, cultivate, reward, guide and thrive in an environment that is inclusive and collaborative.

70 nationalities across Wipro.

29% of employees across Wipro are women.

Inclusive in Thought, Speech and Action

In the past year, we took on an important goal of increasing diversity in Wipro and making it a more inclusive workplace. Today, 29% of our workforce are women. 10% of Wipro' s total workforce comprise of non-Indian nationalities.

Inclusivity at Wipro permeates across all levels and is not restricted to certain bands or roles. Our Global Sales and Operations Head is a woman and a non-Indian. Our country heads in China, Japan, France, Germany, the head for Europe Geography, the head for Global Media & Telecom and the global head for Wipro Consulting Services belong to various nationalities outside India.

At entry levels, we recruit engineering and management graduates from both Indian and overseas universities. In our BPO business, we have 98% local talent comprising of 27 nationalities in 15 centers across Americas, Australia, Central & Eastern Europe and Asia.

Our BPO business won the Global Impact Awards 2009 by the Metro Atlanta Chamber of Commerce for Economic Development for success in job creation and positive impact on Atlanta's economy.

Women of Wipro: Empowering Women to Create their Future

The Women of Wipro (WOW) council launched various initiatives to facilitate, enable and empower women employees. Panel discussions with internal women leaders, mentoring programs for high potential women, workshops and development programs and a Women of Wipro website enable women to grow in their careers.

These initiatives have ensured a consistent increase in women representation in various levels in the company over the last few years. Representation of women in Wipro has increased from 19% in 2004 to 29% in 2010.

Enabling people with disabilities

While Wipro has always attempted to be an equal opportunity employer with zero tolerance for discrimination of any kind, we have added greater focus by consciously creating more career opportunities in Wipro for people with disabilities. As a visible change, access guidelines have been made an integral part of our building guidelines so every new building is designed for better accessibility.

The changes we have made to our recruitment, training and other policies enable persons with disabilities to build meaningful careers in Wipro. The past year saw us recruiting from management and technical campuses and through consultants to welcome persons with disabilities into mainstream roles. We have recruited 20 such people in the last 2 years.

We've also begun structured education to sensitize our managers on diversity, anti-discrimination and anti-harassment through classrooms as well as online programs. We believe that these efforts have laid the foundation for a diverse talent team in the future.

Our efforts were recognized in the form of NCPEDP Shell Helen Keller Award for 2009 given to Wipro as an organization and to one of our employees for being a positive Role Model amongst the physically challenged people.

Talent Accquisition

Our global leadership status can only be attributed to the diverse and highly talented people in our team. This robust pool of talent has been built by a committed effort to attract, transform and retain the finest talent in the industry.

Talent Acquisition at Wipro has measured up to the changing market scenario in augmenting resources at significantly lower cycle times. From a very few in April 2009 to thousands in the month of March 2010, Talent Acquisition has recruited over 16,000 employees during the year. Key highlights: 68% of hiring in Europe and US were local nationalities, and a significant ramp-up was seen in emerging markets like Malaysia, Australia, Indonesia, China, Thailand, etc.

Talent Transformation

Talent Transformation is at the heart of building human capital in Wipro, where the focus is on transforming employees by engaging them in multi-pronged Learning & Development initiatives.

The learning needs of an evolving Wiproite lay the foundation of a kaleidoscopic training structure, which starts off with a 10-week long Induction Training Program and the Spirit of Wipro evangelization for fresh campus recruits.

Project Readiness Program (PRP), Pre-Assessments and Programming Evaluation Tool (PET) are enablers for fresh recruits who are hired from 500 engineering colleges across India. PRP polishes their project management skills and prepares them to face and handle their first projects as professionals.

Wipro Academy of Software Excellence (WASE), a pioneering 4 year MS program in partnership with BITS Pilani, provides higher education to science graduates through online assessments and a residential model of training. Started in 1995, this program is based on an innovative work-integrated off-campus education model. Till date, 2,200 students have graduated and 4,100 students are currently undergoing the program.

Domain expertise is facilitated through courses which are created by the Wipro Sales Academy in collaboration with subject matter experts, drawn from within and outside Wipro.

56%

of sales team in Wipro Technologies are local nationals.

39%

of global workforce in Wipro IT Business are local nationals.

Managerial and Behavioral development needs of employees are addressed by the Line Behavioral Skills (LBS) group and the Wipro Behavior School (WBS), through multi-faceted interventions. These are co-designed with internationally renowned institutions such as Harvard Business School Publishing, Dale Carnegie and Edward De Bono to name a few, and encompass cross culture appreciation, communication & presentation skills, and customer excellence.

Certified Talent Transformer program is another key initiative where in-house specialists are encouraged to adopt the pedagogic approach of 'Learning through Teaching'. 185 employees have been certified in this initiative.

The Integrated Talent Management System (ITMS) forms the backbone for Wipro's unified learning environment, providing anytime-anywhere learning to our employees, thus enabling them with the relevant skill set at every point of learning. The learning content is created and delivered through Rapid Learning, m-Tube (mobile enabled learning), Video Enabled Learning Solutions and On Demand Learning (ODL).

Talent Transformation is expanding its wings across the globe, setting up services for new learning centers and classrooms nationally and internationally. The Operations Support Group (OSG) has been shouldering this responsibility, ensuring seamless functioning of the Talent Transformation team.

We conducted **500,000** person days of training last year.

We have the capacity to train **5,000** employees every day.

THE TRUE SUCCESS OF A LEADER IS IN THE LEADERS SHE CREATES.

People leadership – a responsibility

At Wipro, we have always been known for creating entrepreneurs and leaders. Our model for leadership development coaches leaders to develop a multi-business, multi-function and multi-geography perspective. Our flagship programs reflect this design.

Wipro was featured among Asia's Top 10 in the Hewitt Top Companies for Leaders Study, 2009. Wipro was chosen on account of going beyond the basics of nurturing strong leaders and having come up with new, innovative ways to create great leaders not just leadership.

A Senior Leaders Program was conducted in conjunction with our consortium partners and held at Bangalore and Hyderabad. The partner companies included Dr. Reddy's Lab, Colgate Palmolive, Genpact, Mahindra and Mahindra, HDFC Bank, Aditya Birla Group and Wipro.

An Advanced Leadership Program by Prof. Henry Mintzberg concluded in May 2009 in Lake District, England. The consortium partners in this program were Alcan Packaging and Pharmaceuticals, IMC Pan Asia Alliance, Singapore and Rio Tinto.

An Accelerated Leadership Development Program (ALDP) was conducted during 2009-10 after rigorous identification of high potential leaders in the Business Units. A personalized diagnosis of each leader's development needs was followed by deep inputs specific to these needs.

A long history of developing leadership through the Wipro Leaders Program reached a milestone when we conducted the 50th batch of this program in December 2009.

Creating Customer Satisfaction Leaders

2009 also saw the undertaking of a key initiative to strengthen the consulting and customer management skills of our frontline employees by running an academy.

The Customer Leadership team of CHRD in conjunction with Enterprise Application Services (EAS) business, in its drive to create world-class consultants launched the EAS Consulting Academy. The objective of the academy was to inculcate the right engagement behavior at an early stage that goes beyond customer satisfaction.

The Voice of Wipro - the first step to a better workplace.

At Wipro, we believe that people are more willing to share their ideas if they know you're really listening. By being an active listener, we have improved the quality of the relationship with our people, and expressed our willingness to find constructive solutions and change for the better.

The Voice of Wipro (VOW), our biennial Employee Perception Survey was rolled out in November 2009.

Wiproites all over the world participated in the survey and our engagement scores have gone up by 12 points since the 2007 survey. The high scoring areas are Team Spirit, Social Responsibility, Diversity and Empowerment.

Wipro BPO was ranked among the top 3 in Dataquest Top 20 Best Employers Survey 2009.

Creating a world-class HR system

As we grow globally, we have been investing in scaling our internal systems, specially the HR systems to provide the same experience to employees around the world. Our HR and IS teams have been automating many of our HR processes and are currently upgrading our SAP system.

Rewards and recognition

Every year we celebrate the best talent we have in Wipro through our rewards program. The Best People Manager (BPM) Award is one such program which felicitates 60 exceptional people managers from IT Business every year for their contributions in adopting and institutionalizing best people practices to engage, motivate and retain talent. This year too, the BPM Award ceremony was a grand event where the winners and their spouses were felicitated by the Chairman, Mr. Azim Premji.

This year we instituted the first Joint CEO Awards. These awards honor exemplary performance, team work and innovation in nine categories. 140 teams competed for these awards and nine of them were selected after a rigorous screening process by a mix of internal and external jury members. The Jt. CEOs presented these awards in a spectacular ceremony.

IT IS FAR GREATER TO SUSTAIN THAN IT IS TO CREATE.

Our journey towards ecological and social sustainability is an integral part of Wipro's view of Good Citizenship.

Wipro is built on a foundation of values - Spirit of Wipro. These values drive Wipro. Acting with Sensitivity is one of the three values and is manifested in our approach to stakeholders & ecology. Our journey towards ecological and social sustainability is an integral part of Wipro's view of Good Citizenship. As a responsible global organization Wipro would like to lead the way in sustainability practices.

Ecological Sustainability at Wipro. Guided by our conscience.

It is an accepted fact that the current path to economic progress is ecologically unsustainable. This brings us to the moot point of choices.

The most obvious being that if each one of us - organizations and individuals in the global society, adopt an ecologically sustainable path, we have the best chance of shaping a secure and happy future.

EcoEye is Wipro's initiative towards ecological sustainability that has today become a concerted organization-wide program. It's this lens of ecological sustainability that is transforming the way we do business and engage with all our stakeholders.

Our sustainability framework is pivoted on engaging with multiple stakeholders in areas of vital and common interest, founded on an unchanging bedrock of integrity and values.

Some highlights of our progress on key ecological dimensions and the associated goals:

Dimension	Progress highlight(s)	Goal(s)
Energy & GHG efficiency	i. An improvement of nearly 25% in energy efficiency in the last 6 years. 16 of our buildings are LEED certified with 4 more in progress ii. In 2009-10, multiple efficiency programs helped reduce about 15 million units of electricity and a corresponding 12000 tons of GHG emissions iii. A reduction of 44% in the usage of printing paper. This translates into the conservation of approximately1000 trees	i. To reduce Wipro's GHG intensity to 2.5 tons per employee by 2015 ii. To achieve a total reduction of 55000 tons from the base figure of 455000 tons (2008-09) by 2015 iii. To reach above goal through a combination of Energy Efficiency and investments in Renewable Energy
Water efficiency	i. At an aggregate level, 32% of our water requirements is met through recycling and reuse ii. High grade treatment plants in all our campuses help recycle and reuse water extensively. In addition, judicious conservation practices and rainwater harvesting help in keeping our water consumption levels consistently low at a level of 44 liters per employee per day	i. To improve water efficiency by 5% YoY as measured on a per employee basis (Base year is 2008-09) ii. To collaborate with proximate communities in optimal management of local water resources iii. Zero impact on the local water table by recharging equivalent amount of water withdrawn locally; to procure water only from responsible sources for our operations
Waste Management	i. 4 Biogas plants for converting food waste to a source of cooking fuel: Our four plants help save between 2 to 4 nos of 19 KG LPG cylinders per day, translating into a net GHG reduction of 100 tons per annum ii. Our paper recycling plant at Bangalore processes about 20 tons of paper waste per annum. This effectively saves about 50 tons of dry timber and 500,000 gallons of water per annum	To ensure by 2013 that not more than 5% of the total waste reaches landfills; 95% of the waste to be processed are within Wipro or through partners and either recycled for further use or safely disposed.

The UN Habitat award 2009 for LEED, the National Energy Management Award (CII) from 2006-2009 and the Srishti award for Good Green Governance (2009) are testimony to the solid foundation that we have built in ecological sustainability and motivate us to constantly set the bar higher.

For more on our Sustainability initiatives visit: http://www.wipro.com/sustainabilityreport

Our customer stewardship program in Sustainability offers an integrated portfolio of solutions in Clean Energy, Energy Efficiency, Water Treatment, Green Lighting, Green PCs, Green Datacenters and IT for Green Software Solutions.

Wipro's Green PC is a complete case study in sustainable product design, energy efficient operations and extended responsibility for e-waste. Wipro's Green PC models are 100% Restriction of Hazardous Substances (RoHS) compliant. Recently we launched a model that goes beyond RoHS compliance and is PolyVinylChloride (PVC) and Brominated Flame Retardants (BFR) free. 100% of our laptop models and 70% of our desktop models are Energy Star 5 rated.

These ratings represent an energy efficiency of 10-15% and thus enable customers to save energy and reduce their corresponding Green House Gas (GHG) emissions. Wipro was the first Indian IT company to launch an extensive 'take back' program in 2006 for customers to return their end-of-life desktops and laptops. With more than 16 such collection centers across India, it has set the standard for responsible e-waste management.

WE LIVE IN THE COMMUNITY. THE COMMUNITY LIVES IN US.

Social Sustainability

A sustainable business does not exist in a vacuum. Its sustainability is directly related to the well being and sustainability of the society in which it is embedded. Wipro's social and community initiatives are based on the belief that business has a clear responsibility to contribute to the creation of a just, equitable and humane society.

We try and engage in deeper issues like education that pose an important challenge to our future in bringing about long-term social change.

For almost a decade now, we have been engaged in social transformation initiatives. From the time we began, we decided to engage in social issues with sensitivity, rigor and an open mind, and most importantly with responsibility. This led to wide consultations and brainstorming, resulting in our decision to work in three areas:

School education, through Wipro Applying Thought in Schools

Towards increasing employability, through Mission10X

Towards addressing the immediate concerns in society, through Wipro Cares

Wipro Applying Thought in Schools (WATIS)

WATIS is a focused initiative towards systemic reform in school education in India, to improve the quality of education. A partnership of over 30 organizations with specific projects on the ground is at the core of this initiative, involving over 1000 schools across 17 states.

We continued our journey this year by expanding our reach to a wider community. Some of the key themes of the work were:

An initiative to create quality literature for children and about education

We supported a two year project for writing a book titled 'What Did You Ask At School Today?' by Kamala V. Mukunda and was published by Harper Collins.

Strengthening the Wipro Education Fellowship network

Launched in 2007, this program provides individuals with opportunities to create shareable learning for schools and the larger education community.

The assignments are either commissioned books, research/documentation assignments, creating good educational literature or even working on a specific school intervention or Wipro project based on needs. Two Junior Fellows have completed their Fellowship and we currently have 7 Fellows working on projects in two broad areas:

– learning, observing and documenting the experience in some of our school projects
– a project of own interest, related to school education or children's literature

Expanding the community of partner organizations

A new Holistic School Engagement project was initiated with Center for Education and Voluntary Action (CEVA) in Chandigarh. We work with the New Public School (NPS), Chandigarh in creating a teaching-learning environment based on experiential and participative practices.

We partnered with Udaan-Janvikas, Ahmedabad to help the organization build a resource center for educators. Udaan's work is with children who primarily depend on government schools and the work is focused on influencing the government school system.

We initiated a new project with The Teacher Foundation in 12 schools in Bangalore which aims at making schools emotionally safe places, where the interaction with children is sensitive.

We are currently working on 22 long-term projects with 20 partner organizations, 10 of which are Holistic School Engagements.

Extending advocacy efforts to parents and teachers on the importance of conceptual understanding in the learning process

This year we reached out further by recording student misconceptions as videos to schools and also conducted teacher and parent workshops. We engaged with around 500 schools and educators through these sessions. This gives teachers and parents insights into how children think about various concepts and thus better support the learning process. We have made these videos available to more than 9,000 schools.

Mission10X

Mission10X, a not-for-profit trust of Wipro, places great emphasis on the creativity of the learner. It also aims at enhancing the learning ability of engineering institutions in India and their response to the challenges of employability.

Our affiliations with institutes and universities saw distinguished thinkers, educationists and leaders from the academia provide the necessary stimulus to be thrust into the right path.

To facilitate this exchange and create a web enabled community of engineering faculties, we augmented the Mission10X portal with storage and access mechanisms. Faculties across the country are now able to create engineering assets, document and share them using the portal. Currently the number of innovative assets (in 18 engineering disciplines) stands at 3,370.

Mission10X set out to reach and empower 10,000 engineering faculties with innovative learning methodologies by September 2010. The year 2009-10 saw an accelerated growth aided by affiliations with reputed universities and by end of year the mission has successfully empowered over 7,777 faculties across 19 states in India.

Wipro Cares

The focus of Wipro Cares is on education & healthcare for marginalized communities, and environment & disaster rehabilitation.

Education: We work with partners to create an engaging atmosphere where children can spend a few hours a day at informal learning centres. These centres double up as bridge schools and aim to get out-of-school children back into the mainstream.

Some of our initiatives aim to provide additional support to bright students from poor families by providing books or opening up their world through interactions and motivation.

Healthcare: Our mobile clinics reach the communities around our factories and provide healthcare to those who cannot come to the centre. We provide primary health care services and focus on both preventive and curative treatment.

Environment: Wipro Cares undertakes activities in the community under its EcoEye charter. We have adopted and developed Lake Manikonda in Hyderabad. This year we worked to increase its water holding capacity, built a bio-fence and installed a water purifier system to ensure that the incoming water is clean.

Disaster Rehabilitation: In areas affected by disasters, Wipro Cares works on rehabilitation, to provide long term support to the community, to restart their lives.

In 2009-10, Wipro Cares ran a pilot project in parts of Bihar affected by the Kosi river breach. We provided ecologically sustainable infrastructure such as eco-sanitation, solar lights and rain water harvesting in the community of Mandal Thola in Puraini village. We have also provided solar street lights, cobbled streets, raised platforms as shelters for animals, raised hand-sets and cleaned open wells among other activities.

Dr. Giri Tiruvuri, HOD, Aditya Engineering College, Surampalaem

"Mission10X gave me the wisdom to ask the right questions and equipped me with the methodologies to find the answer myself... we need to stress on how well engineering concepts are discovered rather than look at how much (syllabus) is being covered."

Our pilot project is approved by the state government to take it forward in all flood affected areas of Bihar.

Best Business Unit

Retail, CPG, Transportation & Government (RCTG)

Best Large Complex Project Execution

PES – High Performance Computing Server Development Project

JOINT CEO AWARDS

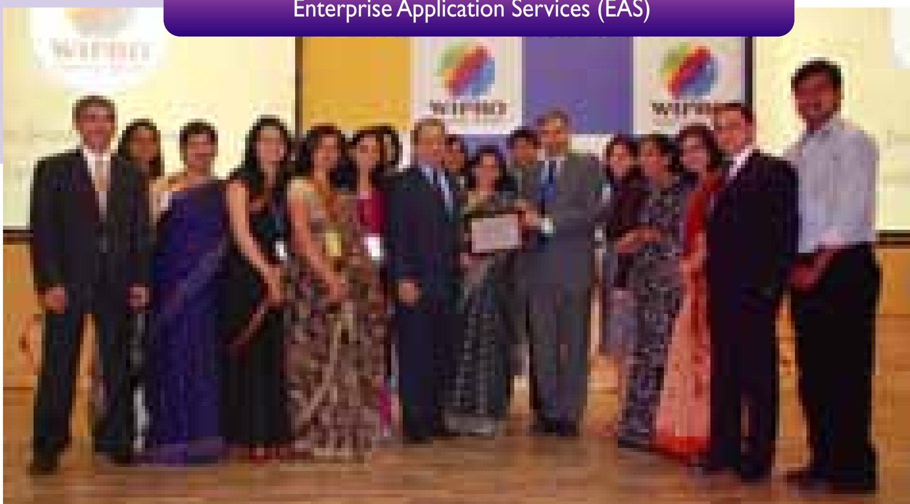
This year we instituted the Joint CEO Awards. These awards honor exemplary performance, team work and innovation in nine categories.
140 teams competed for these awards and nine of them were selected after a rigorous screening process by a mix of internal and external jury members.
The Jt. CEOs presented these awards in a spectacular ceremony.

Best Innovative Solution

Wipro Infotech – Open Source Project (ESIC)

Excellence in Diversity

Enterprise Application Services (EAS)



Best Transformational Deal

Wipro Infotech – Uninor Project

Best Support Function

Finance Function

Best Non-Linear Solution

Manufacturing -
Centre for Integrated Global Management of Applications (CIGMA)

Best Managed Account

Energy & Utilities – Shell Account

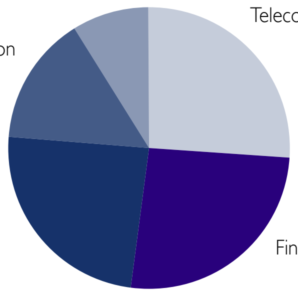
Best Outsourcing Deal

Wipro Infotech – Delhi International Airport Ltd.

Business Unit Performance

Business Composition

IT Services Business

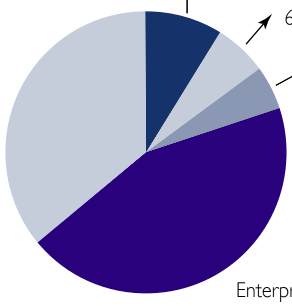


In Rs. Mn

Description	2010	2009
Revenue	202,469	191,661
PBIT	47,749	40,323
Operating Margin	23.6%	21.0%
Capital Employed*	133,489	114,447
ROCE*	40%	40%

*IT Services & Products

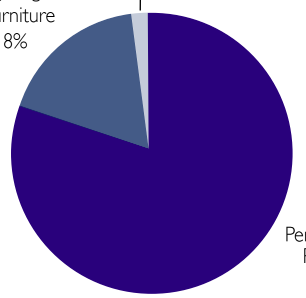
IT Products Business



In Rs. Mn

Description	2010	2009
Revenue	38,322	34,552
PBIT	1,752	1,481
Operating Margin	4.6%	4.3%

Consumer Care & Lighting Business

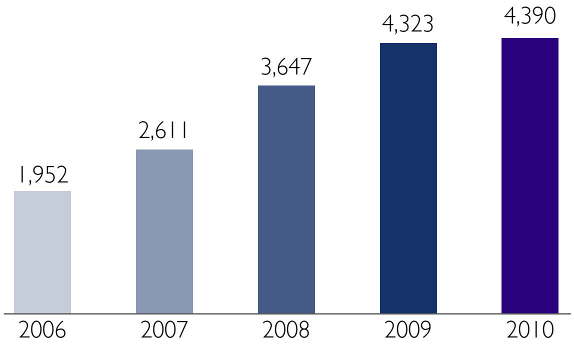


In Rs. Mn

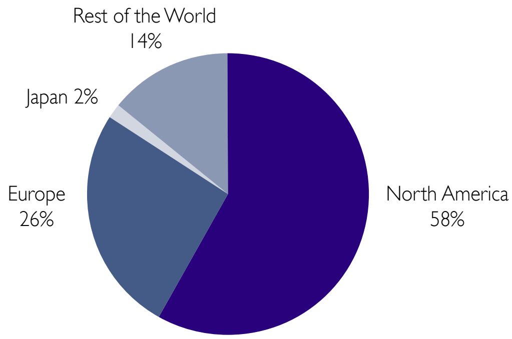
Description	2010	2009
Revenue	23,774	20,830
PBIT	3,100	2,548
Operating Margin	13.0%	12.2%
Capital Employed	20,003	18,689
ROCE	16%	14%

IT Services

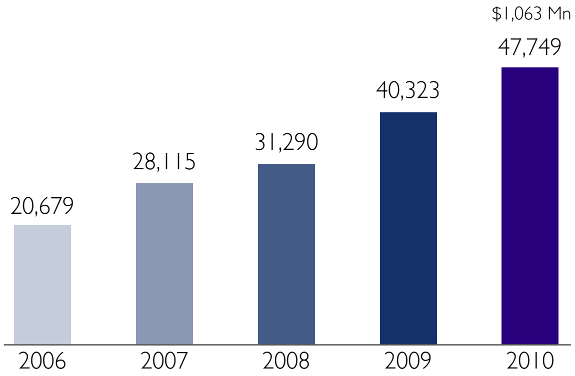
IT Services Revenue in USD Mn
5 year CAGR 22%



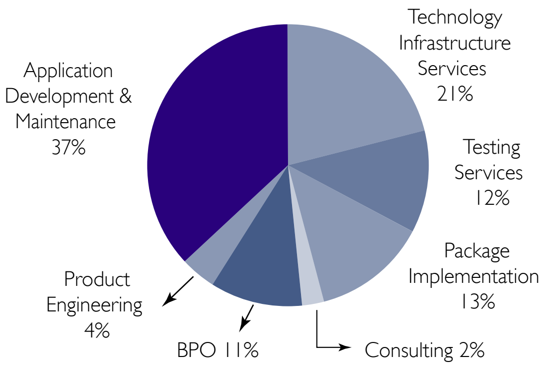
Revenue Mix
Geographical Distribution



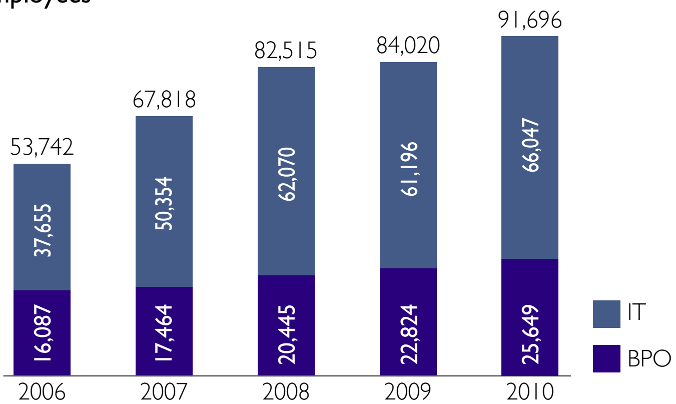
PBIT in Rs. Mn



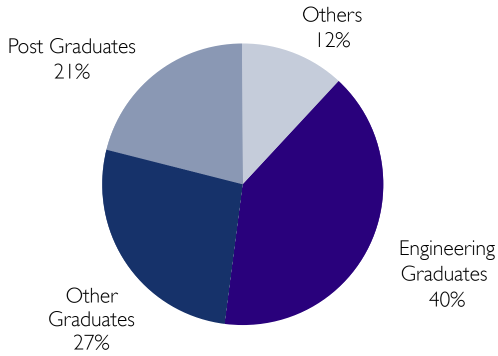
Service Line-wise Distribution



Employees*



Employee Mix**



*Excludes subsidiaries and Indian IT operations

**Employee mix excludes subsidiaries and Indian IT

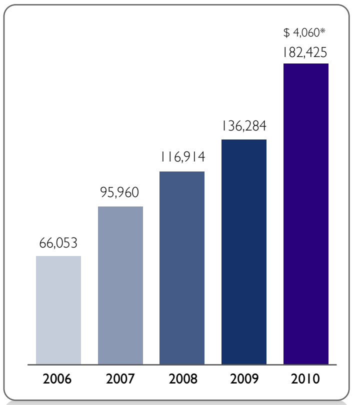
Historical Performance for Five Years

(Rs. in Mn except Per Share data)

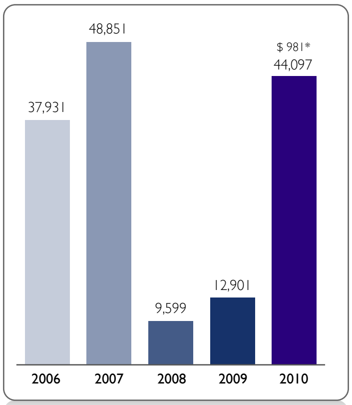
	Mar-10	Mar-09	Mar-08	Mar-07	Mar-06
Performance for the year					
Sales	**271,414**	255,442	199,575	149,751	106,164
Revenue of IT Services in $ Mn	**4,390**	4,323	3,647	2,611	1,952
Profit before Depreciation, Interest and Tax	**59,335**	50,868	40,546	34,384	25,602
Depreciation	**7,543**	6,864	5,359	3,978	3,096
Profit Before Interest and Tax	**51,792**	44,004	35,187	30,406	22,506
Effective Tax rate (%)	**16.6**	14.3	12.3	11.7	14.3
Profit After Tax	**46,310**	38,999	32,829	29,421	20,674
Dividend (including distribution tax)	**10,092**	6,856	10,254	9,965	8,129
Return on Average Networth (%)	**29.1**	30.8	30.8	36.3	34.8
ROCE (%)	**23.6**	24.8	26.9	36.4	37.3
Earnings Per Share data					
EPS					
Basic	**31.78**	26.81	22.62	20.62	14.70
Diluted	**31.56**	26.72	22.51	20.41	14.48
Financial position					
Share Capital	**2,934**	2,928	2,923	2,918	2,852
Networth	**182,425**	136,284	116,914	95,960	66,053
Total Debt	**62,513**	56,892	44,850	3,827	757
Fixed assets, net	**56,294**	52,563	41,583	28,485	18,155
Cash and Investments	**106,610**	69,793	54,449	52,678	38,688
Goodwill	**53,346**	56,521	42,209	9,477	3,528
Net Current Assets	**91.389**	61,313	61,577	27,400	13,796
Capital Employed	**245,393**	193,427	161,920	99,852	66,884
Shareholding related					
Number of Shareholders (Nos.)	**179,438**	228,456	232,932	197,774	155,832
Market Capitalization	**966,523****	600,245	773,255	816,164	797,995

*** Based on closing price in NSE as on June 1, 2010.*

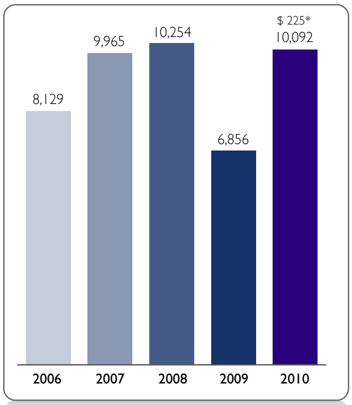
Networth



Cash and Investments (Net of debt)



Dividend (including distribution tax)



**Based on exchange rate as on March 31, 2010 - Rs.44.935/USD*

Ratios

	Mar-10	Mar-09	Mar-08	Mar-07	Mar-06
Financial Performance - Growth (%)					
Revenue	**6**	28	33	41	30
Profit Before Interest and Tax	**18**	25	16	35	24
Profit After Tax	**19**	19	12	42	27
Financial Position					
Cash and Investments to Capital Employed	**43**	36	34	53	58
Current Ratio	**2.13**	1.72	2.12	1.66	1.44
Days Sales Outstanding (in days)	**66**	67	64	60	62
Returns - (%)					
Return on Capital Employed	**24**	25	27	36	37
Return on Average Networth	**29**	31	36	35	36
Return on Invested Capital	**37**	37	45	80	84
Operating Cashflow to PBIT	**98**	82	66	92	87
Per Share - Rs.					
Book Value	**124**	93	80	66	46
Dividend Per Share	**6**	4	6	6	5
Market Price as on March 31	**659***	410	529	559	560
PE Ratio	**21**	15	22	27	38
Market Cap in Rs. Million	**966,523***	600,245	773,255	816,164	797,995
Segment Level					
IT Services					
Revenue growth (%) - in dollar terms	**2**	19	40	34	34
PBIT growth (%)	**18**	29	11	36	25
ROCE (%) - IT Services & Products	**40**	40	44	62	60
Consumer Care & Lighting					
Revenue growth (%)	**14**	37	86	36	27
PBIT growth (%)	**22**	34	89	25	20
ROCE (%)	**16**	14	19	48	76

** Based on closing price in NSE as on June 1, 2010*

RISK MANAGEMENT INITIATIVES

Risk management is intrinsically embedded in all our business processes & functions. We adopt a 4E approach: Engage, Educate, Enable & Enforce.

Risk Management Vision & Charter

Our approach is to enable & support business growth through intelligent risk assessment and mitigation mechanisms seeking to provide re-assurance to all stakeholders, especially our Customers, Investors & Employees.

A
- Key business & operational processes to be risk assessed & mitigated
- Build common unified framework across risk management lifecycle
- Enable risk identification, monitoring, controlling & reporting by all businesses & functions

B
- Enculturize risk management & compliance across the organization
- Enhance risk & compliance competency
- Build platform for knowledge sharing & best practices adoption
- Develop performance measures

C
- Be the benchmark in risk management
- Demonstrate thought leadership
- Benchmark with best-in-class global practitioners
- Win global awards

The Enterprise Risk Management Function

Our Enterprise Risk Management function is led by senior business leaders and supported by specialists in Center of Excellence and risk champions within business units.

Key Risks & Mitigation Programs

The chart below depicts the key risks which were in focus in the financial year 2009-10

Business Impact				
V High	11. Conveyance Policy & Process Compliance		2. Physical Security	1. Economic Uncertainty over Growth & Customer Creditworthiness
High		7. Regulatory Compliance 8. M&A Integration 9. People Supply Chain	4. Intellectual Property Protection 5. Information Security & Data Privacy	3. Large Program: Pricing, Contract and Delivery
Medium		12. Recruitment 13. Climate Change & Sustainability 14. Emerging Technologies (Cloud, SoA, SaaS)	10. Business Continuity & Disaster Recovery	6. Forex Volatility & Treasury Management
Low			15. Employment and Taxation Law Changes	
Minor	Very Low			Very High

Probability of Occurrence

An overview of the key risk mitigation programs currently in progress:

Business (Sales & Delivery) Risk Management

Risks in specific markets, technology, and domains are captured in the annual strategic and operational plans of each Business Unit and specific investments to mitigate/optimize the risks are evaluated & implemented.

In response to the recent global credit crisis, we deployed an index to measure customer creditworthiness risk, to assess customer liquidity & potential bankruptcy. This strengthened the existing risk management practices on containing our receivables exposure.

Delivery risk assessment is performed on an ongoing basis on large/strategic engagements to identify possible threats which could impact delivering on customer commitments and achieving operational parameters.

People Safety and Physical Security

We have responded with firmness to the increased threat perspective in our countries of operations, in protecting all people within or visiting our campuses. People safety continues to be an area of paramount importance and all screening and monitoring processes have been bolstered and upgraded with recommendations from experts. This includes securing our campuses, increased vigilance, use of state-of-the-art alert and detection devices, and communication of responsibility and reassurance to all employees and visitors.

People & Operational Risk Management

We strengthened the process of recruitment and background verification of candidates with cutting-edge risk and quality management methodologies. We continue to enhance our whistle-blower (Ombuds process) channel to escalate concerns on compliance to the Spirit of Wipro, the way we conduct our business and our commitment to ethics and integrity.

Fraud Risk Management

A risk mitigation program to address fraud risk was drawn up during the year and would continue to be driven on priority. The program is aimed at enhancing transparency and propriety in all commercial processes through a thorough reassessment of failure modes, implementation of corrective and preventive measures, and random checks.

Information Security & Business Continuity

A comprehensive information security and business continuity program is in place, in compliance with ISO 27001. Core focus areas include physical & data security, access control, intellectual property protection, security training & awareness. These are audited regularly by internal and external auditors as well as our customers.

This program helped us effectively manage the H1N1 pandemic last year. Teams have also been able to handle city-specific disruption scenarios with timely emergency response procedures and crisis communication steps.

Employees are provided mandatory online E-learning curriculum on information security in enhancing their security quotient and building awareness against policy violations. Employees also undertake electronic sign-off on compliance to security policies as part of induction process.

Thought Leadership

During the year, we participated in key forums such as the NASSCOM Data Security Council of India (DSCI), NASSCOM risk-based study of the Indian IT Outsourcing Industry and hosted the Annual India Council of Corporate Governance and Risk Management (CGRM) of the Conference Board.

Safeguarding Brand and Reputation though Enterprise Risk Management

The Risk Management Operating plan current financial year (2010-11) embeds the central theme of upholding the Spirit of Wipro and strengthening our brand and reputation.

DIRECTORS' REPORT

Dear Shareholders,

I am happy to present on behalf of the Board of Directors, the 64th Directors' Report for the year ended March 31, 2010, along with the Balance Sheet and Profit and Loss Account for the year.

Financial Performance

Key aspects of your Company's consolidated financial performance for Wipro and its group companies and standalone financial results for Wipro Limited for the year 2009-10 are tabulated below: *(Rs. in Million)*

	Consolidated Results		Standalone Results	
	2010	2009	**2010**	2009
Sales and Other Income	**276,505**	259,616	**237,973**	210,269
Profit before Tax	**55,095**	45,196	**56,888**	35,479
Provision for Tax	**9,163**	6,460	**7,908**	5,741
Minority interest and equity in earnings/(losses) in affiliates	**378**	263	**-**	-
Profit for the year	**46,310**	38,999	**48,980**	29,738
Appropriations				
Proposed Dividend on equity shares	**8,809**	5,860	**8,809**	5,860
Corporate Tax on distributed dividend	**1,283**	996	**1,283**	996
Transfer to General Reserve	**36,218**	32,143	**38,888**	22,882

* Profit for the year in Standalone Result is after Rs 4,534 million (March 2009: Rs (7,454) million) of gains/(losses) relating to translation of foreign currency borrowings and mark to market losses of related cross currency swaps. In the Consolidated Accounts, these are considered as hedges of net investment in overseas operations and are recognized directly in shareholders' funds. (Refer note 4 on page 79).

Global and Industry outlook

According to NASSCOM Strategic Review Report 2010, IDC forecasts a cumulative annual growth rate (CAGR) of over 4.08% in worldwide IT services and IT enabled services (IT-ITeS) spending and a CAGR of over 6.18% in offshore IT spending, for the period 2008-13. The combined market for Indian IT-ITeS in fiscal 2010 was nearly $ 63 billion. Key factors supporting this projection are the growing impact of technology led innovation, the increasing demand for global sourcing and gradually evolving socio-political attitudes.

IDC forecasts worldwide IT services spending of approximately $695 billion by 2013, reflecting a compound annual growth rate, or CAGR, of 3.3%. However, Forrester US and Global IT Market Outlook Q4 2009 , predicts that U.S. IT market will grow by 6.6% in 2010 following a drop of 8.2% in 2009. Companies are increasingly turning to offshore technology service providers in order to meet their need for high quality, cost competitive technology solutions. Technology companies have been outsourcing software research and development and related support functions to offshore technology service providers to reduce cycle time for introducing new products and services.

Subsidiary Companies

Wipro is a global corporation having operations in more than 35 countries through 80 subsidiary companies, a few joint ventures and associate companies. Section 212 of the Companies Act, 1956, requires that we attach the Directors' Report, Balance Sheet and Profit and Loss Account of our subsidiary companies. We believe that the Consolidated Financial Statements present a more comprehensive picture rather than the standalone financial statements of Wipro Limited and each of its subsidiaries. We, therefore, applied to the Ministry of Corporate Affairs, Government of India and sought an exemption from the requirement to present detailed financial statements of each subsidiary. The Ministry of Corporate Affairs, Government of India, has granted the exemption. In compliance with the terms of the exemption, your Company presented in page nos. 151 & 152, summary financial information for each subsidiary.

The detailed financial statements and audit reports of each of the subsidiaries are available for inspection at the registered office of the Company and upon written request from a shareholder, your Company will arrange to send the financial statements of subsidary companies to the said shareholder.

Consolidated Results

Our Sales for the current year grew by 7% to Rs. 276,505 million and our Profit for the year was Rs. 46,310 million, increase of 19% over the previous year. Over the last 10 years, our Sales have grown at a compounded annual growth rate (CAGR) of 28% and Profit after Tax at 31%.

Dividend

Your Board of Directors recommend a final Dividend of 300% (Rs. 6 per equity share of Rs. 2/- each) to be appropriated from the profits of the year 2009-10 subject to the approval of the shareholders at the ensuing Annual General Meeting. The Dividend will be paid in compliance with applicable regulations.

During the year 2009-10, unclaimed dividend of Rs. 1,995,655 transferred to the Investor Education and Protection Fund, as required by the Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001.

Issue of Bonus equity shares/American Depository Shares

Your Board of Directors has approved issue of Bonus Shares in the ratio of two equity shares for every three existing equity shares outstanding as on the record date and two American Depositary Shares for every three existing American Depository Shares outstanding as on the record date. Issue of Bonus Shares has also been approved by the shareholders of the Company through Postal Ballot on June 4, 2010. Subsequent to this approval, the record date to determine the eligible shareholders who are entitled to receive the Bonus Shares fixed as June 16, 2010.

Acquisitions and Joint Ventures

Your Company has continued to pursue the strategy of "string of pearls acquisitions" by acquiring businesses which complement our service offerings, provide access to niche skill sets and expand our presence in select geographies. Your Company has a dedicated team of professionals who identify businesses which meet our strategic requirements and are cultural fit to Wipro.

In August 2009, your Company had entered into partnership with Lavasa Corporation Limited for planning, implementing and managing Information and Communication Technology services across Lavasa City. Wipro will support Lavasa City in the areas of City Management system and services, E Governance, Information and Communication Technology services and other value added services.

In October 2009, your Company signed an agreement to form a joint venture with Delhi International Aiport Private Limited. This Joint Venture Company is named as Wipro Airport IT Services Limited. Wipro holds 74% in the Joint Venture and Delhi International Airport Private Limited holds 26% stake. This partnership assumes significance as IGI airport's new integrated terminal (T3) will be the gateway for the Commonwealth Games scheduled to be held in New Delhi.

In October 2009, Wipro GE Healthcare Private Limited, the Joint Venture between Wipro Limited and GE Healthcare, transformed its business by integrating several existing stand-alone business units and manufacturing plants of GE Healthcare in India under Wipro GE Healthcare Entity. This strategic move will lead to more effective management and resources utilization and help accelerate growth, through Wipro GE Healthcare's large distribution network. This move will define the next stage of market leadership for Wipro GE Healthcare.

In November 2009, your Company had signed an agreement to acquire the "Yardley" Brand business in Asia, Middle East, Australia and certain African markets from UK based Lornamead Group. This transaction adds another jewel to Wipro Consumer Care and Lighting (FMCG arm of Wipro Limited).

All the subsidiaries of the Company are unlisted and none of them are material unlisted subsidiaries as per Clause 49 of the Listing Agreement.

Investments in direct subsidiaries

During the year under review, your Company has made acquisitions and investments of an aggregate of US$ 171 Million as equity in its direct subsidiaries Wipro Cyprus Private Limited, Wipro Inc and Wipro Yardley Consumer Care Private Limited.

Your Company has also invested Rs. 37 Million as equity in Wipro Airport IT Services Limited, a newly formed joint venture company with Delhi International Airport (P) Limited. Apart from this, the Company has funded its subsidiaries, from time to time, as per the funding requirements, through loans, guarantees and other means.

Corporate Governance & Corporate Social Responsibility

Your Company believes Corporate Governance is at the core of stakeholder satisfaction. Your Company's governance practices are described separately in page 57 of this Annual Report. Your Company has obtained a certification from Sreedharan & Associates, Company Secretaries on our compliance with Clause 49 of the Listing Agreement with Indian Stock Exchanges. This certificate is given in page 84.

With a view to strengthening the Corporate Governance framework, the Ministry of Corporate Affairs has incorporated certain provisions in the Companies Bill, 2009. The Ministry of Corporate Affairs has also issued a set of Voluntary Guidelines on Corporate Governance and Corporate Social Responsibility in December 2009 for adoption by the companies. The Guidelines broadly outline conditions for appointment of directors, guiding principles to remunerate directors, responsibilities of the Board, Risk Management, rotation of audit partners, audit firms, conduct of secretarial audit and other Corporate Governance and Corporate Social Responsibility related disclosures. Your Company has by and large complied with various requirements and is in the process of initiating appropriate action, for the other applicable requirements.

Corporate Governance is also related to Innovation and Strategy as the organisation's ideas of Innovation and strategies are driven to enhance stakeholder satisfaction for all stakeholders.

Personnel

The particulars of employees as required by Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employee) Rules, 1975, have been provided as an additional booklet.

Wipro Employee Stock Option Plans/Restricted Stock Unit Plans

Information relating to stock options program of the Company is provided in page 7 of this report. The information is being provided in compliance with Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme) and (Employee Stock Purchase Scheme) Guidelines, 1999, as amended. No employee was issued Stock Option, during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Foreign Exchange Earnings and Outgoings

During the year, your Company has earned foreign exchange of Rs. 168,469 million and the outgoings in foreign exchange were Rs. 71,739 million, including outgoings on materials imported and dividend.

Research and Development

Requirement under Rule 2 of Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Technical Absorption and Research and Development in Form B is given in Page 47 of the Annual Report, to the extent applicable.

Conservation of Energy

The Company has taken several steps to conserve energy through its "Eco Eye and Sustainability" initiatives disclosed separately as part of this Annual Report. The information on Conservation of Energy required under Section 217(1)(e) of the Companies Act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is provided in Annexure A in page 44 of this Annual Report.

Directors' Re-appointment

Articles of Association of the Company provide that at least two-thirds of our Directors shall be subject to retirement by rotation. One third of these retiring Directors must retire from office at each Annual General Meeting of the shareholders. A retiring Director is eligible for re-election. Mr N Vaghul, Dr Ashok Ganguly and Mr P M Sinha, retire by rotation and being eligible offer themselves for re-appointment at this Annual General Meeting. Since the Board Governance and Nomination Committee members were interested in the resolution of re-appointment, Board of Directors have recommended their re-appointment for consideration of the Shareholders.

Directors' Appointment

Dr Henning Kagermann was appointed as an Additional Director of the Company with effect from October 27, 2009 in accordance with Section 260 of the Companies Act, 1956. Dr Henning Kagermann would hold office till the conclusion of the Annual General Meeting of the Company scheduled to be held on July 22, 2010. The requisite notices together with necessary deposits have been received from a member pursuant to Section 257 of the Companies Act, 1956, proposing the election of Dr Henning Kagermann as a Director of the Company.

Mr. Shyam Saran, Former Foreign Secretary, Government of India was appointed as an Additional Director of the Company in accordance with Section 260 of the Companies Act, 1956 by the Board of Directors with effect from July 1, 2010. The Additional Director would hold office till the date of the Annual General Meeting of the Company scheduled to be held on July 22, 2010. The requisite notices together with necessary deposit have been received from a member pursuant to Section 257 of the Companies Act, 1956 proposing the election of Mr. Shyam Saran.

Group

The names of the Promoters and entities comprising "group" as defined under the Monopolies and Restrictive Trade Practices ("MRTP") Act, 1969, for the purposes of

Section 3(1)(e)(i) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, include:

Sl. No.	Name of the shareholder	No. of shares
1	Azim H Premji	56,043,060
2	Yasmeen A Premji	637,600
3	Rishad Azim Premji	568,000
4	Tariq Azim Premji	159,000
5	Mr Azim Hasham Premji Partner Representing Hasham Traders	326,259,000
6	Mr Azim Hasham Premji Partner Representing Prazim Traders	325,017,000
7	Mr Azim Hasham Premji Partner Representing Zash Traders	324,244,800
8	Regal Investments & Trading Company Pvt. Ltd.	51,014,200
9	Vidya Investment & Trading Company Pvt. Ltd.	38,860,600
10	Napean Trading & Investment Company Pvt. Ltd.	38,263,000
11	Azim Premji Foundation (I) Pvt. Ltd.	6,506,000
12	Azim Premji Trust	Nil
13	Azim Premji Trustee Company Private Limited	Nil
14	Azim Premji Foundation for Development	Nil
15	Azim Premji Foundation	Nil

Management's Discussion and Analysis Report

The Management's Discussion and Analysis on Company's performance – industry trends and other material changes with respect to the Company and its subsidiaries, wherever applicable are presented on pages 26 through 33 of this Annual Report.

Re-appointment of Statutory Auditor

The auditors, M/s. BSR & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed. The proposal for their re-appointment is included in the notice for Annual General Meeting sent herewith.

Re-appointment of Cost Auditor

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your Board of Directors has re-appointed P.D. Dani & Co., as the Cost Auditor for the year ended March 31, 2011.

Fixed Deposits

Your Company has not accepted any fixed deposits. Hence, there is no outstanding amount as on the Balance Sheet date.

Directors' Responsibility Statement

On behalf of the Directors I confirm that as required under Section 217 (2AA) of the Companies Act, 1956.

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures are made from the same;

b) We have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for the period;

c) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

d) We have prepared the annual accounts on a going concern basis.

Acknowledgements and Appreciation

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. I am sure you will join our Directors in conveying our sincere appreciation to all employees of the Company for their hard work and commitment. Their dedication and competence has ensured that the Company continues to be a significant and leading player in the IT Services industry.

For and on behalf of the Board of Directors

Azim H. Premji
Chairman

Bangalore, June 21, 2010

ANNEXURE "A" FORMING PART OF THE DIRECTORS' REPORT

A. DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY
(Wipro Infrastructure Engineering Division)

Electricity			2009 - 2010	2008 - 2009
a	Purchased			
	Unit	KWH	5,683,709	4,872,613
	Total Amount	Rs.	30,024,982	23,746,108
	Rate/unit	Rs.	5.28	4.87
b	Own generation			
	Through Diesel Generator			
	Unit	KWH	824,978	398,638
	Unit/litre of diesel	Units	2.53	2.17
	Cost per unit	Rs.	13.87	16.68

B. CONSUMPTION PER UNIT PRODUCTION
(Wipro Infrastructure Engineering Division)

	Electricity (kwh/cyl.)	Diesel (Lts/Cyl.)
2009-10	20.61	1.03
2008-09	19.05	0.66

C. DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY
(Wipro Consumer Care and Lighting Division)

Electricity			2009 - 2010	2008 - 2009
a	Purchased			
	Unit	KWH	18,104,719	14,848,463
	Total Amount	Rs.	81,983,935	65,068,207
	Rate/unit	Rs.	4.53	4.38
b	Own generation			
	Through Diesel Generator			
	Unit	KWH	1,047,006	859,456
	Unit/litre of diesel	Units	3.15	3.04
	Cost per unit	Rs.	10.90	11.27
Coal				
	Quantity	Tones	2,594	3,187
	Total Cost	Rs.	12,115,327	15,909,865
	Av. Rate	Rs.	4,671	4,992
Furnace Oil				
	Quantity FO	Ltrs.	4,546,900	3,903,204
	Total Cost	Rs.	120,679,932	113,006,503
	Av. Rate	Rs.	26.54	28.95
	Quantity	Kgs.	697,410	594,221
	Total Cost	Rs.	24,944,813	24,718,033
	Av. Rate	Rs.	35.77	41.60
H2 Gas				
	Quantity	CMT	107,623	109,981
	Total Cost	Rs.	3,670,983	3,672,356
	Av. Rate	Rs.	34.11	33.39

D. CONSUMPTION PER UNIT PRODUCTION
(Wipro Consumer Care and Lighting Division)

Vanaspati	Electricity (KWH/Tonne)		Liquid Diesel Oil (Litres/Tonne)	
	ACT	STD	ACT	STD
2009-10	130.53	109	NA	-
2008-09	138.42	109	NA	-

FORM B

Wipro's Research and Development Activities: 2009-10

Wipro's Research & Development focus is to strengthen the portfolio of Applied Research, Centers of Excellence (CoE), Solution Accelerators and Software Engineering Tools & Methodologies.

Applied Research

Our current area of activities in Applied Research is around Content Analytics, Enterprise Blog characterization and Enterprise system performance in Cloud. Investments in Applied Research has helped in collaboration with academic institutes like Georgia Tech, IIIT-B and enabled publication and participation in research conferences such as COMAD 2009, ACM India and Compute 2010.

Centers of Excellence (CoE)

The goal of a CoE is to create competencies in emerging areas of technologies & industry domain and incubate new practices for business growth. In order to enhance focus, few technologies are driven centrally as Theme initiatives. For Financial Year 2009-10, the Technology themes identified were Cloud Computing, Green IT, Social Computing, Information Management, Mobility, Collaboration and Open Source. Investments in Cloud and Green IT CoE have enabled deployment of private cloud infrastructure as well as energy & carbon management solution within Wipro.

Solution Accelerators

Your Company continued to invest in reusable IP's/solution accelerators (components, tools, frameworks) which help in accelerating the implementation of solutions in customer engagements. Industry solution accelerators are specific to a particular industry segment whereas Functional and Technology solution accelerators can be used across industry segments.

Sample examples of technology solution accelerator include SaaS enabler, Social Media platform, Open Source UC and Mobility framework. One solution accelerator in enterprise security space – IDAM in a Rack – won Info Security Global Product Excellence Award 2010

Software Engineering Tools & Methodologies

Your Company continued to invest in in-house development of software engineering tools to improve productivity and Quality; Examples include Wipro style, Wipro Accelerator, Wipro Unit Test and Wipro code checker. These tools have been widely deployed across projects with Wipro.

Your Company developed an unique approach to speed up knowledge transition in customer projects by using reverse engineering capability to view the architecture of application as well as collaboration and recording tools for speedy and effective communication. Your Company has developed an approach for Flex shared delivery with innovative solution for effective queue and capacity management for reduced cost.

Delivery Model Innovation

Your Company continued to invest in Innovative delivery models targeted towards outcome based as against head count based Service Delivery & Pricing. One such initiative – CIGMA – won NASSCOM Innovation Award 2009 in Process category.

Patents

In Financial Year 2009-10, we have filed for 7 patents and 6 patents have been granted.

Expenditure on R&D

During the year under review, your Company incurred an expenditure of Rs. 993 million including capital expenditure in continued developement of R&D activities.

ANNEXURE B FORMING PART OF THE CORPORATE GOVERNANCE REPORT

Disclosure in compliance with Clause 12 of the SEBI (Employee Stock Option Scheme) and (Employee Stock Purchase Scheme) Guidelines, 1999 as amended

Sl. No.	Description	WESOP 1999	WESOP 2000	ADS 2000 Stock Option Plan	Wipro Restricted Stock Unit Plan 2004	Wipro Restricted Stock Unit Plan 2005	ADS Restricted Stock Unit Plan 2004	Wipro Restricted Stock Unit Plan 2007
1	Total Number of options under the Plan	30,000,000 (Adjusted for the issue of bonus shares in the years 2004 and 2005)	150,000,000 (Adjusted for the issue of bonus shares in the years 2004 and 2005)	9,000,000 ADS representing 9,000,000 underlying equity shares (Adjusted for the issue fo bonus shares of the years 2004 and 2005)	12,000,000 (Adjusted for the issue of bonus shares of the years 2004 and 2005)	12,000,000 (Adjusted for the issue of bonus shares of the year 2005)	12,000,000 ADS representing 12,000,000 underlying equity shares (Adjusted for the issue of bonus shares of the years 2004 and 2005)	10,000,000
2	Options/RSUs grants approved during the year	-	-	-	-	5,000	137,100	-
3	Pricing formula	Fair market vale i.e. the market price as deinfed by the Securities and Exchange Board of India	Fair market vale i.e. the market price as deinfed by the Securities and Exchange Board of India	Exercise price being not less than 90% of the market price on the date of grant	Face value of the share	Face value of the share	Face value of the share	Face value of the share
4	Options Vested during the year	-	-	-	2,072,152	2,408,524	930,448	-
5	Options exercised during the year	-	-		2,076,121	662,303	492,019	-
6	Total number of shares arising as a result of exercise of option (as of March 31, 2010)	-	-	-	2,076,121	662,303	492,019	-
7	Options lapsed/forfeited during the year *	-	1,140	-	235,901	569,821	348,401	-
8	Variation of terms of options upto March 31, 2010	-	-	-	-	-	-	-
9	Money realised by exercise of options during the year (Rs.)	-	-	-	4,152,242	1,324,606	984,038	-

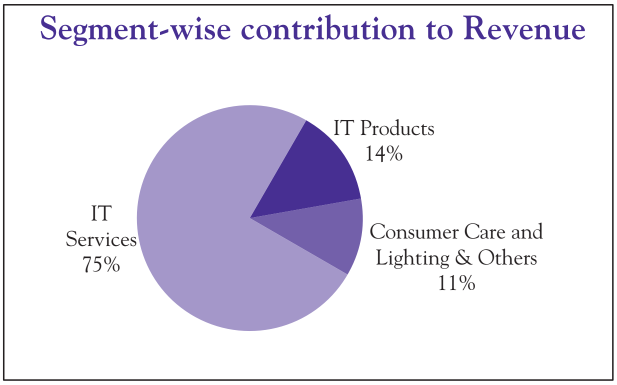
Sl. No.	Description	WESOP 1999	WESOP 2000	ADS 2000 Stock Option Plan	Wipro Restricted Stock Unit Plan 2004	Wipro Restricted Stock Unit Plan 2005	ADS Restricted Stock Unit Plan 2004	Wipro Restricted Stock Unit Plan 2007
10	Total number of options in options in force at the end of the year (granted, vested and unexercised/unvested and unexercised	-	-	1,606	3,353,226	7,001,124	1,832,170	-
11	Employee wise details of options granted to :	-	-	-	-	-	-	-
	i. Senior Management during the year							
	a. Martha Bejar	-	-	-	-	-	50,000	-
	ii. Employees holding 5% or more of the total number of options granted during the year							
	a. Martha Bejar						50,000	
	iii. Identified employees who were granted option, 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	-	-	-	-	-	-	-
12	Diluted Earning per Share pursuant ot issue of shars on exercise of option calculated in accordance with Accounting Standard (AS) 20	33.38	33.38	33.38	33.38	33.38	33.38	33.38

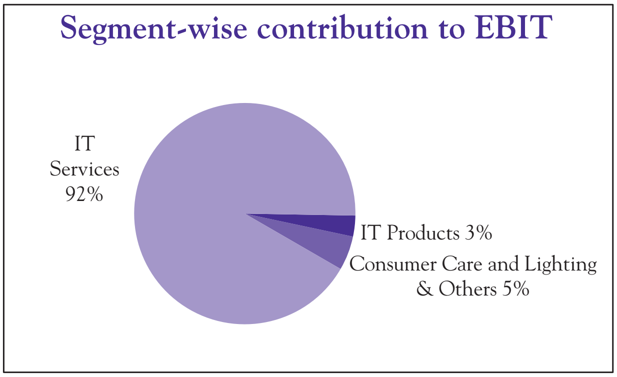
Sl. No.	Description	WESOP 1999	WESOP 2000	ADS 2000 Stock Option Plan	Wipro Restricted Stock Unit Plan 2004	Wipro Restricted Stock Unit Plan 2005	ADS Restricted Stock Unit Plan 2004	Wipro Restricted Stock Unit Plan 2007
13	Where the Company has calculated the employees compensation cost using the instrinsic value of the stock opitons, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair vaule of the options. The impact of this difference on profits and on EPS of the Company	Not Applicable as there were no grants during the year under this Plan	Not Applicable as there were no grants during the year under this Plan	Not Applicable as there were no grants during the year under this Plan	Since these options were granted at a nominal exercise price, intrinsic value on the date of grant approximates the fair value of options	Since these options were granted at a nominal exercise price, intrinsic value on the date of grant approximates the fair value of options	Since these options were granted at a nominal exercise price, intrinsic value on the date of grant approximates the fair value of options	Not applicable as no options are granted under this Plan
14	Weighted average exercise prices and weighted average fair values of options separately for options whose exercise price either equals or exceeds or is less than the market prices of the stock	Not Applicable as there were no grants during the year under this Plan	Not Applicable as there were no grants during the year under this Plan	Not Applicable as there were no grants during the year under this Plan	Exercise price Rs. 2/- per option. Fair value Rs. 706.95/- as on March 31, 2010	Exercise price Rs. 2/- per option. Fair value Rs. 706.95/- as on March 31, 2010	Exercise price Rs. 2/- per option. Fair value $ 23.31/- as on March 31, 2010	Not applicable as no options are granted under this Plan
15	A description of method and significant assumptions used durng the year to estimate the fiar values of options, including the following weighted average information:							
	(a) risk free interest rate (b) expected life (c) expected volatility (d) expected dividends and (e) the price fo the underlying share in market at the time of option grant	Not Applicable as there were no grants during the year under this Plan	Not Applicable as there were no grants during the year under this Plan	Not Applicable as there were no grants during the year under this Plan	Since these options were granted at a nominal exercise price, intrinsic value on the date of grant approximates the fair value of options	Since these options were granted at a nominal exercise price, intrinsic value on the date of grant approximates the fair value of options	Since these options were granted at a nominal exercise price, intrinsic value on the date of grant approximates the fair value of options	Not applicable as no options are granted under this Plan

* As per the Plan, Options/RSUs lapse only on termination of the Plan. If an Option/RSU expires or becomes unexercisable without having been exercised in full, such options shall become available for future grant under the Plan.

I. *Segment-wise performance*

Segment-wise contributions in 2009-10





We are a leading global information technology, or IT, services company, headquartered in Bangalore, India. We provide a comprehensive range of IT services, consulting, systems integration, BPO, software solutions and research and development services in the areas of hardware and software design to leading companies worldwide. We use our development centers located around the world, quality processes and global resource pool to provide cost effective IT solutions and deliver time-to-market and time-to-development advantages to our clients.

Our IT Products segment is a leader in the Indian IT market and focuses primarily on meeting requirements for IT products of companies in India and the Middle East region.

We also have a notable presence in the markets for consumer products and lighting and infrastructure engineering.

In the subsequent section of this report, we will report for each of our business segment separately, the industry structure and developments, opportunities and threats, and risk and concerns.

II. Industry Overview

IT Services

The shift in the role of Information and Technology (IT) from merely supporting business to transforming business, is driving productivity gains and helping create new business models. This has led to an increase in the importance of IT. The increasing acceptance of outsourcing and off-shoring of activities as an economic necessity has contributed to the continued growth in our revenue. As corporate and businesses adjust to "new normal" post the recent global recession, they will need to transform their business models to the changed economic and business environment. Consequently, they will have to make significant investments in IT. This opens up opportunities for us to offer our consulting, Systems Integration services and leverage our Global Delivery footprint and thus help our customers in their transformation journey.

These opportunities are also reflected in the forecasts of market growth. IDC forecasts worldwide IT services spending of approximately $695 billion by 2013, reflecting a compounded annual growth rate or CAGR of 3.3%. However, Forrester US and Global IT Market Outlook Q4 2009 , predicts that U.S. IT market will grow by 6.6% in 2010 following a drop of 8.2% in 2009. Similarly, according to NASSCOM Strategic Review Report 2010, the worldwide BPO market is expected to touch $ 148 billion by 2013, representing a CAGR, of 6.11% .Key factors supporting this projection are the growing impact of technology led innovation, the increasing demand for global sourcing and gradually evolving socio-political attitudes. Global Delivery led organizations are expected to get an increased share of the IT services spends due to the powerful combination of scale, quality and cost embedded in their business model. In India, the IT services market is estimated to account for 39% of the domestic IT industry. The key verticals driving the growth of the IT services market are Retail, Government, Healthcare, Telecom and Manufacturing. However, according to IDC's report - India domestic IT/ITeS market top 10 predictions for 2010, the India domestic IT/ITeS market growth rate will come down from an average of 24% recorded during 2003-08 to 14.6% over the next five years to 2013.

IT Products

According to NASSCOM Strategic Review Report 2010, IDC forecasts that worldwide hardware spending will increase from $600 billion in 2008 to $680 billion in 2013, representing a CAGR of 2.53%.

According to NASSCOM Strategic Review Report 2010, the hardware market in India is estimated to account for 39% of the domestic IT industry, growing at about 3% in 2010. Personal computers (including desktops and notebooks) continue to be purchased at higher rates than other products in the hardware market. As prices come down, notebooks are increasingly being adopted as the computing device of choice. For the desktop segment, consumers are showing an increasing trend of moving away from locally assembled items towards branded products with relatively higher end configurations.

Consumer Care and Lighting

The consumer care market includes personal care products, soaps, toiletries, infant care products, modular switch lights and modular office furniture. We have a strong brand presence in a niche segment and have significant market share in select regions in India. In addition, we have a strong presence in the market for personal care products in south-east Asia and Middle-East Asia.

AC Nielsen estimates that India is amongst the fastest growing geographies for FMCG, with a 2009 growth rate of 14.0% for the non-food segment, largely led by price increases. This market is estimated to grow at a CAGR of 8% - 10% for the period 2010-2013. The household and personal care FMCG market in the other Asian countries in which we operate including Malaysia, Vietnam and Indonesia, are expected to grow at a CAGR of 8% for the period 2010-2013.

The Indian domestic market for institutional lighting and office modular furniture is estimated at U.S. $ 600 million and is expected to grow at the rate of 10% to 15% for the period 2010-2011. Key sectors contributing to the growth are expected to be modern work spaces, IT-ITeS, Retail, Healthcare and Government Infrastructure spending.

We expect to increase our market share organically in our identified geographies. In addition we continue to look at acquiring established brands which complement our brand presence and distribution strengths.

Others

In the other segment, Wipro Infrastructure Engineering (WIN) is the key business segment. We sell hydraulic cylinders and truck tipping systems that are used in variety of earth moving, material handling, mining and construction equipments.

III. Opportunity and Threats

IT Services

Global companies are increasingly turning to offshore technology service providers in order to meet their need for high quality, cost competitive technology solutions. Technology companies have been outsourcing software research and development and related support functions to offshore technology service providers to reduce cycle time for introducing new products and services. According to NASSCOM Strategic Review Report 2009, IDC forecasts a CAGR of over 6.18% in offshore IT spending, for the period 2008-13.

As a de-risking strategy, companies have moved from giving mega large orders to breaking up of deals to get better price advantage. This has opened up opportunities for Indian IT companies to participate in these large multi-million dollar deals. Global companies are expanding their outsourcing activities to leverage the high quality, cost competitive IT services from India.

We believe our strong brand, robust quality process and access to skilled talent base at lower costs places us in a unique position to take advantage of the trend towards outsourcing IT services.

We believe that our global delivery model allows us to provide services on a best shore basis. Customers benefit from round the clock execution schedules, quality control measures and best in class resources pooled in across geographies for high quality delivery and risk management practices to ensure uninterrupted services.

Risk factors

Our revenues from this business are derived in major currencies of the world while a significant portion of its costs are in Indian rupees. The exchange rate between the Rupee and major currencies of the world has fluctuated significantly in recent years and may continue to fluctuate in the future. Currency fluctuations can adversely affect our revenues and gross margins.

In an economic slowdown, our clients may reduce or postpone their technology spending significantly. Reduction in spending on IT services may lower the demand for our services and negatively affect our revenues and profitability. According to World Economic Outlook Update published by International Monetary Fund in April 2010, GDP of United States is projected to grow by 3.1% in calendar 2010 and during the same period GDP of Euro area is projected to grow by 1%.

The market for IT services is highly competitive. Our competitors include software companies, IT companies, systems consulting and integration firms, other technology companies and client in-house information services departments. We may also face competition from IT and ITES companies operation from merging low cost destination like China, Philippines, Brazil, Romania, Poland etc.

Recently, some countries and organizations have expressed concerns about a perceived association between offshore outsourcing and the loss of jobs. With the growth of offshore outsourcing receiving increasing political and media attention there have been concerted efforts to enact new legislation to restrict offshore outsourcing or impose disincentives on companies which have been outsourcing. This may adversely impact our ability to do business in these jurisdictions and could adversely affect our revenues and operating profitability.

These risks are broadly country risks. At an organisational level, we have a well-defined business contingency plan and disaster recovery plan to address these unforeseen events and minimize the impact on services delivered from our development centers based in India or abroad.

We derive approximately 58% of our IT Services revenue from United States and 26% of our IT Services revenue from Europe. The recent crisis in the financial and credit markets in the United States, Europe have contributed significantly to a global economic slowdown, with Europe continuing to show significant signs of weakness and US showing signs of growth.

IT products

Our IT Products segment provides a range of IT products encompassing computing, storage, networking, security and software products. Under this segment, we sell IT products manufactured by us and third-party IT products. We provide our offerings to enterprises in the Government, defence, IT and IT - enabled services, telecommunications/telecom service providers, manufacturing and banking sectors.

For the last several years, India has achieved healthy economic growth rates in the range 7.5-8%. The growth has been contributed by robust services sector performance as well as cyclically strong manufacturing output. Increased revenue and profitability growth has created opportunities for companies to invest in IT infrastructure. Some sectors such as Telecom service providers, Banking, Retail and IT/ITES require significantly higher per capita IT investment.

India is being viewed as a key market among the emerging economies. Several multinational IT Companies and Indian IT Services companies are focusing on the Indian markets. This could affect our growth and profitability.

The IT products market is a dynamic and highly competitive market. In the marketplace, we compete with both international and local providers. We are witnessing higher pricing pressures due to commoditization of manufactured products business and higher focus on Indian markets by all leading IT companies.

We are favorably positioned due to our quality leadership, our ability to create client loyalty and our expertise in select markets.

Consumer care and lighting

Our Consumer Care and Lighting business segment focuses on niche profitable market segments in personal care in specific geographies in Asia and Africa, as well as office solutions in India. We successfully leverage our brands and distribution strengths to sustain a profitable presence in the personal care sector and housing lighting products. Our Santoor brand is the third largest in India in the soap category, and Safi brand is the largest Halal toiletries brand of Malaysia. With the acquisition of Yardley, we have a stronger presence in the Middle East, and have made our first foray into the luxury segment of personal care.

We have constantly expanded our brand portfolio by entering newer categories. We have successfully built brands both organically and through acquisition. Each brand in our Brand basket has a distinctive positioning, catered to and addressing a specific consumer need.

Our competitors in the consumer care and lighting are located primarily in India, and include multinational and Indian companies. Certain competitors have recently focused on sales strategies designed to increase sales volumes through lower prices. Sustained price pressures by competitors may require us to respond with similar or different pricing strategies. This may adversely affect our gross and operating profits in future periods.

Others

Our Others segment includes our infrastructure engineering business. We are the world's largest third-party manufacturer of hydraulic cylinders. The Others segment is centered on our mobile construction equipment business and our material handling business. We manufacture and sell cylinders and truck hydraulics, and we also distribute hydraulic steering equipment and pumps, motors and valves for international companies. We have a global footprint in terms of manufacturing facilities in Europe and India and sell to customers across the globe.

While the current financial year has seen a decline in global sales volumes, we believe that the fundamentals of infrastructure engineering business remain intact.

We are also in the water solutions business, which addresses the entire spectrum of treatment solutions, systems and plants for water and waste water for industries.

We also provide consulting on comprehensive renewable energy and efficiency solutions.

If current slowdown is prolonged it would translate in to lower growth for our customers and in turn reduce our growth prospects.

IV. Outlook

During the financial year ending March 2010, we grew our Revenues by 6% to Rs. 271,414 million and Profit After Tax (PAT) by 19% to Rs. 46,310 million. Over the last decade, we have grown our Revenues at the CAGR of 28% and PAT at the CAGR of 31%.

We have followed a practice of providing only revenue guidance for our largest business segment, namely, IT Services. The guidance is provided at the release of every quarterly earnings when detailed Revenue outlook for the succeeding quarter is shared. Over the years, the Company has performed in line with quarterly Revenue guidance.

On April 23, 2010, along with our earnings release for quarter ended March 31, 2010, we provided our most recent quarterly guidance. Revenue from IT Services segment for the quarter ending June 30, 2010 is likely to be ranged between USD 1,161-1,183 million on a constant currency basis.

V. *Internal Control Systems and their adequacy*

We have presence across multiple countries, and a large number of employees, suppliers and other partners collaborate to provide solutions to our customer needs. Robust internal controls and scalable processes are imperative to manage this global scale of operations.

Our listing on the New York Stock Exchange (NYSE) provided us an opportunity to get our independent auditors assess and certify our internal controls primarily in the areas impacting financial reporting. For the companies listed in the United States of America, the Public Company Accounting Reform and Investor Protection Act of 2002, more popularly known as the Sarbanes–Oxley Act requires :

1. Management to establish, maintain, assess and report on effectiveness of internal controls over financial reporting and;
2. Independent auditors to opine on effectiveness of internal controls over financial reporting.

We adopted the COSO framework (Framework suggested by Company of Sponsoring Trade way Organisation) for evaluating internal controls. COSO identifies five layers of internal controls, namely, Control Environment, Risk Assessment, Control Activity, Information and Communication and Monitoring. Information Technology controls were documented, assessed and tested under the COBIT framework.

The entire evaluation of internal controls was carried out by a central team reporting into the Chief Financial Officer.

VI. Discussion on financial performance with respect to operational performance

1. *Authorised share capital*

The Company has an authorised share capital of Rs. 3,550 million comprising 1,650 million equity shares of Rs. 2/- each and 25 million 10.25% redeemable cumulative preference shares of Rs. 10/- each as of March 31, 2010.

2. *Paid up Share Capital*

The Company has a paid-up capital of Rs. 2,934 million, an increase of Rs. 6 million during this year.

The Company has instituted various Employee Stock Option Plans (ESOP). These options vest over a specified period subject to employee fulfilling certain conditions. Upon vesting, the employees are eligible to apply and secure allotment of the Company's equity shares at a price determined on the date of grant of options. During the year, 3.2 million shares were allotted on exercise of the options under various Employee Stock Option Plans instituted by the Company.

3. *Reserves and Surplus*

A. Securities Premium Account

Addition to securities premium account comprises of premium received on exercise of stock options, amounting to Rs. 1,909 million.

B. Restricted Stock Units

The Company has granted total 0.14 million restricted stock units under the Wipro ADS Restricted Stock Unit Plan, 2004.

During the year ended March 31, 2010 the Company has charged to profit and loss account Rs. 1,317 million of deferred compensation cost as employee compensation. The cumulative charge to profit and loss account would be treated as share premium on allotment of shares.

4. *Secured Loan*

Secured loans have increased by Rs. 261 million, primarily on account of securitization of receivable on recourse basis amounting to Rs. 752 Million which is partly offset by repayment of loan amounting to Rs 491 Million.

5. *Unsecured Loan*

Unsecured loans have increased by Rs. 5,360 million. The increase is mainly due to additional PCFC loan availed in the current year, impact of reinstating ECB loan (denominated in Japanese Yen) at the exchange rates prevailing on March 31, 2010 and borrowings made for Delhi International Airport (P) Limited asset acquisition.

6. *Fixed Assets*

A. Goodwill on Consolidation

The excess of consideration paid over the book value of assets acquired has been recognised as goodwill in accordance with Accounting Standard (AS) 21 'Consolidated Financial Statements'. Goodwill arising on account of acquisition of subsidiaries and affiliates is not amortised but reviewed for impairment if there are indicators of impairment. Upon review for impairment, if the carrying value of the goodwill exceeds its fair value, goodwill is considered to be impaired and the impairment is charged to the income statement for the year.

Goodwill has decreased by Rs. 3,175 million during the year, of which decrease of Rs. 4,877 million is mainly due to impact of reinstating goodwill relating to non-integral overseas operations at the exchange rates prevailing on March 31, 2010 and an increase of Rs.1,712 million on account of acquisition of Yardley group.

B. Addition to Fixed Assets

During the year, the Company invested Rs. 10,900 million on Fixed Assets. The unit-wise spends are outlined below :

(Rs. in Million)

Business Unit	2010
IT services & products	9,774
Consumer Care and Lighting	711
Others	417

C. Depreciation

The Company has provided depreciation either at the rates specified in Schedule XIV of the Companies Act, 1956, or at commercial rates which are higher than the rates specified in Schedule XIV. Depreciation as a percentage of sales remained at 2% in fiscal year 2010.

7. *Investments*

Purchase of Investments - During the year surplus cash generated by operations were invested in short-term mutual funds and term deposits with financial institutions. The internal investment norms restrict investments to only those mutual funds which have corpus in excess of a specific threshold and the investment is limited to a specified percentage of overall investments of Wipro. Further, we place deposits only with those institutions having a specified credit rating and we have internal limits of maximum deposit that can be placed with financial institutions. Investments in units of liquid mutual funds have increased from Rs. 15,136 million in fiscal 2009 to Rs. 19,147million in fiscal 2010. Investment in Certificate of deposits have increased from Rs. 947 million in fiscal 2009 to Rs. 11,088 million in fiscal 2010.

8. *Inventories*

Inventories comprises computers and spares of IT Products and raw material and finished stocks of Wipro Consumer Care and Lighting and Wipro Infrastructure Engineering (WIN). Inventories have increased from Rs. 7,587 million as on March 31, 2009 to Rs. 7,926 million as on March 31, 2010.

Inventory of IT products and Consumer care and lighting increased respectively by Rs. 329 million and Rs. 324 million in line with growth in revenues and inventories sourced to service large total outsourcing deals. This was offset by Rs. 313 million decrease in inventory in WIN primarily due to the reduction in business as result of economic slowdown.

9. *Sundry Debtors*

Sundry Debtors (net of provision) for the current year is at Rs. 51,150 million against Rs. 50,370 million in the previous year. Segment-wise break-up of sundry debtors is outlined below:

(Rs. in Million)

Particulars	2010	2009	Increase (%)
IT Services and Products	**46,622**	47,188	(1)
Consumer Care and Lighting	**3,000**	2,414	24
Others	**1,528**	768	99
Total	**51,150**	50,370	2

Changes in sundry debtors in Consumer Care and Lighting and Others are in line with the revenue growth during the quarter ended March 31, 2010.

Provision for doubtful debts has increased from Rs 1,919 million to Rs. 2,327 million in fiscal 2010. The provision for doubtful debts primarily includes provision recorded upon a major customer opting for bankruptcy protection.

10. *Cash and Bank Balances*

Cash and bank balances have increased from Rs. 49,117 million to Rs. 64,878 million, an increase by Rs. 15,761 million. The increase is primarily to meet operational requirements and pursue strategic acquisition opportunities. The surplus cash is been primarily invested in demand deposits.

11. *Loans and advances*

(Rs. in Million)

Particulars	2010	2009	Increase (%)
Advances recoverable	**14,434**	12,873	12
Unbilled revenue	**16,708**	14,108	18
Others	**27,033**	16,592	63
Total	**58,175**	**43,573**	**34**

- Increase in advances recoverable is primarily due to increase in net investment in lease by Rs. 837 million. The net investment in lease primarily relate to equipments delivered in certain large IT outsourcing contracts in India. Further increase is mainly due to unamortized expenses 795 million.
- Unbilled revenue has increased on account of increase in revenues from Fixed Price Projects from 34% in the previous year to 41.5% in the current year in IT Services where certain customers are billed after the end of the month. We have entered into several multi-year large deals (including infrastructure) with Telecom companies where the billings are based on milestones and with deferred payment terms.
- Increase of Rs. 10,441 million in 'Others' is mainly due to increase in Advance tax by Rs. 1,902 million, deposits with financial institutions by Rs. 5,800 million and derivative assets by Rs. 2,482 million.

12. *Current Liabilities & Provisions*

A. Current Liabilities

(Rs. in Million)

Particulars	2010	2009	Increase (%)
Sundry Creditors	19,133	19,081	0
Advances from customers	1,786	824	117
Unearned revenues	7,462	8,734	(15)
Other Liabilities	28,961	37,830	(23)
Total	57,342	66,469	(14)

Sundry Creditors represent the amount payable to vendors and employees for supply of goods and services.

Other liabilities comprise amounts due for operational expenses. Other liabilities have decreased by Rs. 8,781 million during the year ended March 31, 2010 primarily due to Rs. 7,872 million decrease in derivative liabilities relating to mark to market losses on derivative instruments designated as cash flow/ capital hedges and non-designated forward contracts.

The remaining increase is primarily due to increase in subcontracting expenses, administrative expenses, withholding taxes, employee incentives which are in line with increase in employee base, infrastructure and business growth.

B. Provisions

(Rs. in Million)

Particulars	2010	2009	Increase (%)
Employee retirement benefits	**2,967**	3,111	(5)
Warranty provision	**611**	768	(26)
Provision for tax	**7,915**	6,493	18
Proposed Dividend	**8,809**	5,860	33
Tax on proposed dividend	**1,283**	996	22
Others	**1,763**	1,387	21
Total	**23,348**	18,615	20

- Provisions of Rs. 2,967 million for employee retirement benefit relate to liability for employee leave encashment, gratuity and superannuation benefits.
- For fiscal 2010, the Directors of the Company have proposed a cash dividend of Rs. 6/- per share on equity shares.

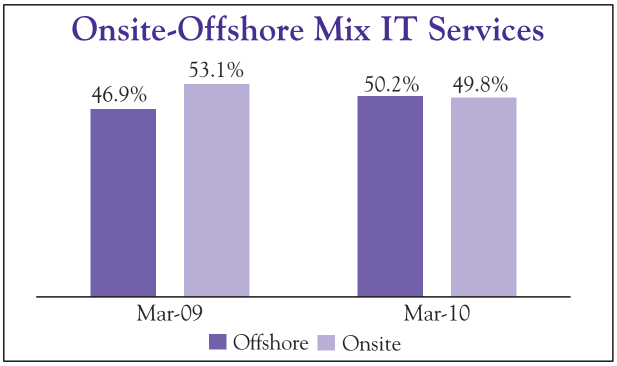
Revenue

IT Service

Our IT Services segment Revenue was Rs. 202,469 million as compared to Rs. 191,661 million in the last year, a growth of 6% as compared to last year.

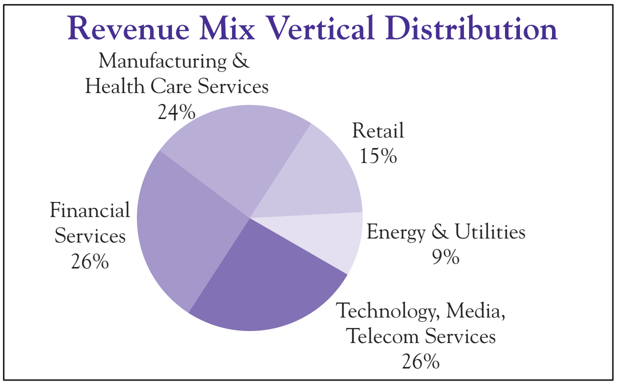
During the current year, we realised 49.8% of revenue from work done in locations outside India ("Onsite") and remaining 50.2% of revenue was realised from the work performed from our development centers in India ("Offshore").

Onsite-Offshore Mix



Approximately 41.5% of our IT Services Revenues were from Fixed Priced Projects ("FPP"). In FPP, we undertake to complete project within agreed timeline for a given scope of work. The economic gains or losses realised from completing the project earlier or later than initially projected timelines accrues to us. Percentage of FPP in the previous year was lower at 34%.

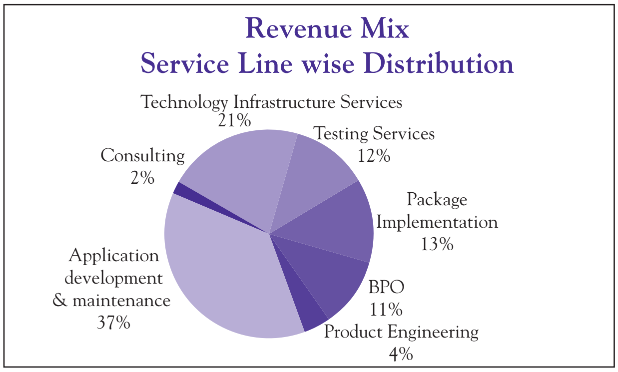
Revenue Mix Vertical Distribution



In the current year, 48% of our IT Services revenues is derived from our Enterprise Solutions Business, 3% increase over the previous year; 26% from Technology Business a reduction of 3% over the previous year and 26% of Revenues from Financial Solutions Business, at the same level as compared to last year.

Our Enterprise Solutions Business serves customers in all the other industry segments, principal being Retail, Manufacturing, Energy & Utilities, Healthcare Services. Our Technology Business provides product engineering services to product companies across the globe. It also provides enterprise IT services offering to Telecom Service Providers industry. Our Financial Solutions Business provides IT services to customers in Financial Services industry - namely, Banking, Securities and Insurance.

Revenue Mix Service Line wise Distribution



We continued to expand and grow our Services portfolio. For the current financial year, we derived 21% of Revenues from Technology Infrastructure Services, an increase of 1% from previous year; 12% from Testing Services an increase of 1% from previous year; 13% from Package Implementation Services, an increase of 1% from previous year; 11% from BPO an increase of 2% as previous year ; 37% from Application Development & Maintenance (ADM) a reduction of 3% over the previous year; 2% Consulting Services, at the same level in the previous year and 4% from product engineering, a reduction of 2% over the previous year .

Based on geographical destination, 58% of our revenue came from the Americas, a decrease of 2% as previous year ; 26% from Europe at the same level as previous year. Revenue from Japan at 2%, a decrease of 1% from previous year. Revenue from India and Middle East region at 8%, at the same level as previous year. Rest of the World contributed 6%, an increase of 2% over the previous year.

The contribution of our top customer is at the same level as in the previous year. Our top customer contributed 2.6% of revenue, top 5 customers 11% of revenue, at the same level as previous year and the top 10 customers accounted for 20% of the revenue, at the same level as previous year.

Revenue contributed by the customers added during the year was at 2%, at the same level as in the previous year.

IT Product

During the current year we grew our Products segment Revenues by 11%.

We grew across the board. Revenue from Personal Computers was 15% higher than in the previous year, Enterprise Products grew 3% and our network products dropped by 37%.

Consumer Care and Lighting segment

Revenues of our Consumer Care and Lighting segment grew by 14% in the current year over the previous year

Our revenue CAGR during last 4 years in this business has been 18% excluding acquisition during the year. Our flagship brand 'Santoor' is now India's 3rd largest soap brand by value.

Others segment

Revenues from Wipro Infrastructure Engineering (WIN) reduced by 20% during the current year over the previous year. This is mainly due to lower demand of capital goods in the current year due to economic slowdown.

Acquisitions

Details of the key acquisitions made by your Company during the year ended March 31, 2010 are as follows:

	Acquired Entity	Acquired during	Nature of business
	Consumer Care & Lighting Business		
1	Lornamead FZE	Dec-09	Personal care category with fragrance products, bath & shower products and skin care.
2	Lornamead Personal Care Private Limited	Dec-09	Personal care category with fragrance products, bath & shower products and skin care.

In addition, the company has paid Rs. 2,385 million relating earn-outs related to previous acquisitions.

Costs

IT Services

In our IT Services Business segment, manpower cost accounts for approximately 50% of the Revenues. Other major costs included Sub-contracted manpower cost, depreciation and employee-travel cost.

The operational drivers for these costs are Utilisation of employees, Onsite: Offshore composition and the composition of experience profile of employees called 'Bulge-mix'.

During the current year gross Utilisation was 72% compared to 69% an year ago. As of March 31, 2010 approximately 40% of our employees had less than 3 years of work-experience, as compared to 47% as of March 31, 2009.

IT Product

In our IT Products segment, material cost as a percentage of revenue was at approximately 89%.

Consumer Care and Lighting

In our Consumer Care and Lighting segment, the largest cost is packing material and manufacturing cost, accounting for 46% of the Revenues. Other key costs include advertising and sales promotion at 18% of Revenues and manpower cost at 8% of the Revenues.

Others

In this segment WIN is the largest component. For WIN the largest cost component is raw materials, accounting for approximately 63% of the Revenues, Material and manufacturing costs taken together accounts for 64% of the Revenues. Other key costs include manpower cost at 26% of Revenues and cost of sub-contracted processes at 5% of the Revenues.

Margins

IT Services

The gross margin was 35%, an increase of 3% in comparison to last year. The improvement in gross margin as percentage of revenue is primarily on account of improvement in average USD/INR realization and improvement in utilization rates. Our average utilization of billable employees improved from 69% for the year ended March 31, 2009 to 72% for the year ended March 31, 2010. These improvements were offset by the increase in personnel costs due to annual salary increase.

At the Operating Margin (Profit before interest and tax) level the margins have increased by 2.6%, from 21.0% in last year to 23.6% for financial year 2010.

IT Products

In this segment our gross margins for the current year was 11% constant compared to the last year. Our gross margin in this business segment increased mainly due to increase in proportion of revenues from outsourcing and system integration contract, which was offset by increase in personnel costs due to annual salary increase. Is is also impacted by the proportion of our business derived from the sale of traded and manufactured products.

Operating Margins during the year were at 4.6%, an increase of 0.3% compared to previous year.

Consumer Care and Lighting

Our gross margin for this year was at 49% for this segment compared to 44% in the previous year. The expansion in gross margin is primarily due to a decrease in major input costs and a change in mix of products sold in favour of products which typically have higher gross margins in both Indian and South Asian markets.

Operating Margins for the current year was 13%, an increase of 0. 8% compared to previous year

Others

Operating Margins for our Wipro Infrastructure Engineering business for the current year was -10% against -2.5% in last financial year. This sector is impacted by sharp global slowdown in investment in multiple sectors, driven by economic uncertainty. However, fundamentals of this sector remain intact. Infrastructure spends in India, China and US would positively impact this business.

VII. Liquidity and interest rate risk

As of March 31, 2010, we had cash and bank balances of Rs. 64,878 million, investments in liquid and short-term mutual funds and certificate of deposits of Rs. 30,235 million.

This cash is retained in the business to ensure specified level of cash balance to manage operations and pursue strategic acquisition opportunities. Our investment policy is to protect capital and focus on liquidity while determining the class of instruments to invest in. We primarily invest in debt mutual funds and deposits with financial institutions.

VIII. Material developments in Human resources/Industrial Relations front (including number of people employed)

In our IT Services and Products Business segments, we had 108,071 employees, comprising 25,649 employees in BPO.

Attrition for the year in our IT Services business segment (excluding BPO operations, Indian IT operations and other overseas subsidiaries) was 13.6% compared with 13.2% last year. Voluntary attrition stood at 12.1% compared with 11.3% last year, while involuntary attrition was 6% compared with 8% last year.

Compensation/People practices

We have continued to develop innovative methods for accessing and attracting skilled IT professionals. We partnered with a leading Indian university to establish a program for on the job training and a Masters degree in software engineering. We believe that our ability to retain highly skilled personnel is enhanced by our leadership position, opportunities to work with leading edge technologies and focus on training and compensation. In February 2007, we were awarded the Dale Carnegie Global Leadership Award in recognition of our emphasis on the development of human resources, innovation and organizational creativity.

We have designed our compensation to attract and retain top quality talent and motivate higher levels of performance. Our compensation packages include a combination of salary, stock options, pension, and health and disability insurance. We have devised both business segment performance and individual performance linked incentive programs that we believe more accurately link performance to compensation for each employee. We measure our compensation packages against industry standards and seek to match or exceed them. We periodically reward high performers with long-term incentives in the form of restricted stock units (RSU). RSU is a powerful retention tool and aligns employees with the long-term goals of the Company.

REPORT OF CORPORATE GOVERNANCE 2009-10

The Spirit of Wipro represents the core values of Wipro. The three values encapsulated in the Spirit of Wipro are:

Intensity to Win

- Make customers successful
- Team, innovate and excel

Act with Sensitivity

- Respect for the individual
- Thoughtful and responsible

Unyielding Integrity

- Delivering on commitments
- Honesty and fairness in action

This has been articulated through the Company's Code of Business Conduct and Ethics, Corporate Governance guidelines, charters of various sub-committees of the Board and Company's Disclosure policy. These policies seek to focus on enhancement of long-term shareholder value without compromising on Ethical Standards and Corporate Social Responsibilities. These practices form an integral part of the Company's strategic and operating plans.

Corporate Governance philosophy is put into practice in Wipro through the following four layers, namely,

1. Governance by Shareholders,
2. Governance by Board of Directors,
3. Governance by Sub-committee of Board of Directors, and
4. Governance of the management process

Delegation of authority through these sub commitees and through the management provides the required clarity and directions to the organisation.

FIRST LAYER: GOVERNANCE BY SHAREHOLDERS

Annual General Meeting

Annual General meeting for the 2009-10 is scheduled on **July 22, 2010, at 4.30 PM.** The meeting will be conducted at **Wipro Campus, Cafeteria Hall, EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics Electronics city, Hosur Road, Bangalore 561 229.**

For those of you, who cannot make it to the meeting, please remember that you can appoint a proxy to represent you in the meeting. For this you need to fill in a proxy form enclosed with the notice for the meeting and send it to us. The last date for receipt of proxy forms by us is July 20, 2010, before 4.30 p.m.

Annual General Meetings and other General Body meeting of the last three years

For the financial year 2006-07, we had our Annual General Meeting on July 18, 2007, at 4.30.PM. The meeting was held at Wipro's Campus, Cafeteria Hall, EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore - 561 229. Apart from the usual business, the following eight resolutions were passed (all except the first were Special Resolutions):

- Re-appointment of Mr. Azim H. Premji as Chairman and Managing Director of the Company as well as the payment of salary, commission and perquisites.
- Appointment of Mr. Rishad Premji, son of Mr. Azim Premji, Chairman of the Company, to hold an Office or Place of Profit as the Business Manager.
- Amendment to the Wipro Employee Stock Option Plan 1999.
- Amendment to the Wipro Employee Stock Option Plan 2000.
- Amendment to ADS Stock Option Plan 2004.
- Amendment to Wipro Restricted Stock Unit Plan 2004.
- Amendment to Wipro Restricted Stock Unit Plan 2005.
- Amendment to ADS Restricted Stock Unit Plan 2004.
- Approval for the new Wipro Restricted Stock Unit Plan 2007.

On the same date at the same venue we had a **Court Convened Extraordinary General Meeting.** In this meeting the schemes of Amalgamation of Wipro Infrastructure Engineering Limited, Wipro Healthcare IT Limited and Quantech Global Services Limited with Wipro Limited; Mpact Technology Services India Private Limited, mPower Software Services (India) Private Limited, CMango India Private Limited with Wipro Limited were taken up.

For the financial year 2007-08, we had our Annual General Meeting on July 17, 2008, at 4.30.PM. The meeting was held at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore – 561229. Apart from the usual business, the following four resolutions were passed (last one was Special Resolution):

- Appointment of Mr. Suresh C Senapaty as Director of the Company and payment of remuneration.
- Appointment of Mr. Girish S Paranjpe as Director of the Company and payment of remuneration.
- Appointment of Mr. Suresh Vaswani as Director of the Company and payment of remuneration.
- Amendment to Articles of Association for increase in the number of directors to 15.

For the financial year 2008-09 we had our Annual General Meeting on July 21, 2009, at 4.30.PM. The meeting was held at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore – 561229. Apart from the usual business, the following resolution was passed (there were no Special Resolutions):

- Re-appointment of Mr. Azim H Premji as Chairman and Managing Director of the Company as well as the payment of salary, commission and perquisites.

On the same date at the same venue we had a Court Convened Extraordinary General Meeting. In this meeting the scheme of Amalgamation of Indian branch offices of subsidary companies viz. Wipro Networks Pte Ltd., Singapore and WMNetserv Limited, Cyprus with Wipro Limited were taken up.

Financial Calendar

Our tentative calendar for declaration of results for the financial year 2010-11 is as given below:

Table 01: Calendar for Reporting

Quarter ending	Release of results
For the quarter ending June 30, 2010	Fourth week of July 2010
For the quarter and half year ending September 30, 2010	Fourth week of October 2010
For the quarter and nine month ending December 31, 2010	Third week of January 2011
For the year ending March 31, 2011	Fourth week of April 2011

In addition, the Board may meet on other dates if there are special requirements.

Final Dividend

Your Board of Directors has recommended a Final Dividend of Rs. 6 per share on equity shares of Rs. 2 each.

Date of Book closure

Our Register of members and share transfer books will remain closed from July 19, 2010 to July 22, 2010 (both days inclusive).

Final Dividend Payment Date

Dividend on equity shares as recommended by the Directors for the year ended March 31, 2010, when declared at the meeting, will be paid on or before August 21, 2010;

(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 M/s Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company on or before June 16, 2010.

(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 on June 16, 2010.

National ECS facility

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.

NECS essentially operates on the new and unique bank account number, allotted by banks post 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 you 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, only if the shares are held in physical form, immediately.

If your bank particulars have changed for any reason, please arrange to register the NECS with the revised bank particulars.

The Company will use the NECS mandate for remittance of dividend either through NECS or other electronic modes failing which the bank details available with Depository Participant will be printed on the dividend warrant. All the arrangements are subject to RBI guidelines, issued from time to time.

Special Resolution passed through the Postal Ballot Procedure

There was no Special Resolution passed through postal ballot procedure during the year 2009-10.

For the financial year 2010-11, we had obtained approval on June 4, 2010 for issue of Bonus Shares and related resolutions through the Postal Ballot.

Awards and Rating

The Company has been awarded the highest rating of Stakeholder Value and Corporate Rating 1 (called SVG 1) by ICRA Limited, a rating agency in India being an associate of Moody's. This rating implies that the Company belongs to the Highest Category on the composite parameters of stakeholder value creation and management as also Corporate Governance practices.

The Company has been awarded the National award for excellence in Corporate Governance from ICSI during the year 2004.

The Company has also been assigned LAAA rating to Wipro's long term credit. This is the highest credit quality rating assigned by ICRA Limited to long term instruments.

The Company was ranked among the Top 5 in Greenpeace International Ranking Guide and regained its top position among Indian IT Brands.

Corporate Social Responsibility and Sustainability Reporting

Wipro's sustainability reporting articulates our perspective on the emerging forces in the global sustainability landscape and Wipro's response on multiple fronts. For each of the three dimensions of economic, ecological and social sustainability, we state the possible risks as well as the opportunities that we are trying to leverage.

Our second 'Sustainability Report' released in March 2010 details various sustainability-related activities and achievements through the financial year 2008-09. The report also outlines our broad goals and targets for the next few years under various sustainability dimensions including Energy, Greenhouse Gas Intensity, Water Efficiency, Waste Management, Diversity, Education and Community.

The report is based on the theme of 'Thriving in a Changing World', it flows from the last report's theme that underscored the spirit of mutualism as a cornerstone of a more sustainable planet and an inclusive society. The attempt in this report is to illustrate how such a spirit of mutualism can help current and future generations not merely survive but thrive in the face of some unprecedented challenges being faced by humanity.

A unique feature of this report that reflects the theme of 'Thriving in a Changing World' is a compilation of 28 best practices in the areas of ecological and social sustainability implemented by individuals and communities across the globe. These stories are about commitment and passion that began by charting the way to change mindsets first and then displayed how the seemingly improbable tasks were not only practical, but beneficial too.

Wipro's alignment with overarching global charters and programs on sustainability is brought out by our endorsement of charters and membership in key bodies that are leading the way e.g. we are members of several forums like the U.N. Global Compact, the CII Mission on Sustainable Development etc.

Your Company's Sustainability Report for 2008-09 has been assessed by DNV at the A+ level, which represents the highest levels of transparency, coverage and quality of reporting. You can know more about our Sustainability and Social Intiatives in our website www.wipro.com/corporate/investors/sustainability-wipro.htm

Shareholders' Satisfaction Survey

The Company conducted a Shareholders' Satisfaction survey in July 2009 seeking views on various matters relating to investor services.

About 1900 shareholders participated and responded to the survey. The analysis of the responses reflects an average rating of about 3.4 on a scale of 1 to 4. Around 73% of the shareholders indicated that the services rendered by the Company were good/ excellent and were satisfied.

We are constantly in the process of enhancing our service levels to further improve the satisfaction levels based on the feedback received from our shareholders. We would welcome any suggestions from your end to improve our services further.

Means of Communication with Shareholders/Analysis

We have established procedures to disseminate, in a planned manner, relevant information to our shareholders, analysts, employees and the society at large.

Our Audit Committee reviews the earnings press releases, SEC filings and annual and quarterly reports of the Company, before they are presented to the Board of Directors for their approval for release.

News Releases, Presentations, etc.: All our news releases and presentations made at investor conferences and to analysts are posted on the Company's website at www.wipro.com/corporate/investors.

Quarterly results: Our quarterly results are published in widely circulated national newspapers such as The Business Standard and the local daily Kannada Prabha.

Website: The Company's website contains a separate dedicated section "Investor" where shareholders information is available. The Annual report of the Company, earnings press releases, SEC filings and quarterly reports of the Company are also available on the website in a user-friendly and downloadable form at www.wipro.com/corporate/investors-index.htm

Annual Report: Annual Report containing audited standalone accounts, consolidated financial statements together with Directors' report, Auditors' report and other important information are circulated to members and others entitled thereto.

Table 02: Communication of Results

Means of communications	Number of times during 2009-10
Earnings Calls	4
Publication of results	4
Analysts meet	2

Listing on Stock Exchanges, Stock Codes, International Securities Identification Number (ISIN) and Cusip Number for ADRs

Your Company's shares are listed in the following exchanges as of March 31, 2010 and the stock codes are:

Table 03: Stock codes

Equity shares	Stock Codes
Bombay Stock Exchange Limited (BSE)	507685
National Stock Exchange of India Limited (NSE)	Wipro
American Depository Receipts	
New York Stock Exchange (NYSE)	WIT

Notes:

1. Listing fees for the year 2010-11 has been paid to the Indian Stock Exchanges
2. Listing fees to NYSE for the calendar year 2010 has been paid.
3. The stock code on Reuters is WPRO@IN and on Bloomberg is WIPR.BO

International Securities Identification Number (ISIN)

ISIN is an identification number for the traded shares. This number needs to be quoted in each of the transaction relating to the dematerialized equity shares of the Company. Our ISIN number for our equity shares is **INE075A01022**.

CUSIP Number for American Depository Shares

The Committee on Uniform Security Identification Procedures (CUSIP) of the American Bankers Association has developed a unique numbering system for American Depository Shares. This number identifies a security and its issuer and is recognized globally by organizations adhering to standards issued by the International Securities Organization. Cusip number for our American Depository Scrip is 97651M109.

Corporate Identity Number (CIN)

Our Corporate Identity Number (CIN), allotted by Ministry of Company Affairs, Government of India is **L32102KA1945PLC020800**, and our Company Registration Number is 20800.

Registrar and Transfer Agents

The power of share transfer and related operations have been delegated to Registrar and Share Transfer Agents Karvy Computershare Private Limited, Hyderabad.

Share Transfer System

The turnaround time for completion of transfer of shares in physical form is generally less than 7 days from the date of receipt, if the documents are clear in all respects.

We have also internally fixed turnaround times for closing the queries/complaints received from the shareholders within 7 days if the documents are clear in all respects.

Address for correspondence

The address of our Registrar and Share Transfer Agents is given below.

Karvy Computershare Private Ltd.
Karvy House
Karvy Computer Share Private Limited,
Unit: Wipro Limited,
Plot No: 17-24, Vittal Rao Nagar,
Madhapur,
Hyderabad: 500 081.
Tel: +91 40 23420815
Fax: +91 40 23420814
Email id: mahender@karvy.com
Contact person: Mr. V K Jayaraman or Mr. R Mahender Reddy.

Overseas depository for ADSs

JP Morgan Chase Bank
60, Wall Street
New York, NY 10260
Tel: +1 212 648 3208
Fax: +1 212 648 5576

Indian custodian for ADSs

India sub custody
JP Morgan Chase Bank N.A.
6th Floor, Paradigm, B Wing
Behind Toyota Showroom
Mindspace, Malad (W)
Mumbai 400 064
Tel: +91 22 66492588
Fax: +91 22 66492509

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 website, 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.

Shareholders can also send their correspondence to the Company with respect to their shares, dividend, request for annual reports and shareholder grievance and the contact details are provided below:

Mr. V Ramachandran, Company Secretary Wipro Limited Doddakannelli Sarjapur Road Bangalore 560 035	Ph: +91 80 28440011 (Extn. 226185) Fax: +91 80 28440051 Email: ramachandran.venkatesan@wipro.com
Mr. G Kothandaraman, Senior Manager- Secretarial & Compliance Wipro Limited Doddakannelli Sarjapur Road Bangalore 560 035	Ph: +91 80 28440011 (Extn. 226183) Fax: +91 80 28440051 Email: kothandaraman.gopal@wipro.com

Shareholder grievance can also be sent through email to the following designated email id: mailmanager@karvy.com

Analysts can reach our Investor Relations Team for any queries and clarification on Financial/Investor Relations related matters:

Mr. Rajendra Kumar Shreemal Vice President & Corporate Treasurer Wipro Limited Doddakannelli Sarjapur Road Bangalore 560 035	Ph: +91 80 28440011 (Extn 226186) Fax: +91 80 28440051 Email: rajendra.shreemal@wipro.com
Mr R Sridhar CFO & Investor Relations, Americas & Europe Wipro Limited East Brunswick Tower 2 New Jersey US	Ph: +1 650-316-3537 Email : sridhar.ramasubbu@ wipro.com

Description of voting rights

All our shares carry voting rights on a pari-passu basis.

Table 04 Distribution of Shareholding and categories of Shareholders as per Clause 35 of the Listing Agreement as on March 31, 2010

	31-Mar-10				31-Mar-09			
Category	No. of Shareholders	%age of Shares	No. of Shares	% of Total Equity	No. of Shareholders	%age of Shares	No. of Shares	% of Total Equity
0-5000	176,301	98.25	15,084,678	1.03	224,776	98.39	18,553,901	1.27
5001 - 10000	1,233	0.69	4,388,560	0.30	1,554	0.68	5,569,668	0.38
10001 - 20000	719	0.40	5,080,540	0.35	957	0.42	6,752,389	0.46
20001 - 30000	277	0.15	3,397,271	0.23	330	0.14	4,057,428	0.28
30001 - 40000	155	0.09	2,704,847	0.18	161	0.07	2,834,328	0.19
40001 - 50000	76	0.04	1,738,890	0.12	89	0.04	1,997,580	0.14
50001 - 100000	205	0.11	7,108,609	0.48	195	0.09	6,750,762	0.46
100001 and above	472	0.27	1,428,707,794	97.31	394	0.17	1,418,464,690	96.82
Total	**179,438**	**100.00**	**1,468,211,189**	**100.00**	**228,456**	**100.00**	**1,464,980,746**	**100.00**

We have about 4130 shareholders holding one share each of the company.

Table 05 Distribution of shareholding – City-wise as of March 31, 2010

S. No.	City	No. of Shareholders	Percentage	No. of Equity Shares	Percentage
1	AGRA	464	0.26	27,627	0.002
2	AHMEDABAD	6,701	3.73	710,682	0.048
3	AHMEDNAGAR	345	0.19	33,055	0.002
4	AKOLA	249	0.14	38,035	0.003
5	ALLAHABAD	326	0.18	19,690	0.001
6	ALWAYE	204	0.11	29,146	0.002
7	AMBALA CITY	269	0.15	21,571	0.001
8	AMRITSAR	222	0.12	12,921	0.001
9	ANAND	682	0.38	77,675	0.005
10	AURANGABAD	321	0.18	97,657	0.007
11	BANGALORE	17,399	9.70	1,188,751,841	80.966
12	BARRACKPORE	278	0.15	10,940	0.001
13	BELGAUM	334	0.19	16,844	0.001
14	BHARUCH	250	0.14	10,941	0.001
15	BHAVNAGAR	381	0.21	101,403	0.007
16	BHOPAL	630	0.35	47,713	0.003
17	BHUBANESHWAR	373	0.21	26,588	0.002
18	BHUSAWAL	471	0.26	990,656	0.067
19	BURDWAN	413	0.23	24,229	0.002
20	CALCUTTA	6,190	3.45	689,149	0.047
21	CALICUT	351	0.20	33,589	0.002
22	CHANDIGARH	679	0.38	119,705	0.008
23	CHENNAI	8,570	4.78	3,046,576	0.208
24	CHINSURA	468	0.26	22,278	0.002
25	COCHIN	899	0.50	120,664	0.008
26	COIMBATORE	1,094	0.61	98,187	0.007
27	DEHRADUN	323	0.18	23,392	0.002
28	DHARWAD	257	0.14	17,114	0.001
29	DOMBIVALI	1,052	0.59	73,972	0.005
30	ELURU	277	0.15	26,069	0.002
31	ERODE	233	0.13	8,003	0.001
32	FARIDABAD	457	0.25	40,701	0.003

S. No.	City	No. of Shareholders	Percentage	No. of Equity Shares	Percentage
33	FOREIGN ADDRESSES	2,110	1.18	685,770	0.047
34	GANDHI NAGAR	1,121	0.62	65,258	0.004
35	GHAZIABAD	608	0.34	62,107	0.004
36	GODHRA	208	0.12	13,111	0.001
37	GUNTUR	235	0.13	15,952	0.001
38	GURGAON	1,039	0.58	216,720	0.015
39	GUWAHATI	242	0.13	16,457	0.001
40	GWALIOR	261	0.15	11,877	0.001
41	HIMATNAGAR	291	0.16	16,405	0.001
42	HOWRAH	630	0.35	41,888	0.003
43	HUBLI	485	0.27	76,695	0.005
44	HYDERABAD	5,118	2.85	1,228,698	0.084
45	INDORE	874	0.49	72,229	0.005
46	JAIPUR	1,199	0.67	82,361	0.006
47	JALANDHAR	257	0.14	33,508	0.002
48	JALGAON	395	0.22	2,453,873	0.167
49	JAMMU	248	0.14	14,949	0.001
50	JAMNAGAR	424	0.24	26,816	0.002
51	JAMSHEDPUR	445	0.25	58,496	0.004
52	JODHPUR	459	0.26	16,749	0.001
53	KALYAN	793	0.44	196,628	0.013
54	KANPUR	851	0.47	55,005	0.004
55	KARKALA / DAKSHINA KAN	586	0.33	38,454	0.003
56	KOLHAPUR	440	0.25	22,356	0.002
57	LUCKNOW	1,241	0.69	107,426	0.007
58	LUDHIANA	288	0.16	18,217	0.001
59	MADURAI	535	0.30	54,268	0.004
60	MANGALORE	1,346	0.75	148,681	0.010
61	MARGAON	277	0.15	49,079	0.003
62	MEERUT	333	0.19	45,927	0.003
63	MEHSANA	589	0.33	44,829	0.003
64	MUMBAI	38,699	21.57	245,603,305	16.728
65	MYSORE	853	0.48	88,097	0.006
66	NADIAD	399	0.22	31,208	0.002
67	NAGPUR	1,094	0.61	151,846	0.010
68	NASIK	1,279	0.71	97,925	0.007
69	NAVASARI	467	0.26	49,920	0.003
70	NAVI MUMBAI	1,446	0.81	177,744	0.012
71	NEW DELHI	8,672	4.83	1,900,663	0.129
72	NOIDA	961	0.54	124,960	0.009
73	PALGHAT	243	0.14	24,692	0.002
74	PANAJI	512	0.29	65,366	0.004
75	PANVEL	624	0.35	28,729	0.002
76	PARGANAS - KOLKATA	503	0.28	26,852	0.002
77	PATNA	629	0.35	39,499	0.003
78	PONDICHERRY	209	0.12	20,498	0.001
79	PUNE	8,890	4.95	1,614,750	0.110
80	RAJKOT	1026	0.57	126,600	0.009
81	RANCHI	321	0.18	14,535	0.001
82	SALEM	496	0.28	87,400	0.006
83	SATARA	559	0.31	22,772	0.002
84	SHIMOGA	207	0.12	10,824	0.001
85	SOLAPUR	307	0.17	12,476	0.001

S. No.	City	No. of Shareholders	Percentage	No. of Equity Shares	Percentage
86	SURAT	2,892	1.61	11,658,604	0.794
87	THANE	3,575	1.99	443,854	0.030
88	TIRUCHIRAPPALLI	550	0.31	41,659	0.003
89	TIRUVALLA	265	0.15	18,423	0.001
90	TRICHUR	623	0.35	44,265	0.003
91	TRIVANDRUM	829	0.46	68,719	0.005
92	UDAIPUR	336	0.19	22,151	0.002
93	UDUPI	438	0.24	54,417	0.004
94	ULHASNAGAR	212	0.12	9,663	0.001
95	VADODARA	3,349	1.87	456,077	0.031
96	VALSAD	453	0.25	275,595	0.019
97	VARANASI	316	0.18	16,116	0.001
98	VIJAYAWADA	372	0.21	26,801	0.002
99	VISAKHAPATNAM	522	0.29	54,252	0.004
100	OTHERS	21,220	11.83	3,340,530	0.228
	TOTAL	**179,438**	**100.00**	**1,468,211,189**	**100.00**

I a) Shareholding Pattern as of March 31, 2010 under Clause 35 of the Listing Agreement

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a Percentage
(A)	**Shareholding of Promoter and Promoter Group**							
(1)	**Indian**							
(a)	Individuals/Hindu Undivided Family	4	57,407,660	57,088,460	3.98	3.91	Nil	Nil
(b)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corporate (Promoter in his capacity as Director of Private Limited/ Section 25 Companies)*	4	134,643,800	134,643,800	9.32	9.17		
(d)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other -- Partnership firms (Promoter in his capacity as partner of Partnership firms)	3	975,520,800	975,520,800	67.56	66.44		
	Sub-Total (A)(1)	**11**	**1,167,572,260**	**1,167,253,060**	**80.86**	**79.52**	**Nil**	**Nil**
(2)	**Foreign**							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	Nil	Nil	Nil	Nil	Nil		
(b)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil		
(c)	**Institutions**	Nil	Nil	Nil	Nil	Nil		
(d)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil		
	Sub-Total (A)(2)	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**		

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a Percentage
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	11	1,167,572,260	1,167,253,060	80.86	79.52	Nil	Nil
(B)	Public Shareholding						NA	NA
(1)	Institutions						NA	NA
(a)	Mutual Funds/ UTI	115	9,252,865	9,25,2865	0.64	0.63		
(b)	Financial Institutions/ Banks	17	518,075	518,075	0.04	0.04		
(c)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil			
(d)	Venture Capital Funds	Nil	Nil	Nil	Nil			
(e)	Insurance Companies	1	15,261,863	15,261,863	1.06	1.04		
(f)	Foreign Institutional Investors (exclusive of ADR)	332	106,109,353	106,109,353	7.35	7.23		
(g)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil			
(h)	Any Other (specify)	Nil	Nil	Nil	Nil			
	Sub-Total (B)(1)	**465**	**131,142,156**	**131,142,156**	**9.08**	**8.93**		
(2)	Non-institutions						NA	NA
(a)	Bodies Corporate	1745	41,060,212	30,615,910	2.84	2.88		
(b)	Individuals							
(c)	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	173617	32,910,889	31,618,350	2.28	2.24		
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	189	47,708,264	28,966,384	3.30	3.25		
	Any Other (specify)							
	(i) Non resident Indians	3228	131,90,708	2,856,908	0.91	0.90		
	(ii) Trusts **							
	(a) Wipro Inc Benefit Trust	1	968,803	-	0.07	0.07		
	(b) Other Trust	20	7,973,568	7,973,568	0.55	0.54		
	(iii) Non-Executive Directors and Executive Directors & Relatives***	6	161,218	161,218	0.01	0.01		
	(iv) Clearing Members	147	1,325,499	1,325,499	0.09	0.09		
	(v) Foreign Nationals	8	1,3542	1,3542	0.06	0.00		
	Sub-Total (B)(2)	**178,961**	**145,312,703**	**103,531,379**	**10.06**	**9.99**		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	179,426	276,454,859	234,673,535	19.14	18.83	NA	NA
	TOTAL (A)+(B)	**179437**	**1,444,027,119**	**1,401,926,595**	**100.00**	**98.35**	**Nil**	**Nil**
(C)	Shares held by Custodians and against which Depository Receipts have been issued	1	24,184,070	24,184,070	1.67	1.65	NA	NA
	GRAND TOTAL (A)+(B)+(C)	**179,438**	**1,468,211,189**	**1,426,110,665**		**100**	**Nil**	**Nil**

I)(b) Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"				
Sr. No.	**Name of the shareholder**	**Number of shares**	**Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (A)(1) above}**	**Shares Pledged or otherwise encumbered**
(I)	(II)	(III)	(IV)	Number (V)
1	Azim H Premji	56,043,060	3.82	Nil
2	Yasmeen A Premji	637,600	0.04	Nil
3	Rishad Azim Premji	568,000	0.04	Nil
4	Tariq Azim Premji	159,000	0.01	Nil
5	Mr Azim H Premji partner representing Hasham Traders	326,259,000	22.22	Nil
6	Mr Azim H Premji partner representing Prazim Traders	325,017,000	22.14	Nil
7	Mr Azim H Premji partner representing Zash Traders	324,244,800	22.08	Nil
8	Regal Investment & Trading Company Pvt. Ltd.	51,014,200	3.47	Nil
9	Vidya Investment & Trading Company Pvt. Ltd.	38,860,600	2.65	Nil
10	Napean Trading & Investment Company Pvt. Ltd.	38,263,000	2.61	Nil
11	Azim Premji Foundation (I) Pvt. Ltd.	6,506,000	0.44	Nil
TOTAL		**1,167,572,260**	**79.52**	**Nil**

(I)(c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares				
Sr. No.	**Name of the shareholder**	**Number of shares**	**Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}**	
1	Life Insurance Corporation of India	15,261,863	1.04%	
TOTAL		**15,261,863**	**1.04%**	

(I)(d) Statement showing details of locked-in shares				
Sr. No.	**Name of the shareholder**	**Category of Shareholders (Promoters / Public)**	**Number of locked-in shares**	**Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}**
1	Wipro Inc Benefit Trust (held through trustees for sole beneficiary of Wipro, Inc)	Public	242,201	0.017
TOTAL			**242,201**	**0.017**

(II)(a) Statement showing details of Depository Receipts (DRs)				
Sr. No.	**Type of outstanding DR (ADRs, GDRs, SDRs, etc.)**	**Number of outstanding DRs**	**Number of shares underlying outstanding DRs**	**Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}**
1	American Depository Recepits (Depository - JP Morgan Chase Bank)	24,184,070	24,184,070	1.65
TOTAL		**24,184,070**	**24,184,070**	**1.65**

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares					
Sr. No.	**Name of the DR Holder**	**Type of outstanding DR (ADRs, GDRs, SDRs, etc.)**	**Number of outstanding DRs**	**Number of shares underlying outstanding DRs**	**Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}**
1	Nil	Nil	Nil	Nil	Nil

* Out of 134,643,800 equity shares shown under I(A)(c), 6,506,000 equity shares are held by Azim Premji Foundation (I) Pvt. Ltd.
Mr. Premji is also the Promoter Director of Azim Premji Foundation (I) Pvt. Ltd. These shares are included under "Promoter category".
** Out of 8,942,371 shares held by other Trusts, 968,803 equity shares are held by Wipro Equity Reward Trust.
***The shareholding comprises of 24,000 shares held by 3 Non-Executive Directors & relatives and 137,218 shares held by 3 Executive Directors and relatives.
These directors not being Promoter Directors and in as much as they do not exercise any significant control over the company, they are classified under "Any Other" category.
Note : "Promoter shareholding" and "Promoter Group" and "Public shareholding" as per Clause 40A of the Listing Agreement as on March 31, 2010 .

The details of outstanding employee stock options as on March 31, 2010 are provided in Annexure A to the Director's Report, as per SEBI (ESOP & ESPP) Guidelines, 1999 as amended from time to time.

Dematerialization of shares and liquidity

About 97% of outstanding equity has been dematerialized upto March 31, 2010,

Table 06 List of top Ten shareholders of the Company as at March 31, 2010

Sl. No.	Name of the shareholder	No. of shares	%
1	Mr. Azim Hasham Premji Partner Representing Hasham Traders	326,259,000	22.22
2	Mr. Azim Hasham Premji Partner Representing Prazim Traders	325,017,000	22.14
3	Mr. Azim Hasham Premji Partner Representing Zash Traders	324,244,800	22.08
4	Azim H Premji	*57,407,660	3.91
5	Regal Investment & Trading Company Private Limited	51,014,200	3.47
6	Vidya Investment & Trading Company Pvt. Ltd.	38,860,600	2.65
7	Napean Trading & Investment Company Pvt. Ltd.	38,263,000	2.61
8	JP Morgan Chase Bank as overseas depository for ADR holders	24,184,070	1.65
9	Life Insurance Corporation of India	15,261,863	1.04
10	Maskati Investment Pvt. Ltd.	10,416,000	0.70

* Includes shares held jointly with relatives.

SECOND LAYER: GOVERNANCE BY THE BOARD OF DIRECTORS

As on March 31, 2010, we had seven non-executive Directors, four executive Directors of which one executive Director is also the Chairman of our Board. All the seven non-executive directors are independent directors i.e. independent of management and free from any business or other relationship that could materially influence their judgment. All the independent directors satisfy the criteria of independence as defined under listing agreement with Indian Stock Exchanges and New York Stock Exchange Corporate Governance standards. The profile of our Directors are given below as of March 31, 2010.

Azim H. Premji has served as our Chief Executive Officer, Chairman and Managing Director (Designated as Chairman) since September 1968. Mr. Premji holds a Bachelor of Science degree in Electrical Engineering from Stanford University, U.S.A.

Dr. Ashok Ganguly has served as a Director on our Board since 1999. He is the Chairman of our Board Governance & Nomination Committee and Compensation Committee. He is currently the Chairman of First Source Solutions Limited and ABP Pvt. Ltd. (Ananda Bazar Patrika Group). Dr. Ganguly also currently serves as a non-executive Director of Mahindra & Mahindra Limited, Tata AIG Life Insurance Co. Ltd., Hemogenomics Pvt. Ltd., The Blackstone Group(Advisory), Dr. Reddy Laboratories Limited, and Director on the Advisory Board of Microsoft Corporation (India) Pvt. Ltd. Dr. Ganguly is also the Chairman of the Compensation and Board Governance Committee, Investors/Shareholders Grievances Committee of First Source Solutions Limited. He is also chairman of Research and Development Committee of Mahindra and Mahindra Ltd and Remuneration Committee of Tata AIG Life Insurance Company Limited. He is a member of the Prime Minister's Council on Trade and Industry and the India-USA CEO Council, set up by the Prime Minister of India and the President of the USA. Dr. Ganguly is a Rajya Sabha Member. He is a former member of the Board of British Airways Plc (1996-2005) and Unilever Plc/NV (1990-97); Dr Ganguly was formerly Chairman of Hindustan Unilever Limited (1980-90). Dr. Ganguly was on the Central Board of Directors of the Reserve Bank of India (2000-2009). In 2006, Dr. Ganguly was awarded the CBE (Hon) by the United Kingdom. In 2008, Dr. Ganguly received the Economic Times Lifetime Achievement Award and, more recently, he was the recipient of the Padma Vibhushan, India's second highest civilian award during the year 2008-09.

B.C. Prabhakar has served as a Director on our Board since February 1997. He has been a practicing lawyer since April 1970. Mr. Prabhakar holds a B.A. in Political Science and Sociology and a BL. from Mysore University, India. Mr. B. C. Prabhakar serves as a non-executive Director of Automotive Axles Limited and 3M India Limited. He is also a member of the Audit, Risk and Compliance Committee and Chairman of the Administrative and Shareholder / Investor Grievances Committee.

Dr. Jagdish N. Sheth has served as a Director on our Board since January 1999. He has been a professor at Emory University since July 1991. Dr. Sheth is also on the Boards of Innovolt Inc and Safari Industries Ltd. Dr. Sheth holds a B. Com (Honors.) from Madras University, a M.B.A. and a Ph.D in Behavioral Sciences from the University of Pittsburgh, U.S.A.

Narayanan Vaghul has served as a Director on our Board since June 1997. He is the Chairman of our Audit, Risk and Compliance Committee, member of the Board Governance & Nomination Committee and member of the Compensation Committee. He was the Chairman of the Board of ICICI Bank Limited from September 1985 till April 2009. Mr. Vaghul is also on the Boards of Mahindra and Mahindra Ltd., Mahindra World City Developers Limited, Piramal Healthcare Limited, and Apollo Hospitals Enterprise Limited. Mr. Vaghul is the Chairman of the Compensation Committee of Mahindra and Mahindra Limited and Nicholas Piramal India Limited. Mr. N Vaghul is also the member of the Audit Committee in Nicholas Piramal India Limited. Mr. N. Vaghul is also the lead independent Director of our Company. Mr. Vaghul holds Bachelor (Honors.) degree in Commerce from Madras University, Mr Vaghul was the recipient of the Padma Bhushan, India's third highest civilian award during the year 2009-10. Mr. Vaghul also received the Economic Times Lifetime Achievement Award.

Priya Mohan Sinha became a Director of our company on January 1, 2002. He is a member of our Audit, Risk and Compliance Committee, Board Governance & Nomination Committee and Compensation Committee. He has served as the Chairman of PepsiCo India Holdings Limited and President of Pepsi Foods Limited since July 1992. From October 1981 to November 1992, he was on the Executive Board of Directors of Hindustan Lever

Limited (currently Hindustan Unilever Limited). From 1981 to 1985 he also served as Sales Director of Hindustan Lever Limited (currently Hindustan Unilever Limited). Currently, he is also on the Boards Bata India Limited, Lafarge India Pvt. Limited. He was also the Chairman of Reckett Coleman India Limited and Chairman of Stephan Chemicals India Limited. Mr. Sinha holds a Bachelor of Arts from Patna University and he has also attended Advanced Management Program in the Sloan School of Management, Massachusetts Institute of Technology. Mr. Sinha is also the Chairman of the Nomination, Governance and Compensation Committee of Bata India Limited. Mr. Sinha is also on the Advisory Board of Rieter India.

William Arthur Owens has served as a Director on our Board since July 1, 2006. He is also a member of Board Governance and Nomination Committee. He has held senior leadership positions at large multinational corporations. From April 2004 to November 2005, Mr. Owens served as Chief Executive Officer and Vice Chairman of the Board of Directors of Nortel Networks Corporation, a networking communications company. From August 1998 to April 2004, Mr. Owens served as Chairman of the Board of Directors and Chief Executive Officer of Teledesic LLC, a satellite communications company. From June 1996 to August 1998, Mr. Owens served as President, Chief Operating Officer and Vice Chairman of the Board of Directors of Science Applications International Corporation (SAIC), a research and engineering firm. Presently, Mr. Owens serves as a member of the Board of Directors of Polycom Inc, Intelius and Chairman of Century Link Inc, a media communications company. Mr. Owens holds a M.B.A. (Honors.) degree from George Washington University, a B.S. in Mathematics from the U.S. Naval Academy and a B.A. and M.A. in Politics, Philosophy and Economics from Oxford University.

Suresh C. Senapaty has served as our Chief Financial Officer and Executive Director since April 2008 and served with us in other positions since April 1980. He is a member of the Administrative/Shareholders & Investor Grievance Committee. Mr. Senapaty holds a B. Com. from Utkal University in India, and is a Fellow Member of the Institute of Chartered Accountants of India. Mr. Senapaty is on the Boards of the following Indian subsidiary companies: Wipro Trademarks Holding Limited, Wipro Chandrika Limited, Wipro Travel Services Limited, Cygnus Negri Investments Private Limited, Wipro Technology Services Limited, Wipro Consumer Care Limited and Wipro GE Healthcare Private Limited. Mr. Senapaty is also the Chairman of the Audit Committee of Wipro Technology Services Limited. He is also a director on some of our overseas subsidiary companies.

Suresh Vaswani has served as our Joint CEO (IT Business) and Executive Director since April 2008 and served with us in other positions since 1985. He is a member of our Administrative/ Shareholders & Investor Grievance Committee. Mr. Vaswani holds a Bachelor of Technology, or B.Tech. from the Indian Institute of Technology, or IIT, Kharagpur, India and a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad, India. He is also a director on the Board of a few of our overseas subsidiary companies.

Girish S Paranjpe has served as our Joint CEO (IT Business) and Executive Director since April 2008 and served with us in other positions since 1990. Mr. Paranjpe holds a B.Com. from Bombay University, India and is a Fellow Member of Institute of Chartered Accountants of India and Institute of Cost and Works Accountants of India. He is also a director on the Board of a few of our overseas subsidiary companies.

Dr. Henning Kagermann became an Additional Director of the Company on October 27, 2009. He has served as Chief Executive Officer of SAP AG till 2009. He has been a member of SAP Executive Board since 1991. He is also President of Acatech (German Academy of Science and Technology) and currently a member of supervisory boards of Deutsche Bank AG, Munich Re, Deutsche Post and BMW Group in Germany. Dr. Henning Kagermann is extra-ordinary professor for Theoretical Physics at the Technical University Braunschweig, Germany and has received honorary doctorate from the university of Magdeburg, Germany.

All our directors inform the Board every year about the Board membership and Board Committee membership they occupy in other companies including Chairmanships in Board/Committees of such companies. They notify us of any change as and when they take place and these disclosures are placed at the board meeting.

Information flow to the Board Members

We present our annual Strategic Plan and Operating Plans of our businesses to the Board for their review, inputs and approval. Likewise, our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board of Directors for their approval. In addition specific cases of acquisitions, important managerial decisions, material positive/negative developments and statutory matters are presented to the Board and Committees for their approval.

As a system, in most cases information to directors is submitted along with the agenda papers well in advance of the Board meeting. Recently, we have started the practice of review mechanism of Board Papers by the Chairman of Board Governance and Nomination Committee before it is sent to Board Members. In some instances documents are tabled during the course of the Board meetings or the appropriate Committees of the Board.

We schedule meetings of our business heads and functional heads with the Directors prior to the Board meeting dates. These meetings facilitate Directors to provide their inputs and suggestions on various strategic and operational matters directly to the business and functional heads. Meeting with directors enthuse and motivate our business leaders.

Board Meetings

We decide on the board meeting dates in consultation with Board Governance & Nomination Committee and all our directors, considering the practices of earlier years. Once approved by the Board Governance & Nomination Committee, the schedule of the Board meeting and Board Committee meetings is communicated in advance to the Directors to enable them to schedule their meetings.

Our Board met four times in the financial year 2009-10, on April 21-22, July 21-22, October 26-27 and January 18-20, 2010.

Our Board meetings are normally scheduled for two days.

Post-meeting follow-up system

After the board meetings, we have a formal system of follow up, review and reporting on actions taken by the management on the decisions of the Board and sub-committees of the Board.

Disclosure of materially significant related party transactions

During the year 2009-10, no transactions of material nature had been entered into by the Company with the Management or their relatives that may have a potential conflict with interest of the Company. None of the Non-Executive Directors have any pecuniary material relationship or transactions with the Company for the year ended March 31, 2010, and have given undertakings to that effect.

Details of transactions of a material nature with any of the related parties (including transactions where Directors may have a pecuniary interest) as specified in Accounting Standard 18 of the Companies (Accounting Standards) Rules, 2006, have been reported in the Notes to the Accounts and they are not in conflict with the interest of the Company at large.

Register under Section 301 of the Companies Act, 1956 is maintained and particulars of transactions covered by this section are entered in the Register, wherever applicable.

Such transactions are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with the requirements of the Stock Exchange or SEBI on matters related to Capital Markets, as applicable.

Whistle Blower policy and affirmation that no personnel has been denied access to the Audit, Risk & Compliance Committee

The Company has adopted an Ombuds process which is a channel for receiving and redressing of employees' complaints. The details are provided in the section titled compliance with non-mandatory requirements of this report. No personnel of the Company was denied access to the Audit/Risk & Compliance Committee.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

Your Company has complied with all the mandatory requirements of the Clause 49 of the Listing Agreement. The details of these compliances have been given in the relevant sections of this Report. The status on compliance with the Non-mandatory requirements are given at the end of the Report. Report on the status of compliance with the Voluntary Corporate Governance Guidelines and Corporate Social Responsibility issued by Ministry of Corporate Affairs, Government of India, is also provided elsewhere in this report.

Lead Independent Director

The Board of Directors of the Company have designated Mr. N Vaghul as the Lead Independent Director. The role of the Lead Independent Director is described in the Corporate Governance guidelines of your Company.

Particulars of directors proposed for re-appointment

Mr. N Vaghul, Dr. Ashok Ganguly and Mr. P M Sinha, Directors, retire by rotation and being eligible offer themselves for re-appointment at this Annual General Meeting. The Board of Directors have recommended their re-appointment for consideration of the Shareholders.

Brief resume of the Directors proposed for re-appointment at the ensuing Annual General Meeting is provided as an Annexure to the Notice convening the Annual General Meeting.

Particulars of director proposed for appointment

Dr. Henning Kagermann was appointed as an Additional Director of the Company in accordance with Section 260 of the Companies Act, 1956 by the Board of Directors with effect from October 27, 2009. The Additional Director would hold office till the date of the Annual General Meeting of the Company scheduled to be held on July 22, 2010. The requisite notices together with necessary deposit have been received from members pursuant to Section 257 of the Companies Act, 1956 proposing the election of Dr. Henning Kagermann.

Mr. Shyam Saran, Former Foreign Secretary, Government of India was appointed as an Additional Director of the Company in accordance with Section 260 of the Companies Act, 1956 by the Board of Directors with effect from July 1, 2010. The Additional Director would hold office till the date of the Annual General Meeting of the Company scheduled to be held on July 22, 2010. The requisite notices together with necessary deposit have been received from a member pursuant to Section 257 of the Companies Act, 1956 proposing the election of Mr. Shyam Saran.

Remuneration Policy and criteria of making payments Directors

Compensation Committee recommends the remuneration, including the commission based on the net profits of the Company for the Chairman and Managing Director and Executive Directors. This is then approved by the Board and shareholders. Prior approval of shareholders is obtained in case of remuneration to Non-Executive Directors.

The remuneration paid to Chairman and Managing Director and Executive Directors is determined keeping in view the industry benchmark, the relative performance of the Company to the industry performance, and macro economic review on remuneration packages of CEOs of other organizations. Perquisites and retirement benefits are paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals / Business Executives. Independent Non-Executive Directors receive sitting fees for attending the meeting of the

Board and Board Committees and commission as approved by the Board and shareholders. This remuneration approved by the Board subject to the condition that cumulatively it shall not exceed 1% of the net profits of the Company for all Independent Non-Executive Directors in aggregate for one financial year, subject to an individual limit for each of the Non-Executive Directors.

The remuneration by way of commission paid to the Independent Non-Executive directors is determined periodically & reviewed based on the industry benchmarks.

Details of Remuneration to all Directors

Table 07 provides the remuneration paid to the Directors for the services rendered during the financial year 2009-10.

No stock options were granted to any of the Directors during the financial year 2009-10.

Table 07: Directors remuneration paid and grant of stock options during the financial year 2009-10 *(Rs)*

	Azim H Premji	N Vaghul	B C Prabhakar	Dr Jagdish N Sheth	Dr Ashok S Ganguly	P M Sinha	Bill Owens	Suresh C Senapaty	Girish S Paranjape	Suresh Vaswani	Henning Kagermann
Relationship with directors	None	None	None	None	None	None	None	None	None	None	None
Salary	3,000,000	-	-	-	-	-	-	3,600,000	3,963,200	4,216,400	
Allowances	1,310,184	-	-	-	-	-	-	5,497,841	6,717,467	7,348,158	
Commission/ Incentives	65,148,096	22,00,000	1,200,000	100,000*	2,000,000	1,800,000	125,000*	7,102,973	7,864,564	8,361,448	53,852*
Other annual compensation	4,734,584	-	-	-	-	-	-	11,495,532	685,286	7,755,755	
Deferred benefits	4,504,061	-	-	-	-	-	-	1,739,160	1,914,226	1,946,290	
Stock options granted during the year	-	-	-	-	-	-	-	-		-	
Sitting fees	-	280,000	240,000	80,000	180,000	260,000	80,000	-	-	-	40,000
Notice period for Excutive Directors	Upto 6 Months							Upto 6 Months	Upto 6 Months	Upto 6 Months	

* Figures mentioned in $ – as amounts payable in $.

Table 08 Key Information pertaining to directors as on March 31, 2010

	Azim H Premji	N Vaghul	B C Prabhakar	Dr Jagdish N Sheth	Dr Ashok S Ganguly	P M Sinha	Bill Owens	Suresh C Senapaty	Girish S Paranjape	Suresh Vaswani	Henning Kagermann
Category	**Promoter Director**	**Independent Non-Executive Director**	**Independent Non-Executive Director**	**Independent Non-Executive Director**	**Independent Non-Executive Director**	**Independent Non-Executive Director**	**Independent Non-Executive Director**	**Executive Director**	**Executive Director**	**Executive Director**	**Independent Non-Executive Director**
Date of appointment	01.09.1968	09.06.1997	20.02.1997	01.01.1999	01.01.1999	01.01.2002	01.07.2006	18.04.2008	18.04.2008	18.04.2008	27.10.2009
Directorship in other companies *	14	5	2	1	8	2	-	7	-	-	-
Chairmanship in Committees of Board of other companies *	-	2	-	-	3	2	-	1	-	-	-
Membership in Committees of Board of other companies *	-	3	3	1	1	1	-	-	-	-	-
No. of Board meetings attended	4	4	4	4	4	4	3**	4	4	4	2
Attendance at the last AGM held on July 21, 2009	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes	NA
Number of shares held as on March 31, 2010@	57,407,660	-	3,000	-	1,000	20,000	-	78,050	12,000	47,168	-
Director Identification number	00234280	00002014	00040052	00332717	00010812	00035257	00422976	00018711	02172725	02176528	02449128

* This does not include foreign companies and companies under Section 25 of the Companies Act, 1956 but includes private companies.

* None of the Directors of our Company were members in more than 10 committees nor acted as chairman of more than five committees across all companies in which they were Directors. The Committee membership and committee Chairmanship shown above includes Audit Committee, Compensation Committee, Board Governance/ Nomination Committee and Shareholders and Investor Grievance Committee.

** One meeting attended over telephone (not included in three above).

@ Includes Shares held jointly with immediate family members.

THIRD LAYER: GOVERNANCE BY THE SUB-COMMITTEE OF THE BOARD OF DIRECTORS

Our Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board either for information or approval.

We have four sub-committees of the Board as at March 31, 2010.

1. Audit/Risk and Compliance Committee
2. Board Governance and Nomination Committee
3. Compensation Committee
4. Administrative/Shareholders' Grievance Committee

Audit/Risk and Compliance Committee

The Audit/Risk and Compliance Committee of the Board of Directors, which was formed in 1987, reviews, acts on and reports to our Board of Directors with respect to various auditing and accounting matters, This Committee was renamed as Audit/Risk and Compliance Committee with effect from April 22, 2009. The primarily responsibilities for inter-alia, are:

- Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders
- Compliance with legal and statutory requirements
- Integrity of the Company's financial statements, discussing with the independent auditors the scope of the annual audits, and fees to be paid to the independent auditors
- Performance of the Company's Internal Audit function, Independent Auditors and accounting practices
- Review of related party transactions, functioning of Whistle Blower mechanism, and
- Implementation of the applicable provisions of the Sarbanes Oxley Act 2002 including review on the progress of internal control mechanism to prepare for certification under Section 404 of the Sarbanes Oxley Act 2002.

The Chairman of the Audit/Risk and Compliance Committee is present at the Annual General Meeting. The detailed charter of the Committee is posted at our website and available at www.wipro.com/corporate/investors/corporate-governance.htm.

All members of our Audit/Risk and Compliance Committee are independent non-executive directors and financially literate. The Chairman of our Audit/Risk and Compliance Committee has the accounting or related financial management expertise.

Statutory Auditors as well as Internal Auditors always have independent meetings with the Audit/Risk and Compliance Committee and also participate in the Audit/Risk and Compliance Committee meetings.

Our CFO & Executive Director and other Corporate Officers make periodic presentations to the Audit/Risk and Compliance Committee on various issues.

The Audit/Risk and Compliance Committee is comprised of the following three non-executive directors:

Mr. N Vaghul – Chairman
Mr. P M Sinha and Mr. B C Prabhakar – Members

Audit/Risk and Compliance Committee met seven times during the financial year on – April 20, May 15, July 20, October 16, 2009, January 17-18, February 1, 2010 and February 22, 2010. Audit/Risk and Compliance Committee of May 15, 2009 and February 1, 2010 were over telephone.

The composition of the Audit/Risk and Compliance Committee and their attendance are given in Table 09.

Table 09

Name	Position	Number of meetings attended
N Vaghul**	Chairman	5
P M Sinha*	Member	4
B C Prabhakar**	Member	5

* Attended 3 meetings over phone
** Attended 2 meetings over phone

Board Governance and Nomination Committee

In April, 2009 the Board Governance and Compensation Committee was split into two separate committees and reconstituted as

(a) Board Governance and Nomination Committee

(b) Compensation Committee

After this reconstitution, the members of the Board Governance and Nomination Committee are as follows:

Dr. Ashok Ganguly – Chairman

Mr. N. Vaghul, Mr. P. M. Sinha and Mr. Bill Owens – Members.

All members of the Board Governance and Nomination Committee are independent non-executive directors.

The primary responsibilities of the Board Governance and Nomination Committee are:

- Develop and recommend to the Board Corporate Governance Guidelines applicable to the Company.
- Evaluation of the Board on a continuing basis including an assessment of the effectiveness of the full board, operations of the Board Committees and Contributions of Individual directors.
- Lay down policies and procedures to assess the requirements for inclusion of new members on the Board.
- Implementing policies and processes relating to corporate governance principles.
- Ensuring that appropriate procedures are in place to access Board membership needs and Board effectiveness.
- Reviewing the Company's policies that relate to matters of corporate social responsibility, including public issues of significance to the company and its stakeholders.
- Formulating the disclosure Policy, its review and approval of disclosure.

The Board Governance and Nomination Committee of the Board met four times on – April 20, July 20, October 21, and January 19, 2010, during the financial year 2009-10.

The meeting held on October 21, 2009 was over telephone.

Table 10 provides the composition and attendance of the Board Governance and Nomination Committee.

Name	Position	Number of meetings attended
Dr. Ashok S Ganguly	Chairman	4
P M Sinha	Member	4
N Vaghul	Member	4
Bill Owens	Member	2

The detailed charter of this Committee is posted on our website and available atwww.wipro.com/corporate/investors/corporate-governance.htm.

Compensation Committee

Our Executive Vice President-Human Resources makes periodic presentations to the Compensation Committee on compensation reviews and performance linked compensation.

The members of the Compensation Committee are as follows:

Dr. Ashok Ganguly – Chairman

Mr. N Vaghul and Mr. P M Sinha – Members.

All members of the Compensation Committee are independent non-executive directors. This Committee of the Board met four times on – April 20, July 20, October 21, and January 19, 2010, during the financial year 2009-10.

The meeting held on October 21, 2009 was over telephone.

Table 11 provides the composition and attendance of the Compensation Committee.

The members of the Compensation Committee are as under:

Name	Position	Number of meetings attended
Dr. Ashok S Ganguly	Chairman	4
P M Sinha	Member	4
N Vaghul	Member	4

The primary responsibilites of the Compensation Committee, inter-alia:

- Determine and approve salaries, benefits and stock options grants and other compensation plans, policies and programs of senior Management employees and Directors of our Company.

The detailed charter of this Committee is posted on our website and available atwww.wipro.com/corporate/investors/corporate-governance.htm.

Administrative/Shareholders & Investors Grievance Committee:

The members of the Committee are as under:

Mr. B C Prabhakar – Chairman
Mr. Suresh C Senapaty – Member
Mr. Suresh Vaswani - Member

The Shareholders' / Investors' Grievance & Administrative Committee is responsible for resolving investor's complaints pertaining to share transfers, non-receipt of annual reports, Dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints.

In addition to above, this Committee is also empowered to oversee administrative matters like opening / closure of Company's Bank accounts, grant and revocation of general, specific and banking powers of attorney, consider and approve allotment of equity shares pursuant to exercise of stock options, setting up branch offices and other administrative matters as delegated by Board from time to time, etc.

The Chairman of the Committee is an independent non-executive director.

The Administrative and Shareholders Grievance Committee met four times in the financial year on – April 20, July 20, October 16, 2009 and January 19, 2010. In addition, the Shareholders Grievance Committee, once in 15 days, reviews the redressal of shareholders and investor complaints/queries.

Table 12 provides the composition and attendance of the Shareholders / Investors Grievance Committee.

Name	Position	Number of meetings attended
B C Prabhakar	Chairman	4
Suresh C Senapaty	Member	4
Suresh Vaswani	Member	4

Table 13 The status on the shareholder queries and complaints the Company received during the financial year, and Company's response to the complaints and the current status of pending queries is given below.

Description	Nature	Received	Replied	Pending
Non-receipt of Securities	Complaint	9	9	0
Non-receipt of annual reports	Complaint	59	59	0
Correction/ Revalidation of Dividend Warrants	Request	361	361	0
SEBI/Stock Exchange Complaints	Complaint	3	3	0
Non-receipt of Dividend Warrant	Complaint	255	255	0
Rectification of Name	Request	1	1	0
Financial Confirmation statement of ADS Holdings	Query	1	1	0
Others	Request	11	11	0
Total		700	700	0

There are certain pending cases relating to dispute over title to shares in some of the cases where the Company has been made a party to the suit. However, these cases are not material in nature.

Mr. V Ramachandran, Company Secretary is our Compliance Officer for the Listing Agreement.

Unclaimed Dividends

Under the Companies Act, 1956, Dividends that are unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund administered by the Central Government.

Table 14 We give below a table providing the dates of declaration of Dividend since 2002-03 as on March 31, 2010 and the corresponding dates when unclaimed dividend are due to be transferred to the central government.

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Unclaimed amount (Rs.) (number to be updated)	Due date for transfer to Investor Education and Protection Fund
2002-2003	July 17, 2003	July 16, 2010	137,605	August 15, 2010
2003-2004	June 11, 2004	June 10, 2011	1,768,427	July 9, 2011
2004-2005	July 21, 2005	July 20, 2012	1,139,885	August 19, 2012
2005-2006	July 18, 2006	July 17, 2013	3,070,580	August 16, 2013
2006-2007 (Interim Dividend)	March 23, 2007	March 22, 2014	2,131,480	April 21, 2014
2006-2007 (Final Dividend)	July 18, 2007	July 17, 2014	1,107,994	August 16, 2014
2007-2008 (Interim Dividend)	October 19, 2007	October 18, 2014	2,657,304	November 17, 2014
2007-2008 (Final Dividend)	July 17, 2008	July 16, 2015	2,707,184	August 15, 2015
2008-2009 (Final Dividend)	July 21, 2009	July 20, 2016	2,223,108	August 19, 2016

Separate letters will be sent to the Shareholders who are yet to encash the Dividend indicating that Dividend yet to be encashed by the concerned shareholder and the amount remaining unpaid will be transferred as per the above dates. Members are requested to utilize this opportunity and get in touch with Company's Registrar and Share Transfer Agent, M/s Karvy Computershare Pvt. Limited, Hyderabad for encashing the unclaimed Dividend standing to the credit of their account.

After completion of seven years as per the above table, no claims shall lie against the said Fund or the Company for the amounts of Dividend so transferred nor shall any payment be made in respect of such claims.

Secretarial Audit

A qualified practicing Company Secretary has carried out secretarial audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate total number of shares in physical form, shares allotted & advised for demat credit but pending execution and the total number of dematerialized shares held with NSDL and CDSL.

Compliance

The certificate obtained from V Sreedharan & Associates, Company Secretaries is given at page no. 84 of the Annual Report.

Subsidiary Monitoring Framework

All the subsidiary companies of the Company are Board managed with their Boards having the rights and obligations to manage these companies in the best interest of their stakeholders. The Company nominates its representatives on the Board of subsidiary companies and monitors performance of such companies, inter alia, by;

a. Reviewing the Financial statements, in particular the investment made by the unlisted subsidiary companies, statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies forming part of the financials being reviewed by the Audit Committee of your Company on a quarterly basis.

b. Reviewing the Minutes of the meetings of the unlisted subsidiary companies, are placed before the Company's Board regularly.

FOURTH LAYER: GOVERNANCE OF THE MANAGEMENT PROCESS

Corporate Executive Council of the Company (CEC)

The day-to-day management is vested with the CEC of the Company comprising of Business and Functional heads who work under the overall superintendence and control of the Board. The CEC is headed by the Chairman, Mr. Azim H Premji.

The list of CEC members is given below:

- Azim H Premji, Chairman and Managing Director
- Suresh Senapaty, CFO and Executive Director
- Suresh Vaswani, Joint CEO IT Business and Director
- Girish Paranjpe, Joint CEO IT Business and Director
- Vineet Agrawal, President, Wipro Consumer Care and Lighting
- Anurag Behar, Chief Executive, Wipro Infrastructure Engineering
- Pratik Kumar, Executive Vice President-HR, Brand & Corporate Communications
- T K Kurien, President, Global Programmes, Consulting Practice & New Initiatives

- S Deb, Chief Global Delivery Officer, Wipro Technologies
- Martha Bejar, President, Global Sales & Operations, Wipro Technologies

Code of Business Conduct and Ethics

In 1983, we articulated 'Wipro Beliefs' consisting of six statements. At the core of beliefs was integrity articulated as

- Our individual and Company relationship should be governed by the highest standard of conduct and integrity.

Over years, this articulation has evolved in form but remained constant in substance. Today we articulate it as Code of Business Conduct and Ethics.

In our company, the Board of Directors and all employees have a responsibility to understand and follow the Code of Business Conduct. All employees are expected to perform their work with honesty and integrity. Wipro's Code of Business Conduct reflects general principles to guide employees in making ethical decisions. This code is also applicable to our representatives. The Code outlines fundamental ethical considerations as well as specific considerations that need to be maintained for professional conduct. This Code has been displayed on the Company's website. www.wipro.com/investors.

Further, compliance to Code of Business Conduct and Ethics (COBC) is monitored through:

a. Our employees are annually required to go through the training and awareness modules created on COBC and understand the principles of each of the Policies briefed under COBC.

b. Randomly selected employees are tested on the compliance effectiveness of the Policies covered under COBC; this primarily enables the Company to analyze the gaps and create training/awareness modules to address the same.

c. Annually group discussions are held with select employees to understand the grey areas in compliance to further refine the code.

The Chairman has affirmed to the Board of Directors that this Code of Business Conduct and Ethics has been complied by the Board members and Senior Management.

Ombudsmen process

We have adopted an Ombudsmen process which is the channel for receiving and redressing employees' complaints. Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct and Ethics, to management (on an anonymous basis, if employees so desire).

Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the investigation. No individual in the Company has been denied access to the Audit/Risk and Compliance Committee or its Chairman.

Mechanism followed under Ombudsmen process is appropriately communicated within the Company across all levels and has been displayed on Wipro's intranet and on Wipro's website at www.wipro.com

The Audit/Risk and Compliance Committee periodically reviews the functioning of this mechanism.

Compliance Committee

We have a Compliance Committee which considers matters relating to Wipro's Code of Business Conduct, Ombuds process, Code for Prevention of Insider Trading and other applicable statutory matters. The Compliance Committee consists of Chairman, CFO and Executive Director, Executive Vice President-Human Resources, Sr. Vice President-Legal and General Counsel, Chief Risk Officer & Corporate Ombuds Person and Sr. Vice President-Internal Audit. During the financial year 2009-10, the Compliance Committee met four times and submitted reports to the Audit Committee for its review and consideration.

Compliance with adoption of mandatory requirements

Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

Non Compliance on matters related to capital markets

Your Company has complied with the requirements of the Stock Exchange or SEBI on matters related to Capital Markets, as applicable.

Compliance report on Non-mandatory requirements under Clause 49

1. The Board – Chairman's Office

The Chairman of Wipro is an Executive Director and this provision is not applicable to Wipro. Some of our independent directors have completed a tenure exceeding a period of nine years on the Board of Directors of the Company.

2. Remuneration Committee

The Board of Directors constituted a Compensation Committee, which is entirely composed of independent directors. The Committee also discharges the duties and responsibilities as described under non-mandatory requirements of Clause 49. The details of the Compensation Committee and its powers have been discussed in this section of the Annual Report.

3. Shareholders rights

We display our quarterly and half yearly results on our website, www.wipro.com and also publish our results in widely circulated newspapers. We did not send half yearly results to each household of the shareholders in the financial year 2009-10.

4. Audit Qualifications

The Auditors have issued an unqualified Audit Report on the statutory financial statements of the Company.

5. Training of Board Members

The board of directors is responsible for supervision of the Company. To achieve this, board undertakes periodic review of various matters including business wise performance, risk management, borrowings, internal audit/external audit reports etc. In order to enable the directors to fulfill the governance role, comprehensive presentations are made on the various businesses, business models, risk minimization procedures and new initiatives of the Company. Changes in domestic/overseas corporate and industry scenario including their effect on the company, statutory matters are also presented to the directors on a periodic basis.

6. Mechanism for evaluation: Independent Board members

In line with our corporate governance guidelines, evaluation of all Board members is done on an annual basis. This evaluation is lead by the Chairman of the Board Governance and Nomination Committee with specific focus on the performance and effective functioning of the Board, Committees of the Board and report the recommendation to the Board. The evaluation process also considers the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

7. Whistle Blower Policy

The details of the Ombudsmen process and its functions have been discussed earlier in this section.

Disclosures by the Management

During the year 2009-10, there have been no transactions of material nature entered into by the Company with the Management or their relatives that may have a potential conflict with interest of the Company. None of the Non-Executive Directors have any pecuniary material relationship or transaction with the Company for the year ended March 31, 2010 and have given undertakings to that effect.

Code for prevention of Insider Trading

We have comprehensive guidelines on preventing insider trading. Our guidelines are in compliance with the SEBI guidelines on prevention of Insider Trading.

NYSE Corporate Governance Listing Standards

The Company has made this disclosure of compliance with the status in its website: www.wipro.com/corporate/investors/corp-governance.htm and has filed the same with the New York Stock Exchange (NYSE).

Declaration as required under Clause 49 (I)(D)(ii) of the Stock Exchange Listing Agreement

All Directors and senior management personnel of the Company have affirmed compliance with Wipro's Code of Business Conduct and Ethics for the financial year ended March 31, 2010.

Sd/-

Azim H Premji

Date: June 21, 2010 Chairman

Share Data

The performance of our stock in the financial year is tabulated in Table 15.

Table 15: Monthly high and low price points and volume in National Stock Exchange and New York Stock Exchange is provided

Month	April	May	June	July	August	September	October	November	December	January	February	Mar-10
Volume traded NSE	37,524,362	39,294,535	35,742,967	34,359,059	26,053,186	23,886,596	29,197,401	21,950,247	25,629,829	33,633,360	15,992,110	18,415,374
Price in NSE during each Month :												
High	333.45	459.95	455	496	575.7	605.9	639.4	664.7	699.9	755.85	694	750
Date	29-Apr-09	18-May-09	10-Jun-09	31-Jul-09	28-Aug-09	30-Sep-09	30-Oct-09	23-Nov-09	24-Dec-09	19-Jan-10	2-Feb-10	18-Mar-10
Volume traded on that date	1,898,867	40,039	3,102,869	1,033,317	749,542	2,678,652	2,572,287	804,523	1,021,398	922,176	936,220	546,634
Low	240.15	330.2	366.8	365.5	476.85	538.1	548	575.1	630	631.5	630.15	675
Date	1-Apr-09	4-May-09	18-Jun-09	8-Jul-09	4-Aug-09	9-Sep-09	9-Oct-09	3-Nov-09	2-Dec-09	29-Jan-10	8-Feb-10	2-Mar-10
Volume trade on that date	1,718,202	2,244,118	1,664,301	950,995	758,837	998,712	2,744,091	1,536,646	781,179	2,210,514	1,066,849	1,071,441
S&P CNX Nifty Index during each month:												
High	3517.25	4509.4	4,693.2	4,669.75	4,743.75	5,087.6	5,181.95	5,138	5,221.85	5,310.85	4992	5,329.55
Low	2,965.7	3,478.7	4,143.25	3,918.75	4,353.45	4,576.6	4,687.5	4,538.5	4,943.95	4,766	4,675.4	4,935.35
Wipro Price Movement vis-à-vis Previous												
Month High/Low (%) :												
High %	26%	38%	-1%	9%	16%	5%	6%	4%	5%	8%	-8%	8%
Low %	22%	37%	11%	0%	30%	13%	2%	5%	10%	0%	0%	7%
S&P CNX Nifty Index Movement vis-à-vis												
Previous Month High/Low %												
High %	13%	28%	4%	0%	2%	7%	2%	-1%	2%	2%	-6%	7%
Low %	17%	17%	19%	-5%	11%	5%	2%	-3%	9%	-4%	-2%	6%

Graph :01 Wipro share price movements in NSE compared with S&P CNX Nifty (to be inserted)

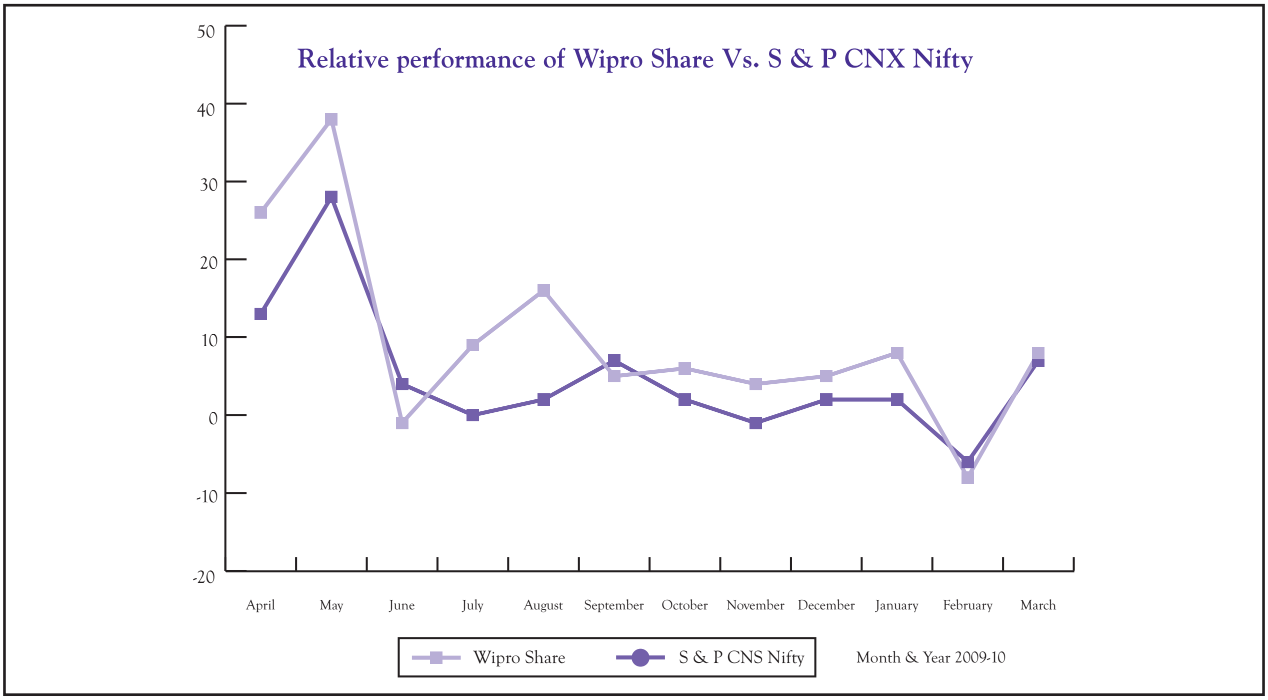
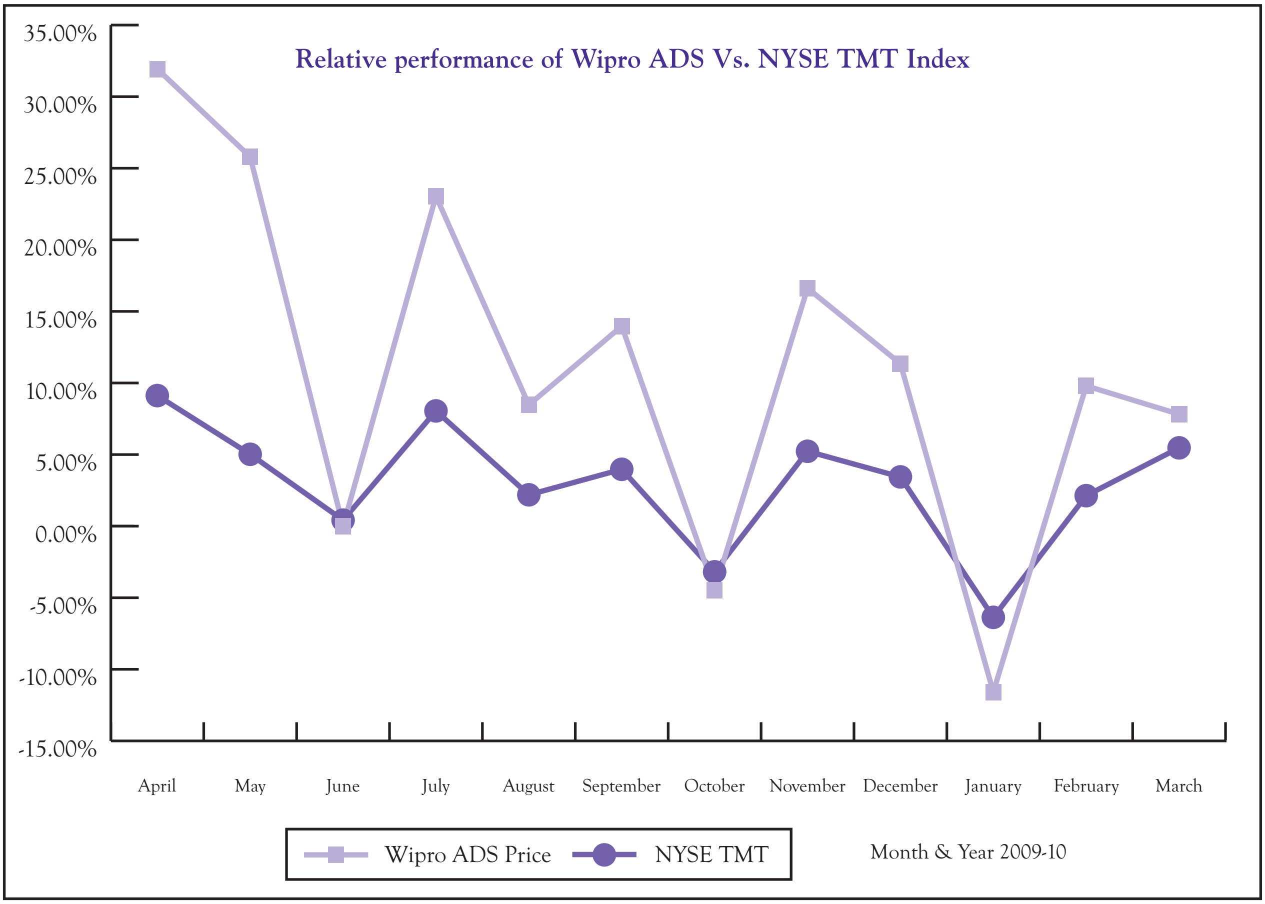


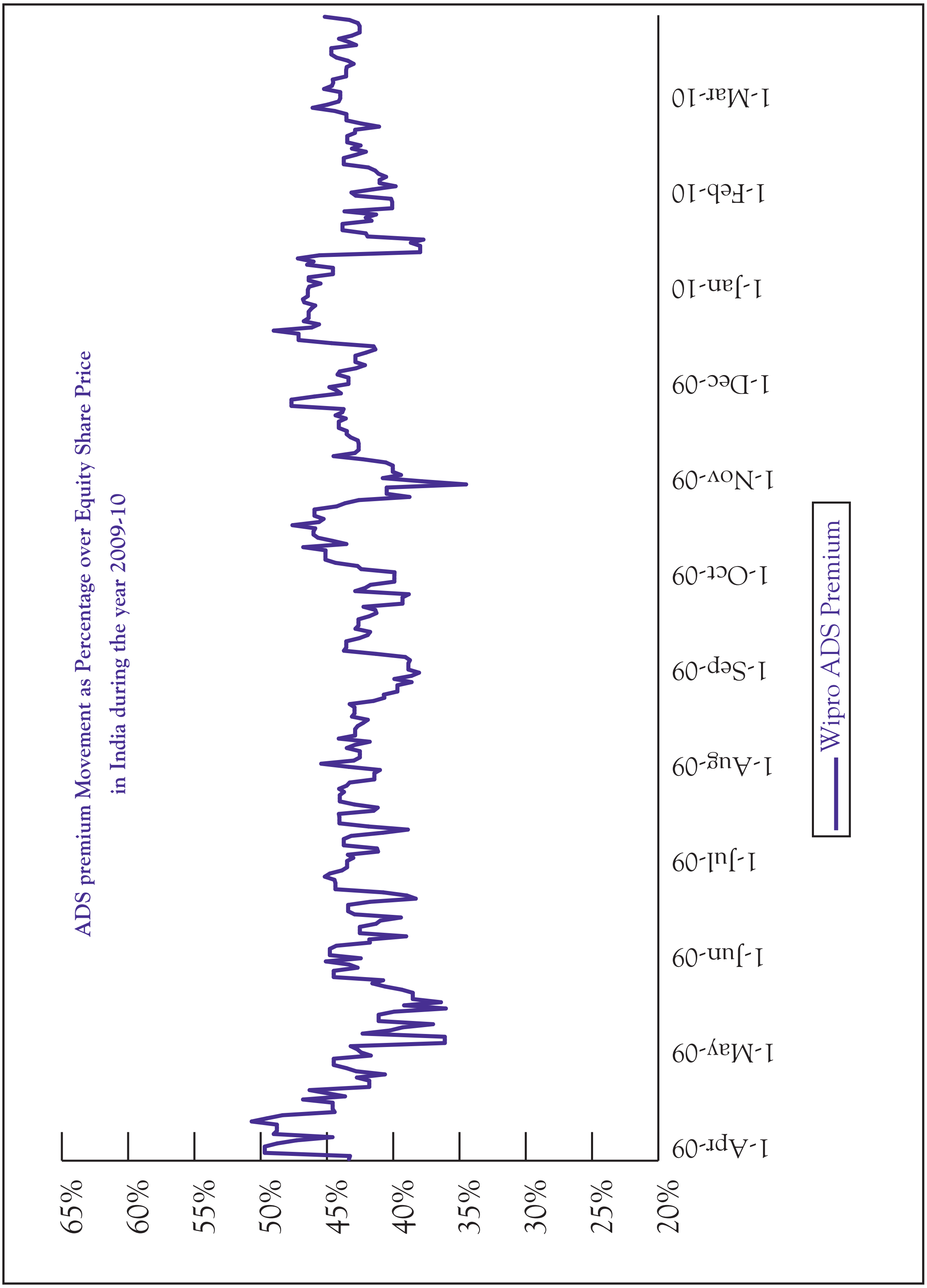
Table 16 : ADS Share Price during financial year 2009-10

Month	April	May	June	July	August	September	October	November	December	January	February	March
Wipro ADS price in NYSE during each Month closing ($) (*)	9.38	11.8	11.8	14.52	15.75	17.95	17.15	20.00	22.27	19.69	21.62	23.31
NYSE TMT Index during each month closing ($)	4,186.18	4,396.35	4,414.85	4,770.39	4,875.05	5,068.81	4,908.52	5,165.16	5,342.78	5,002.39	5,109.11	5,388.72
Wipro ADS Price Movement (%) vis a vis Previous month Closing $ (*)	31.93%	25.80%	0.00%	23.05%	8.47%	13.97%	-4.46%	16.62%	11.35%	-11.59%	9.80%	7.82%
NYSE TMT Index Movement (%) vis a vis previous month Closing $ (*)	9.12%	5.02%	0.42%	8.05%	2.19%	3.97%	-3.16%	5.23%	3.44%	-6.37%	2.13%	5.47%

Graph 02: Wipro Share price movements in NYSE compared with TMT index



Graph 03: Wipro ADS premium over Equity share price in NSE during the year 2009-10



Other Information

a. Table 17 Share Capital History

History of IPO/ Private Placement/Bonus Issues/Stock Split/Allotment of Shares pursuant to Exercise of Stock Options

Type Of Issue	Year of Issue	Bonus shares/ Stock split ratio	Face Value of Shares (Rs.)	Shares Allotted		No. of Shares Total	Total Paid Up Capital (Rs.)
				Number	Nominal Value		
IPO	1946		100/-	17,000	1,700,000	17,000	1,700,000
Bonus issue	1971	1:3	100/-	5,667	566,700	22,667	2,266,700
Bonus issue	1980	1:1	100/-	22,667	2,266,700	45,334	4,533,400
Bonus issue	1985	1:1	100/-	45,334	4,533,400	90,668	9,066,800
Issue of shares to Wipro Equity Reward Trust	1985		100/-	1,500	1,50,000	92,168	9,216,800
Bonus issue	1987	1:1	100/-	92,168	9,216,800	184,336	18,433,600
Stock split	1990	10:1	10/-			1,843,360	18,433,600
Bonus issue	1990	1:1	10/-	1,843,360	18,433,600	3,686,720	36,867,200
Bonus issue	1992	1:1	10/-	3,686,720	36,867,200	7,373,440	73,734,400
Issue of shares pursuant to merger of Wipro Infotech Limited and Wipro Systems Limited with the Company	1995		10/-	265,105	2,651,050	7,638,545	76,385,450
Bonus issue	1995	1:1	10/-	7,638,545	76,385,450	15,277,090	152,770,900
Bonus issue	1997	2:1	10/-	30,554,180	305,541,800	45,831,270	458,312,700
Stock split	1999	5:1	2/-			229,156,350	458,312,700
ADR	2000	1:1	$41.375	3,162,500	6,325,000	232,318,850	464,637,700
Allotment of equity shares pursuant to exercise of stock options	On various dates (Upto the record date for issue of bonus shares in the year 2004)		2/-	496,780	993,560	232,815,630	465,631,260
Bonus	2004	2:1	2/-	465,631,260	931,262,520	698,446,890	1,396,893,780
Allotment of equity shares pursuant to exercise of stock options	On various dates (Upto March 31, 2005)		2/-	5,123,632	10,247,264	703,570,522	1,407,141,044
Allotment of equity shares pursuant to exercise of stock options	On various dates (Upto the record date for issue of bonus shares in the year 2005)		2/-	2,323,052	4,646,104	705,893,574	1,411,787,148
Bonus	2005	1:1	2/-	705,893,574	1,411,787,148	1,411,787,148	2,823,574,296
Allotment of equity shares pursuant to exercise of stock options	On various dates (Upto March 31, 2006)		2/-	13,967,119	27,934,238	1,425,754,267	2,851,508,534
Allotment of Equity Shares pursuant to exercise of Stock Options	On various dates upto March 31, 2007		2/-	33,245,383	66,490,766	1,458,999,650	2,917,999,300

Type Of Issue	Year of Issue	Bonus shares/ Stock split ratio	Face Value of Shares (Rs.)	Shares Allotted		No. of Shares Total	Total Paid Up Capital (Rs.)
				Number	Nominal Value		
Allotment of Equity Shares pursuant to exercise of Stock Options	On various dates upto March 31,2008		2/-	2,453,670	4,907,340	1,461,453,320	2,922,906,640
Allotment of Equity Shares to shareholders of subsidiary companies arising from merger	March 26, 2009		2/-	968,803	1,937,606	1,462,422,123	2,926,781,952
Allotment of Equity Shares pursuant to exercise of Stock Options	On various dates upto March 31,2009		2/-	2,558,623	5,117,426	1,464,980,746	2,929,961,492
Allotment of Equity Shares pursuant to exercise of Stock Options	On various dates upto March 31,2010		2/-	3,230,443	6,460,886	1,468,211,189	2,936,422,378

History of Bonus issues and stock split

Year	Ratio
1971	1:3(Bonus)
1980	1:1(Bonus)
1985	1:1(Bonus)
1987	1:1(Bonus)
1990	10:1 (Stock split)
1990	1:1(Bonus)
1992	1:1(Bonus)
1995	1:1(Bonus)
1997	2:1(Bonus)
1999	5:1 (stock split)
2004	2:1(Bonus)
2005	1:1(Bonus)
2010	2:3 (Bonus)

History of Dividend declared for the last twelve years

Financial Year	Dividend amount per share and rate (%)	Percentage
1997-98	Rs. 1.50 Per Share (Face Value Rs. 10)	15%
1998-99	Rs. 1.50 Per Share (Face Value Rs. 10)	15%
1999-00	Rs. 0.30 Per Share (Face Value Rs. 2)	15%
2000-01	Rs. 0.50 Per Share (Face Value Rs. 2)	25%
2001-02	Rs. 1.00 Per Share (Face Value Rs. 2)	50%
2002-03	Rs. 1.00 Per Share (Face Value Rs. 2)	50%
2003-04	Rs. 29.00 Per Share (Face Value Rs. 2)	1450%
2004-05	Rs. 5.00 Per Share (Face Value Rs. 2)	250%
2005-06	Rs. 5.00 Per Share (Face Value Rs. 2)	250%
2006-07 (Interim Dividend)	Rs. 5.00 Per Share (Face Value Rs. 2)	250%
2006-07 (Final Dividend)	Rs. 1.00 Per Share (Face Value Rs. 2)	50%
2007-08 (Interim Dividend)	Rs. 2.00 Per Share (Face Value Rs. 2)	100%
2007-08 (Final Dividend)	Rs. 4.00 Per Share (Face Value Rs. 2)	200%
2008-09	Rs. 4.00 Per Share (Face Value Rs. 2)	200%
2009-10	Rs. 6 Per Share (Face Value Rs. 2)	300%

Table 18 : Mergers and Demergers

Since the mid-1990s, Company's growth has been both organic and through mergers and demergers. The table below gives the relevant data on such mergers/demergers from the year 1994 onwards.

Merging Company	Merger/Demerger	Appointed Date
Wipro Infotech Limited	Merger	April 1, 1994
Wipro Systems Limited	Merger	April 1, 1994
Wipro Computers Limited	Merger	April 1, 1999
Wipro Net Limited	Demerger	April 1, 2001
Wipro BPO Solutions Limited	Merger	April 1, 2005
Spectramind Limited, Bermuda	Merger	April 1, 2005
Spectramind Limited, Mauritius	Merger	April 1, 2005
Wipro Infrastructure Engineering Limited	Merger	April 1, 2007
Wipro HealthCare IT Limited	Merger	April 1, 2007
Quantech Global Services Limited	Merger	April 1, 2007
MPACT Technology Services Private Limited	Merger	April 1, 2007
mPower Software Services (India) Private Limited	Merger	April 1, 2007
CMango India Private Limited	Merger	April 1, 2007
Indian Branches of Wipro Networks Pte Limited and WMNETSERV Limited	Merger	April 1, 2009

Table No.19: Plant locations

Sl. No.	Address	City
1	3rd, 4th, 5th and 6th Floor, S B Towers, 88, M G Road	Bangalore 560 001
2	No. 8, 7th Main, 1st Block, (K-2) Koramangala	Bangalore 560 095
3	26, Sri Chamundi Complex, (M-2), Bommanahalli, Hosur Main Road	Bangalore 560 068
4	No.1, 2, 3, 4 and 54/1, Survey No. 201/C, (M-3) Madivala, Hosur Main Road,	Bangalore 560 068
5	No.1, 2, 3, 4 and 54/1, Survey No. 201/C, (M-4) Madivala, Hosur Main Road,	Bangalore 560 068
6	No.1, 2, 3, 4 and 54/3, Survey No. 201/C, (M-3) Research and Development, Madivala, Hosur Main Road,	Bangalore 560 068
7	No. 319/1, (Adea Building) Bomanahalli, Hosur Main Road,	Bangalore 560 068
8	2nd, 3rd, 4th Floor, Sigma Tech Park, Beta Towers, No. 7 Whitefield Main Road,	Bangalore 560 066
9	Electronics City 1 - No.72, Keonics Electronic City, Hosur Road	Bangalore 560 100
10	Electronics City – 2, Keonics Electronic City, Hosur Road	Bangalore 560 100
11	Electronics City – 3, Keonics Electronic City, Hosur Road	Bangalore 560 100
12	Electronics City – 4, Keonics Electronic City, Hosur Road	Bangalore 560 100
13	3rd Floor, Ahmed Plaza, No. 38/1&2, Bertenna Agrahara, Hosur Main Road	Bangalore 560 100
14	608-610, Carlton Towers, No. 1 Airport Road	Bangalore 560 001
15	Wipro SEZ UNIT 1, Doddathogur Village, Begur Hobli/ Electronic City,	Bangalore 560 100
16	Wipro SEZ (SR), Doddakannelli, Sarjapur Road,	Bangalore 560 035
17	111, (CDC-1) Mount Road, Guindy	Chennai 600 032
18	105, (Sterling Building) Mount Road, Guindy	Chennai 600 032
19	475A, Shollinganallur, Old Mahabalipuram Road (CDC-2)	Chennai 600 019
20	475A, Shollinganallur, Old Mahabalipuram Road (WBPO)	Chennai 600 019
21	ETL SEZ, No. 12, Second Floor, Thuraipakkam,	Chennai 600 119
22	ELCOT SEZ, Sy. No. 602/3, Shollinganallur Village, Tambaram Taluk, Kancheepuram District	Chennai 600 119
23	INFOPARK SEZ, Kusumagiri, Kakkanad, Cochin	Cochin 682 037
24	Infotech Park, 4th Floor, Vismaya Building, Kakkanad	Cochin 682 030
25	Technopolis, CSEZ, 2nd Floor, Kakkanad,	Cochin 682 037
26	1-8-448, Lakshmi Buildings, S P Road, Begumpet	Hyderabad 500 003
27	Survey Nos. 64, Serilingampali Mandal, Madhapur,	Hyderabad 500 033
28	Wipro SEZ, S.No. 203/1, Manikonda Jagir Village, Rajendranagar Mandal, RR District	Hyderabad 500 019
29	Plot No. 2, MIDC, Rajeev Gandhi Infotech Park-1, Hinjewadi	Pune 411 027
30	Plot No. 2, MIDC, Rajeev Gandhi Infotech Park-1, Hingewadi (WBPO)	Pune 411 027
31	Wipro SEZ, Plot No. 31, MIDC, Rajeev Gandhi Infotech Park-2, Hingewadi	Pune 411 027
32	146/147, Mettagalli Industrial Area, Mettagalli	Mysore 570 016
33	No. 480-481, Udyog Vihar, Phase-III, Gurgoan	Haryana 122 015
34	Plot No. 1, 7, 8 & 9, Block-DM, Sector-V, Saltlake	Kolkata 700 091
35	Plot No. 2 (P), IDCO Info City, Industrial Estate Chandaka	Bhubaneswar 751 022
36	2nd , 3rd, 4th Floor, Spectra Building, Hiranandani Garderns, Powai (WBPO)	Mumbai 400 076
37	3rd Floor CIDCO Building, Belapur Railway Station Complex (WBPO)	Navi Mumbai 400 614
38	Wirpo, SEZ, Unit III,Doddakannelli Village, Varthur Hobli, Sarjapur Road	Bangalore 560 035
39	Wirpo, SEZ, Unit IV,Doddakannelli Village, Varthur Hobli, Sarjapur Road	Bangalore 560 035
40	ELCOT SEZ, Unit III Sy. No. 602/03, Sholinganallur Village, Tambaram Taluk, Kancheepuram District	Chennai 600 119

Sl. No.	Address	City
41	Wipro Limited SEZ Unit, Mahindra World City Special Economic Zone, Kanchepuram District	Chennai
42	237, 238 and 239 Okhla Industrial Estate, Phase-III (WBPO)	New Delhi 110 020
43	Wipro Limited SEZ Unit, ELCOT SEZ, Vilankurichi Village, Coimbatore (N) Taluk	Coimbatore
44	Wipro SEZ Unit-II, S.No.203/1, Manikonda Jagir Village, Rajendranagar Mandal, RR District	Hyderabad 500 019
45	Wipro SEZ Unit-1, Sy. No. 124/P, Gopanapally Village, 132/P, Vattinagulappally Village, Serilingamapply Mandal, RR District, Hyderabad	Hyderabad
46	Plot No. 2 (P), IDCO SEZ Info City, Industrial Estate Chandaka,	Bhubaneswar 751022
47	Wipro SEZ, Plot No. 2,3 & 4, Knowledge Park, Greater Noida, UP	Greater Noida
48	SDF No. E-13 & 14, Noida SEZ	Noida 682 037
49	185, Kings Court, Kings Road, Reading RG 14 EX	United Kingdom
50	The Royal, 25 Bank Plain, Norwich, Norfolk, NR2 4SF	United Kingdom
51	Chrysler Building, 6th Floor, 1 Riverside Drive West, WINDSOR ONN5A5K4	Canada
52	Web Campus, Kaistrasse, 101 Kiel 24114	Germany
53	Munich Office (Germany) Willy-Brandt-Allee 4, D-81829 Munchen	Germany
54	Thurn-und-Taxis Str 12 90411 Numberg	Germany
55	Frykdalsbacken 12-14, Stockholm,	Sweden
56	Yokohama Landmark Tower 9F # 911A, Minato-Mirai, Nishi-ku, Yokohama, Kanagawa	Japan
57	Level-6, 80, George Street, Paramatta	NSW, Australia
58	Levels 1 and 3, 19 Grenfell Street, Adelaide, SA 5000	Adelaide, Australia
59	Level 3, 80 Dorcas Street, South Melbourne, Victoria – 3205	Melbourne, Australia

The Company's manufacturing facilities are located at:

Sl. No.	Address	City
1	P O Box No.12, Dist. Jalgaon	Amalner 425 401
2	L-8, MIDC, Waluj	Aurangabad 431 136
3	105, Hootagalli Industrial Area	Mysore 571 186
4	A-28, Thattanchavady Industrial Estate	Pondicherry 560 058
5	120/1, Vellancheri,	Guduvanchery 603 202
6	Plot No.4, Anthrasanahalli Industrial Area	Tumkur 572 106
7	9A/10B, Peenya Industrial Area	Bangalore
8	Plot no.226C/226D, Industrial Development Area, APIIC, Hindupur – 515211, Andhra Pradesh	Hindupur – 515211,
9	Plot C-1, SIPCOT Industrial Park, Irrungattukottai, Sriperumbadur Taluk,	Kancheepuram Dist. Tamil Nadu - 602105.
10	Baddi Industrial Area, Baddi, Himachal Pradesh	Uttranchal
11	Plot No.99-104, Sector 6A, IIE, SIDCUL, Haridwar	Uttarakhand 249403
12	Plot No. C1 to C6, C65 to C71, A6-A7, Siggadi Growth Centre, Kotdwara,	Uttarakhand 246149

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To the Members of Wipro Limited

We have examined all the relevant records of Wipro Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges for the financial year ended March 31, 2010. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Listing Agreement. As regards Annexure 1D of non-mandatory requirements, the Company has complied with items 2, 4, 5, 6 and 7 of such non-mandatory requirements.

Bangalore, June 21, 2010

For V. Sreedharan & Associates
Company Secretaries

Sd/-
(V. Sreedharan)
Partner

AUDITORS' REPORT

To the Members of WIPRO LIMITED

We have audited the attached balance sheet of Wipro Limited ("the Company") as at March 31, 2010 and the profit and loss account and the cash flow statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 ("the Act"), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in paragraph 1 above, we report that:
   a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
   c) the balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
   d) in our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
   e) on the basis of written representations received from the directors as on March 31, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as at March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act; and
   f) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
      i) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2010;
      ii) in the case of the profit and loss account, of the profit of the Company for the year ended on that date; and
      iii) in the case of cash flow statement, of the cash flows for the year ended on that date.

for **B S R & Co.**
Chartered Accountants
Firm registration number: 101248W

Akeel Master
Partner
Membership No. : 046768

Bangalore
April 23, 2010

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in paragraph 1 of our report to the members of Wipro Limited ("the Company") for the year ended March 31, 2010

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

   c) Fixed assets disposed of during the year were not substantial, and therefore, do not affect the going concern assumption.

2. a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained.

   b) The procedures for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

   c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification between the physical stocks and the book records were not material.

3. a) The Company has granted loans to 3 wholly owned subsidiaries covered in the register maintained under Section 301 of the Companies Act, 1956 ("the Act"). The maximum amount outstanding during the year and the year-end balance of such loans are as follows:

(Rs. million)

Name of the Entity	Maximum amount outstanding during year	Year-end balance
Wipro Cyprus Private Limited	1,568	1,568
Enthink Inc.	42	42
Wipro Singapore Pte Limited	22	22
Wipro Holdings (Mauritius) Limited	3	3

   b) In our opinion, the rate of interest, where applicable and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Act are not, prima facie, prejudicial to the interest of the Company.

   c) The principal amounts and interest, wherever applicable, are being repaid regularly in accordance with the agreed contractual terms. Accordingly, paragraphs 4(iii)(d) of the Order are not applicable to the Company.

   d) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, paragraphs 4(iii)(e) to (g) of the Order are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regards to purchase of inventories and fixed assets and with regard to sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.

5. a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that Section.

   b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs. 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except for purchases of certain services which are for the Company's specialized requirements and similarly for sale of certain goods and services for the specialized requirements of the buyers and for which suitable alternative sources are not available to obtain comparable quotations. However, on the basis of information and explanations provided, the same appear reasonable.

6. The Company has not accepted any deposits from the public.

7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

ANNEXURE TO THE AUDITORS' REPORT

8. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government under Section 209(1)(d) of the Act for maintenance of cost records in respect of Vanaspati, Toilet soaps, Lighting products and Mini computers/ Microprocessor based system and Data communication system and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

9. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Customs duty, Excise duty and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund.

   According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Customs duty, Excise duty and other material statutory dues were outstanding as at March 31, 2010 for a period of more than six months from the date they became payable.

   There were no dues on account of cess under Section 441A of the Act since the date from which the aforesaid Section comes into force has not yet been notified by the Central Government.

   b) According to the information and explanations given to us, the following dues of Income tax, Excise duty, Customs duty, Sales tax and Service tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the dues	Amount unpaid * (Rs. million)	Period to which the amount relates (Assessment year)	Forum where dispute is pending
Income Tax Act, 1961	Income tax	857.32	2005-06	Commissioner of Income Tax (Appeals)
The Central Excise Act, 1944	Excise duty	47.49	1997-98 to 2008-09	Assistant commissioner/ Appellate/Commissioner/ CESTAT (Appeals)
Customs Act, 1957	Customs duty	557.76	1990-91 to 2008-09	Assistant commissioner/ Appellate/Commissioner/ CESTAT (Appeals)
Customs Act, 1957	Customs duty	64.30	1990-91 to 2008-09	High Court/ Supreme Court
Sales Tax Act, 1956	Sales tax	48.81	1988-89 to 2008-09	Assistant Commissioner/ Appellate/Commissioner/ CESTAT (Appeals)
Sales Tax Act, 1956	Sales tax	49.00	1999-00 to 2005-06	High Court/ Supreme Court
Sales Tax Act, 1956	Sales tax	1151.04	1986-87 to 2007-08	First Appellate/Joint Commissioner Commercial Taxes
Finance Act, 1994	Service tax	378.85	2001-02 to 2007-08	Assistant Commissioner/ Appellate/ Commissioner/ CESTAT (Appeals)

* The amounts paid under protest have been reduced from the amounts demanded in arriving at the aforesaid disclosure.

10. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year and in the immediately preceding financial year.

11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any dues to any financial institution or bank. The Company did not have any outstanding debentures during the year.

12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion and according to the explanations given to us, the Company is not a chit fund/nidhi/mutual benefit fund/ society.

ANNEXURE TO THE AUDITORS' REPORT

14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.

15. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.

16. In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short term basis have not been used for long term investment.

18. The Company has not made any preferential allotment of shares to companies/firms/parties covered in the register maintained under Section 301 of the Act.

19. The Company did not have any outstanding debentures during the year.

20. The Company has not raised any money by public issues during the year.

21. We have been informed that a junior level employee of the Company had embezzled funds amounting to Rs 228 million over a period of three years from November 2006 to December 2009. The Companys' internal investigation under the direct supervision of the Company's Audit Committee related to this embezzlement has been completed.

for **B S R & Co.**
Chartered Accountants
Firm registration number: 101248W

Akeel Master
Partner
Membership No. : 046768

Bangalore
April 23, 2010

BALANCE SHEET

(Rs in Million)

	Schedule	As of March 31, 2010	2009
SOURCES OF FUNDS			
Shareholders' Funds			
Share capital	1	2,936	2,930
Share application money pending allotment		18	15
Reserves and surplus	2	173,968	122,204
		176,922	125,149
Loan Funds			
Unsecured loans	3	55,302	50,139
		55,302	50,139
		232,224	175,288
APPLICATION OF FUNDS			
Goodwill		447	447
Fixed Assets			
Gross block	4	67,166	56,986
Less: Accumulated depreciation and amortisation		31,050	25,637
Net block		36,116	31,349
Capital work-in-progress and advances		9,911	13,118
		46,027	44,467
Investments	5	89,665	68,845
Deferred Tax Asset (Net)	18 (23)	348	577
Current Assets, Loans And Advances			
Inventories	6	6,069	4,596
Sundry debtors	7	47,547	44,464
Cash and bank balances	8	56,643	44,092
Loans and advances	9	54,846	41,442
		165,105	134,594
Less: Current Liabilities and Provisions			
Liabilities	10	47,060	55,643
Provisions	11	22,308	17,999
		69,368	73,642
Net Current Assets		95,737	60,952
		232,224	175,288
Notes to accounts	18		

The schedules referred to above form an integral part of the balance sheet

As per our report attached

for BSR & Co.,
Chartered Accountants
Firm Registration number: 101248W

Akeel Master
Partner
Membership No. 046768

Bangalore
April 23, 2010

For and on behalf of the Board of Directors

Azim Premji
Chairman

Girish S. Paranjpe
Joint CEO, IT Business & Director

Suresh C. Vaswani
Joint CEO, IT Business & Director

Suresh C. Senapaty
Chief Financial Officer & Director

B. C. Prabhakar
Director

V. Ramachandran
Company Secretary

PROFIT AND LOSS ACCOUNT

(Rs in Million except share data)

	Schedule	For the year ended March 31, 2010	2009
INCOME			
Gross sales and services		230,063	216,128
Less: Excise duty		843	1,055
Net sales and services		229,220	215,073
Other income, net	12	8,753	(4,804)
		237,973	210,269
EXPENDITURE			
Cost of sales and services	13	154,436	148,070
Selling and marketing expenses	14	14,022	13,373
General and administrative expenses	15	11,543	11,379
Interest	16	1,084	1,968
		181,085	174,790
PROFIT BEFORE TAXATION		56,888	35,479
Provision for taxation including deferred tax and fringe benefit tax	18(23)	7,908	5,741
PROFIT FOR THE PERIOD		48,980	29,738
Appropriations			
Proposed dividend		8,809	5,860
Tax on dividend		1,283	996
TRANSFER TO GENERAL RESERVE		38,888	22,882
EARNINGS PER SHARE - EPS [Refer note 18(14)]			
Equity shares of par value Rs. 2/- each			
Basic (in Rs.)		33.61	20.44
Diluted (in Rs.)		33.38	20.38
Number of shares for calculating EPS			
Basic		1,457,421,994	1,454,662,502
Diluted		1,467,298,404	1,459,352,869
Notes to accounts	18		

The schedules referred to above form an integral part of the profit and loss account

As per our report attached

for BSR & Co.,
Chartered Accountants
Firm Registration number: 101248W

Akeel Master
Partner
Membership No. 046768

Bangalore
April 23, 2010

For and on behalf of the Board of Directors

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Joint CEO, IT Business & Director

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Joint CEO, IT Business & Director

Suresh C. Senapaty
Chief Financial Officer & Director

B. C. Prabhakar
Director

V. Ramachandran
Company Secretary

CASH FLOW STATEMENT

(Rs. in Million)

		Year ended March 31, 2010	2009
A.	**Cash flows from operating activities:**		
	Profit before tax	56,888	35,479
	Adjustments:		
	Depreciation and amortisation	5,796	5,337
	Amortisation of stock compensation expense	1,224	1,685
	Exchange differences - net	(5,614)	10,680
	Impact of cash flow hedges	5,858	(11,357)
	Interest on borrowings	1,084	1,968
	Dividend / interest - net	(3,979)	(4,145)
	Loss/(profit) on sale of investments	(308)	(696)
	Gain on sale of fixed assets - net	(22)	(24)
	Working capital changes :		
	Sundry debtors and unbilled revenue	(6,627)	(11,518)
	Loans and advances	(1,713)	9,490
	Inventories	(1,385)	(116)
	Current liabilities & provisions	238	13,023
	Net cash generated from operations	51,440	49,806
	Direct taxes (paid)/refund-net	(6,666)	(6,361)
	Net cash generated by operating activities	44,774	43,445
B.	**Cash flows from investing activities:**		
	Acquisition of fixed assets (including capital advances)	(8,219)	(14,058)
	Proceeds from sale of fixed assets	300	204
	Purchase of investments	(337,926)	(342,859)
	Proceeds from sale / maturity of investments	323,482	341,687
	Investment in inter-corporate deposits	(10,750)	(3,750)
	Refund of inter-corporate deposits	4,950	-
	Payment for acquisition/merger of businesses	(52)	(20)
	Investment in subsidiaries	(6,096)	(21,976)
	Dividend / interest income received	3,665	4,145
	Net cash used in investing activities	(30,646)	(36,627)
C.	**Cash flows from financing activities:**		
	Proceeds from exercise of employee stock options	7	63
	Share application money pending allotment	3	15
	Interest paid on borrowings	(1,046)	(1,733)
	Dividends paid (including distribution tax)	(6,858)	(6,826)
	Repayment of borrowings / loans	(52,690)	(73,246)
	Proceeds of borrowings / loans	59,622	81,020
	Net cash used in financing activities	(962)	(707)
	Net increase in cash and cash equivalents during the period	13,166	6,111
	Cash acquired upon Merger	256	-
	Cash and cash equivalents at the beginning of the period	44,092	37,321
	Effect of exchange rate changes on cash balance	(871)	660
	Cash and cash equivalents at the end of the period	56,643	44,092

As per our report attached

for BSR & Co.,
Chartered Accountants
Firm Registration number: 101248W

Akeel Master
Partner
Membership No. 046768

Bangalore
April 23, 2010

For and on behalf of the Board of Directors

Azim Premji
Chairman

Girish S. Paranjpe
Joint CEO, IT Business & Director

Suresh C. Vaswani
Joint CEO, IT Business & Director

Suresh C. Senapaty
Chief Financial Officer & Director

B. C. Prabhakar
Director

V. Ramachandran
Company Secretary

SCHEDULES TO BALANCE SHEET

(Rs. in Million, except share data)

	As of March 31, 2010	2009
SCHEDULE 1 SHARE CAPITAL		
Authorised capital		
1,650,000,000 (2009: 1,650,000,000) equity shares of Rs. 2 each	3,300	3,300
25,000,000 (2009: 25,000,000) 10.25 % redeemable cumulative preference shares of Rs. 10 each	250	250
	3,550	3,550
Issued, subscribed and paid-up capital		
1,468,211,189 (2009: 1,464,980,746) equity shares of Rs 2 each [Refer note 18(2)]	2,936	2,930
	2,936	2,930
SCHEDULE 2 RESERVES AND SURPLUS		
Capital reserve		
Balance brought forward from previous year	1,144	1,144
Additions during the year	-	-
	1,144	1,144
Securities premium account		
Balance brought forward from previous year	27,279	25,373
Add: Exercise of stock options by employees	1,909	1,906
	29,188	27,279
Restricted stock units reserve [Refer note 18(11)]		
Employee stock options outstanding	4,366	6,693
Less: Deferred employee compensation expense	2,643	4,380
	1,723	2,313
General reserve		
Balance brought forward from previous year	108,327	85,367
Additions [Refer note 18 (3) (ii)]	38,685	22,960
	147,012	108,327
Hedging reserve [Refer note 18(4)]		
Balance brought forward from previous year	(16,859)	(1,097)
Movement during the year	11,760	(15,762)
Unrealised loss on cash flow hedging derivatives, net	(5,099)	(16,859)
Summary of reserves and surplus		
Balance brought forward from previous year	122,204	112,604
Movement during the year	51,764	9,600
	173,968	122,204
SCHEDULE 3 UNSECURED LOANS		
From Banks		
External commercial borrowings [Refer note 18(19)]	16,844	18,052
Borrowing from banks (repayable within one year)	37,555	30,983
Other Loans		
Interest free loan from state governments	37	37
Others (repayable within one year Rs 263 million)	866	1,067
	55,302	50,139

SCHEDULE 4 FIXED ASSETS

(Rs. in Million)

PARTICULARS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	As of April 1, 2009 #	Additions	Deductions	As of March 31, 2010	As of April 1, 2009	Depreciation for the year	Deductions / adjustments	As of March 31, 2010	As of March 31, 2010	As of March 31, 2009
(a) Tangible fixed assets**										
Land @	3,852	58	-	**3,910**	13	84	-	**97**	**3,813**	3,839
Buildings	12,421	3,704	51	**16,074**	646	263	(1)	**908**	**15,166**	11,775
Plant & machinery *	29,613	5,027	185	**34,455**	19,377	3,970	(70)	**23,277**	**11,178**	10,236
Furniture, fixture and equipments	7,302	1,666	167	**8,801**	3,917	929	(120)	**4,726**	**4,075**	3,385
Vehicles	2,580	434	314	**2,700**	1,426	487	(192)	**1,721**	**979**	1,154
(b) Intangible fixed assets										
Technical know-how	47	8	-	**55**	45	1	-	**46**	**9**	2
Brands, patents, trade marks and rights	1,171	-	-	**1,171**	213	62	-	**275**	**896**	958
	56,986	**10,897**	**717**	**67,166**	**25,637**	**5,796**	**(383)**	**31,050**	**36,116**	**31,349**
Previous year - 31 March 2009	42,992	14,471	477	56,986	20,597	5,337	(297)	25,637	31,349	

@ Includes Gross block of Rs 1,270 million and Accumulated depreciation of Rs 98 million being leasehold land.

* Plant and machinery includes computers and computer software

** Includes Gross block of Rs 75 million and Accumulated depreciation of Rs 55 million on account of merger [Refer note 18(6)]

* Interest capitalized was of Rs 95 million and Rs 314 million for the year ended March 31, 2009, respectively.

\# Includes Plant & Machinery of Rs 17 million and Furniture, fixtures & equipment of Rs 4 million for research and development assets.

SCHEDULES TO BALANCE SHEET

(Rs. in Million)

	As of March 31, 2010	As of March 31, 2009
SCHEDULE 5 INVESTMENTS		
Long term investments - (at cost) [Refer note 18(20)]		
Unquoted		
Investments in subsidiary companies		
Equity shares	58,565	52,526
Preference shares	57	-
Investment in associates - Non trade		
Wipro GE Healthcare Private Limited 1	227	49
Current investments - Non trade		
Quoted		
Investments in Indian money market mutual funds [Refer note 18(21)]	18,548	15,132
Unquoted		
Certificates of deposit	11,568	947
Other investments-unquoted [Refer note 18(20)]	808	299
	89,773	68,953
Less: Provision for diminution in value of long term investments	108	108
	89,665	68,845
Aggregate market value of quoted investments and mutual funds	18,558	15,211

[1] Equity investments in this company carry certain restrictions on transfer of shares as provided for in the shareholders' agreements

	2010	2009
SCHEDULE 6 INVENTORIES		
Finished goods	3,058	1,978
Raw materials	1,467	1,446
Stock in process	543	425
Stores and spares	1,001	747
	6,069	4,596
SCHEDULE 7 SUNDRY DEBTORS		
(Unsecured)		
Debts outstanding for a period exceeding six months		
Considered good	6,070	5,151
Considered doubtful	1,841	964
	7,911	6,115
Other debts		
Considered good	41,477	39,313
Considered doubtful	10	486
	41,487	39,799
Less: Provision for doubtful debts	1,851	1,450
	47,547	44,464
SCHEDULE 8 CASH AND BANK BALANCESS		
Cash and cheques on hand	531	641
Balances with scheduled banks		
In current account	3,601	2,786
In deposit account	37,260	25,071
Balances with other banks in current account*	15,251	15,594
	56,643	44,092

*Bankwise breakup and the maximum balances are given in note 18(18)

SCHEDULES TO BALANCE SHEET

(Rs. in Million)

	As of March 31, 2010	2009
SCHEDULE 9 LOANS AND ADVANCES		
Unsecured, considered good unless otherwise stated		
Advances recoverable in cash or in kind or for value to be received		
Considered good		
- Prepaid expenses	3,040	2,772
- Employee travel & other advances	1,462	1,243
- Advance to suppliers/expenses	409	639
- Others	1,708	1,572
	6,619	6,226
Considered doubtful	297	160
	6,916	6,386
Less: Provision for doubtful advances	297	160
	6,619	6,226
Advances to / dues from subsidiaries	2,531	2,890
Other deposits	1,530	1,248
Derivative asset	3,903	1,421
Finance lease receivables	4,442	3,605
Advance income tax	9,520	8,370
Inter corporate deposit	10,050	4,250
Interest accrued but not due	793	516
Inter corporate deposit with subsidiary	273	273
Balances with excise and customs	690	745
Unbilled revenue	14,495	11,898
	54,846	41,442
SCHEDULE 10 LIABILITIES		
Sundry creditors		
- dues to micro and small enterprise [Refer Note 18(17)]	5	-
- dues to other than micro and small enterprise	14,952	15,252
Accrued expenses	16,164	17,558
Statutory liabilities	3,397	2,550
Unearned revenue	7,215	7,368
Advances from customers	903	611
Derivative liabilities	4,385	12,257
Unclaimed dividends	17	17
Interest accrued but not due	22	30
	47,060	55,643
SCHEDULE 11 PROVISIONS		
Proposed dividend	8,809	5,860
Tax on proposed dividend	1,283	996
Provision for tax	7,375	6,434
Employee retirement benefits	2,546	2,637
Warranty	532	685
Others	1,763	1,387
	22,308	17,999

SCHEDULES TO PROFIT AND LOSS ACCOUNT

(Rs. in Million)

	For the year ended March 31,	
	2010	2009
SCHEDULE 12 OTHER INCOME		
Income from current investments		
- Dividend on mutual fund units	1,442	2,265
- Profit on sale of investments (net)	308	696
Interest on debt instruments and others*	2,537	1,879
Exchange differences, net	2,193	(5,737)
Exchange fluctuations on foreign currency borrowings (net)	1,910	(4,445)
Miscellaneous income	363	538
	8,753	(4,804)

*Tax deducted at source on interest received Rs 303 million (2009 : Rs. 366 million)

	2010	2009
SCHEDULE 13 COST OF SALES AND SERVICES		
Employee compensation	74,350	77,146
Contribution to provident and other funds	1,589	1,623
Workmen and staff welfare	1,235	1,260
Raw materials, finished and process stocks consumed (refer schedule 17)	39,910	34,075
Sub contracting / technical fees / third party application services	14,775	12,092
Travel	4,972	5,846
Depreciation	5,471	5,009
Repairs	1,578	954
Communication	1,484	1,372
Power and fuel	1,414	1,540
Outsourced technical services	1,348	1,442
Rent	1,003	913
Stores and spares	384	351
Insurance	332	330
Rates and taxes	226	285
Miscellaneous expenses	4,365	3,832
	154,436	148,070
SCHEDULE 14 SELLING AND MARKETING EXPENSES		
Employee compensation	7,539	7,350
Contribution to provident and other funds	82	112
Workmen and staff welfare	173	188
Advertisement and sales promotion	2,499	1,753
Travel	687	816
Carriage and freight	928	876
Commission on sales	354	455
Rent	387	396
Communication	338	352
Depreciation	195	201
Insurance	53	23
Rates and taxes	36	50
Miscellaneous expenses	751	801
	14,022	13,373

SCHEDULES TO PROFIT AND LOSS ACCOUNT

(Rs. in Million)

	For the year ended March 31,	
	2010	2009
SCHEDULE 15 GENERAL AND ADMINISTRATIVE EXPENSES		
Employee compensation	**4,505**	3,752
Contribution to provident and other funds	**272**	193
Workmen and staff welfare	**883**	874
Travel	**1,039**	1,219
Legal and professional charges	**1,218**	1,180
Provision / write off of bad debts	**453**	791
Staff recruitment	**473**	404
Communication	**244**	241
Manpower outside services	**199**	238
Depreciation	**130**	126
Rates and taxes	**95**	38
Insurance	**53**	48
Rent	**393**	171
Auditors' remuneration		
Audit fees	**10**	10
For certification including tax audit	**2**	2
Out of pocket expenses	**1**	1
Repairs and mantainance	**10**	27
Miscellaneous expenses	**1,563**	2,064
	11,543	11,379
SCHEDULE 16 INTEREST		
Cash credit and others	**1,084**	1,968
	1,084	1,968
SCHEDULE 17 RAW MATERIALS, FINISHED AND PROCESSED STOCKS		
Consumption of raw materials and bought out components :		
Opening stocks	**1,446**	1,604
Add: Purchases	**9,913**	7,664
Less: Closing stocks	**1,467**	1,446
	9,892	7,822
Purchase of finished products for sale	**31,128**	26,215
(Increase) / Decrease in finished and process stocks :		
Opening stock		
In process	**425**	432
Finished products	**1,978**	2,009
Stock taken over on merger		
In process	**6**	-
Finished products	**82**	-
	2,491	2,441
Less: Closing stock		
In process	**543**	425
Finished products	**3,058**	1,978
	(1,110)	38
	39,910	34,075

SCHEDULE 18 – NOTES TO ACCOUNTS

Company overview

Wipro Limited (Wipro or the Company), is a leading India based provider of IT Services, including Business Process Outsourcing (BPO) services, globally. Further, Wipro has other businesses such as IT Products, Consumer Care and Lighting and Infrastructure engineering. Wipro is headquartered in Bangalore, India.

1. Significant accounting policies

i. Basis of preparation of financial statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis, except for certain financial instruments which are measured on a fair value basis. GAAP comprises Accounting Standards specified in the Companies (Accounting Standards) Rules, 2006, Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and other generally accepted accounting principles in India.

ii. Use of estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimate is recognised in the period in which the estimates are revised and in any future period affected.

iii. Goodwill

The goodwill arising on acquisition of a group of assets is not amortised and is tested for impairment if indicators of impairment exist.

iv. Fixed assets, intangible assets and work-in-progress

Fixed assets are stated at historical cost less accumulated depreciation. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost.

Intangible assets are stated at the consideration paid for acquisition less accumulated amortization.

Advances paid towards the acquisition of fixed assets outstanding as of each balance sheet date and the cost of fixed assets not ready for use before such date are disclosed under capital work-in-progress.

v. Investments

Long term investments are stated at cost less any other than temporary decline in the value of such investments. Current investments are valued at lower of cost and fair value determined by category of investment. The fair value is determined using quoted market price/market observable information adjusted for cost of disposal.

vi. Inventories

Inventories are valued at lower of cost and net realizable value, including necessary provision for obsolescence. Cost is determined using the weighted average method.

vii. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company recognizes provision for onerous contracts based on the estimate of excess of unavoidable costs of meeting obligations under the contracts over the expected economic benefits.

viii. Revenue recognition

Services:

Revenue from Software development services comprises revenue from time and material and fixed-price contracts. Revenue from time and material contracts is recognised as related services are performed. Revenue from fixed-price, fixed-time frame contracts is generally recognised in accordance with the "Percentage of Completion" method.

Revenues from BPO services are derived from both time-based and unit-priced contracts. Revenue is recognised as the related services are performed, in accordance with the specific terms of the contract with the customers.

Revenue from application maintenance services is recognised over the period of the contract.

Revenue from customer training, support and other services is recognised as the related services are performed.

Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

'Unbilled revenues' included in loans and advances represent cost and earnings in excess of billings as at the balance sheet date. 'Unearned revenues' included in current liabilities represent billing in excess of revenue recognised.

Products:

Revenue from sale of products is recognised when the product has been delivered, in accordance with the sales contract. Revenues from product sales are shown as net of excise duty, sales tax separately charged and applicable discounts.

Other income:

Agency commission is accrued when shipment of consignment is dispatched by the principal.

Profit on sale of investments is recorded upon transfer of title by the Company. It is determined as the difference between the sales price and carrying amount of the related investment.

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

Dividend income is recognized where the Company's right to receive dividend is established.

ix. Leases

Leases of assets, where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Lease rentals in respect of assets taken under operating leases are charged to profit and loss account on a straight line basis over the lease term.

In certain arrangements, the Company recognizes revenue from the sale of products given under finance leases. The Company records gross finance receivables, unearned income and the estimated residual value of the leased equipment on consummation of such leases. Unearned income represents the excess of the gross finance lease receivable plus the estimated residual value over the sales price of the equipment. The Company recognises unearned income as financing revenue over the lease term using the effective interest method.

x. Foreign currency transactions

The Company is exposed to currency fluctuations on foreign currency transactions. Foreign currency transactions are accounted in the books of accounts at the average rate for the month.

Transaction:

The difference between the rate at which foreign currency transactions are accounted and the rate at which they are realized is recognized in the profit and loss account.

Translation:

Monetary foreign currency assets and liabilities at period-end are restated at the closing rate. The difference arising from the restatement is recognized in the profit and loss account.

In March 2009, Ministry of Corporate affairs issued a notification amending AS 11, 'The effects of changes in foreign exchange rates'. Before the amendment, AS 11 required the exchange gain/ losses on the long term foreign currency monetary asset/ liability to be recorded in the profit and loss account.

The amended AS 11 provides an irrevocable option to the Company to amortise exchange rate fluctuation on long term foreign currency monetary asset/ liability over the life of the asset/ liability or March 31, 2011, whichever is earlier. The amendment is applicable retroactively from the financial year beginning on or after December 7, 2006.

The Company did not elect to exercise this option.

xi. Financial Instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument.

Derivative instruments and Hedge accounting:

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in a non-integral foreign operation and forecasted cash flows denominated in foreign currency. The Company limits the effects of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments, where the counterparty is a bank.

The Company early adopted AS 30 and the limited revisions to other accounting standards which come into effect upon adoption of AS 30 from April 1, 2008. In accordance with the recognition and measurement principles set out in AS 30, changes in fair value of derivative financial instruments designated as cash flow hedges are recognised directly in shareholders' funds and reclassified into the profit and loss account upon the occurrence of the hedged transaction. Changes in fair value relating to the ineffective portion of the hedges and derivatives not designated as hedges are recognised in the profit and loss account as they arise.

AS 30 states that particular sections of other accounting standards; AS 4, Contingencies and Events Occurring after Balance Sheet Date, to the extent it deals with contingencies, AS 11 (revised 2003), The Effects of Changes in Foreign Exchange Rates, to the extent it deals with the 'forward exchange contracts' and AS 13, Accounting for Investments, except to the extent it relates to accounting for investment properties, will stand withdrawn only from the date AS 30 becomes mandatory (April 1, 2011 for the Company). Accordingly, the Company continues to comply with the guidance in AS 4 – relating to contingencies, AS 11 – relating to forward contracts and AS 13 – relating to investments until AS 30 becomes mandatory.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

Non-Derivative Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets of the Company mainly include cash and bank balances, sundry debtors, unbilled revenues, finance lease receivables, employee travel and other advances, other loans and advances and derivative financial instruments with a positive fair value. Financial liabilities of the Company mainly comprise secured and unsecured loans, sundry creditors, accrued expenses and derivative financial instruments with a negative fair value. Financial assets / liabilities are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when all of risks and rewards of the ownership have been transferred. The transfer of risks and rewards is evaluated by comparing the exposure, before and after the transfer, with the variability in the amounts and timing of the net cash flows of the transferred assets.

The Company measures the financial assets and liabilities, except for derivative financial assets and liabilities at amortized cost using the effective interest method. The Company measures the short-term payables and receivables with no stated rate of interest at original invoice amount, if the effect of discounting is immaterial. Non-interest-bearing deposits are discounted to their present value.

Integral operations:

In respect of integral operations, monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the profit and loss account are translated at the average exchange rate during the period. The differences arising out of the translation are recognised in the profit and loss account.

xii. Depreciation and amortization

The Company has provided for depreciation using straight line method, at the rates specified in Schedule XIV to the Companies Act, 1956, except in cases of the following assets, which are depreciated based on estimated useful life, which is higher than the rates specified in Schedule XIV.

Class of Asset	Estimated useful life
Computer and Computer Software	2-6 years
Furniture and fixtures	5-6 years
Electrical installations	5 years
Office equipment	5 years
Vehicles	4 years

Fixed assets individually costing Rs. 5,000/- or less are depreciated at 100%over a period of one year.

Assets under capital lease are amortised over their estimated useful life or the lease term, whichever is lower. Intangible assets are amortized over their estimated useful life on a straight line basis. For various brands acquired by the Company, estimated useful life has been determined ranging between 20 to 25 years. The Company believes this based on number of factors including the competitive environment, market share, brand history, product life cycles, operating plan, no restrictions on title and the macroeconomic environment of the countries in which the brands operate. Accordingly, such intangible assets are being amortised over the determined useful life. Payments for leasehold land are amortised over the period of lease.

xiii. Impairment of assets

Financial assets:

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss. The amount of loss for short-term receivables is measured as the difference between the assets carrying amount and undiscounted amount of future cash flows. Reduction, if any, is recognised in the profit and loss account. If at the balance sheet date there is any indication that if a previously assessed impairment loss no longer exists, the recognised impairment loss is reversed, subject to maximum of initial carrying amount of the short-term receivable.

Other than financial assets:

The Company assesses at each balance sheet date whether there is any indication that a non-financial asset including goodwill may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. In respect of goodwill, the impairment loss will be reversed only when it was caused by specific external events of an exceptional nature that is not expected to recur and their effects have been reversed by subsequent external events.

xiv. Employee benefits

Provident fund:

Employees receive benefits from a provident fund. The employee and employer each make monthly contributions to the plan equal to 12% of the covered employee's salary. A portion of the contribution is made to the provident fund trust managed by the Company, while the remainder of the contribution is made to the Government's provident fund.

Compensated absences:

The employees of the Company are entitled to compensated absence. The employees can carry-forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. Long term compensated absences is accrued based on actuarial valuation at the balance sheet date carried out by an independent actuary.

Gratuity:

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC), HDFC Standard Life, TATA AIG and Birla Sun-life. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in the profit and loss account.

Superannuation:

The employees of the Company also participate in a defined contribution plan maintained by the Company. This plan is administered by the LIC and ICICI Prudential Insurance Company Limited. The Company makes annual contributions based on a specified percentage of each covered employee's salary.

xv. Employee stock options

The Company determines the compensation cost based on the intrinsic value method. The compensation cost is amortised on a straight line basis over the vesting period.

xvi. Income tax & fringe benefit tax

Income tax:

The current charge for income taxes is calculated in accordance with the relevant tax regulations.

Deferred tax:

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences that result between the profit offered for income taxes and the profit as per the financial statements of each entity in the Company.

Deferred taxes are recognised in respect of timing differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of timing difference is determined using first in first out method.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment/substantive enactment date.

Deferred tax assets on timing differences are recognised only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax assets on the timing differences when unabsorbed depreciation and losses carried forward exist, are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets are reassessed for the appropriateness of their respective carrying amounts at each balance sheet date.

The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

xvii. Earnings per share

Basic:

The number of equity shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period excluding equity shares held by controlled trust.

Diluted:

The number of equity shares used in computing diluted earnings per share comprises the weighted average equity shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for any stock splits and bonus shares issued.

xviii. Cash flow statement

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

NOTES TO ACCOUNTS

2. Share Capital

The following are the details for 1,468,211,189 (2009: 1,464,980,746) equity shares as of March 31, 2010.

No. of shares	Description
1,399,355,659	Equity shares / American Depository Receipts (ADRs) (2009: 1,399,355,659) have been allotted as fully paid bonus shares / ADRs by capitalization of Securities premium account and Capital redemption reserve
1,325,525	Equity shares (2009: 1,325,525) have been allotted as fully paid-up, pursuant to scheme of amalgamation, without payment being received in cash.
968,803	Equity shares (2009: 968,803) allotted to the Wipro Inc Trust, the sole beneficiary of which is Wipro Inc, wholly owned subsidiary of the Company, without payment being received in cash, in consideration of acquisition of inter-company investments.
3,162,500	Equity shares (2009: 3,162,500) representing American Depository Receipts issued during 2000-2001 pursuant to American Depository offering by the Company
63,398,702	Equity shares (2009: 60,168,259) issued pursuant to Employee Stock Option Plan

3. Note on Reserves:

i) Restricted stock units reserve includes Deferred Employee Compensation, which represents future charge to the profit and loss account and employee stock options outstanding to be treated as securities premium at the time of allotment of shares.

ii) Additions to General Reserve include:

(Rs in Million)

Particulars	For the year ended March 31,	
	2010	2009
Transfer from Profit and Loss Account	**38,888**	22,882
Additional dividend paid for the previous year	**(3)**	(3)
Interest borne by Wipro Equity Reward Trust	**-**	235
Adjustment on account of merger [refer note 18(6)	**(199)**	-
Adjustment on adoption of AS 30	**-**	(154)
Others	**(1)**	-
	38,685	22,960

4. Adoption of AS 30

The Company has adopted AS 30 and the limited revisions to other accounting standards which come into effect upon adoption of AS 30 from April 1, 2008.

AS 30 states that particular sections of other accounting standards; AS 4, Contingencies and Events Occurring after Balance sheet Date, to the extent it deals with contingencies, AS 11 (revised 2003), The Effects of Changes in Foreign Exchange Rates, to the extent it deals with the 'forward exchange contracts' and AS 13, Accounting for Investments, except to the extent it relates to accounting for investment properties, would stand withdrawn only from the date AS 30 becomes mandatory (April 1, 2011 for the Company).

Accordingly, the Company continues to comply with the guidance under these accounting standards; AS 4 – relating to Contingencies, AS 11 – relating to Forward Contracts and AS 13 – relating to Investments until AS 30 becomes mandatory.

The Company has designated USD 262 Million (2009: USD 267 Million) and Euro 40 Million (2009: Euro 40 Million) of forward contracts as hedges of its net investments in non integral foreign operations. The Company has also designated a yen-denominated foreign currency borrowing amounting to JPY 18 Billion (2009: JPY 27 Billion), along with a floating for floating Cross-Currency Interest Rate Swap (CCIRS), as a hedging instrument to hedge its net investment in a non-integral foreign operation. Further, the Company has also designated yen-denominated foreign currency borrowing amounting to JPY 8 Billion (2009: JPY 8 billion) along with floating for fixed CCIRS as cash flow hedge of the yen- denominated borrowing and also as a hedge of net investment in a non-integral foreign operation. As equity investments in non integral foreign subsidiaries/operations are stated at historical cost, in the standalone financial statements, the changes in fair value of forward contracts, the yen- denominated foreign currency borrowing and the related CCIRS amounting to gain/ (loss) of Rs 4,378 Million for the year ended March 31, 2010 has been recorded in the profit and loss account as part of other income (2009: Rs (7,454) Million).

5. Derivatives

As of March 31, 2010 the Company has recognised losses of Rs 5,099 Million (2009: Rs 16,859 Million) relating to derivative financial instruments (comprising of foreign currency forward contract and option contracts) that are designated as effective cash flow hedges in the shareholders' fund.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding as at:

(In Million)

Particulars	As at March 31,	
	2010	2009
Designated derivative instruments		
Sell	**$1,518**	$1,060
	£31	£54
	¥4,578	¥6,130
	AUD 7	AUD 3
	-	CHF 2
	-	SGD 1
Non designated derivative instruments		
Cross currency swaps	**¥ 33,014**	¥35,016
Sell	**$307**	$879
	€69	€79
	£38	£53
Buy	**$492**	$438
	-	¥23,170

6. Merger and Acquisition

Pursuant to the scheme of amalgamation approved by the Honorable High Court of Karnataka, Indian undertakings of Wipro Networks Pte Limited, Singapore, and WMNETSERV Limited, Cyprus have been merged with the Company with retrospective effect from April 1, 2009, the Appointed Date. The amalgamation has been accounted as 'amalgamation in the nature of merger' in accordance with the terms of the Order. The excess of purchase consideration over the net assets of the undertaking amounting to Rs. 199 Million has been adjusted against general reserve of the Company.

7. Sale of financial assets

From time to time, in the normal course of business, the Company transfers accounts receivables, net investment in finance lease receivables and employee advances (financials assets) to banks. Under the terms of the arrangements, the Company surrenders control over the financial assets and are without recourse. Accordingly, such transfers are recorded as sale of financial assets. Gains and losses on sale of financial assets without recourse are recorded at the time of sale based on the carrying value of the financial assets and fair value of servicing liability. In certain cases, transfer of financial assets may be with recourse. Under arrangements with recourse, the Company is obligated to repurchase the uncollected financial assets, subject to limits specified in the agreement with the banks. Accordingly, in such cases the amount received are recorded as borrowings in the balance sheet and cash flows from financing activities. Additionally, the Company retains servicing responsibility for the transferred financial assets.

During the year ended March 31, 2010, the Company transferred financial assets of Rs. 1,666 Million (2009: Rs. 539), under such arrangements. Proceeds from transfer of receivables on non recourse basis are included in the net cash provided by operating activities in the statements of cash flows. Proceeds from transfer of receivables on recourse basis are included in the net cash provided by financing activities. This transfer resulted in a net gain / (loss) of Rs. (21) Million for the year ended March 31, 2010 (2009: Rs. (35) Million,). As at March 31, 2010, the maximum amounts of recourse obligation in respect of the transferred financial assets are Rs. Nil (March 31, 2009: Nil).

8. Finance lease receivables

The Company provides lease financing for the traded and manufactured products primarily through finance leases. The finance lease portfolio contains only the normal collection risk with no important uncertainties with respect to future costs. These receivables are generally due in monthly, quarterly or semi-annual installments over periods ranging from 3 to 5 years.

The components of finance lease receivables are as follows:

(Rs. in Million)

Particulars	As of March 31,	
	2010	2009
Gross investment in lease for the period	5,616	4,376
Not later than one year	774	1,024
Later than one year and not later than five years	4,652	3,180
Unguaranteed residual values	190	172
Unearned finance income	(1,174)	(771)
Net investment in finance receivables	4,442	3,605

Present value of minimum lease receivables are as follows:

(Rs. in Million)

Particulars	As of March 31,	
	2010	2009
Present value of minimum lease payments receivables	4,442	3,605
Not later than one year	608	960
Later than one year and not later than five year	3,675	2,522
Unguaranteed residual values	159	123

9. Assets taken on lease

Operating leases:

The Company leases office and residential facilities under cancelable and non-cancelable operating lease agreements that are renewable on a periodic basis at the option of both the lessor and the lessee. Rental payments under such leases are Rs 1,783 Million and Rs 1,479 Million during the years ended March 31, 2010 and 2009 respectively.

Details of contractual payments under non-cancelable leases are given below:

(Rs. in Million)

Particulars	As of March 31,	
	2010	2009
Not later than one year	666	461
Later than one year and not later than five years	1,770	1,364
Thereafter	520	416
Total	2,956	2,241

10. Employee Benefit Plans

Gratuity: In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC), HDFC Standard Life, Tata AIG and Birla Sun Life ('Insurer'). Under this plan, the settlement obligation remains with the Company, although the Insurer administers the plan and determines the contribution premium required to be paid by the Company.

(Rs. in Million)

Change in the benefit obligation	**As of March 31,**	
	2010	2009
Projected Benefit Obligation (PBO) at the beginning of the year	**1,820**	1,506
Service cost	**313**	368
Interest cost	**132**	134
Benefits paid	**(212)**	(118)
Actuarial loss/(gain	**(30)**	(70)
PBO at the end of the year	**2,023**	1,820

(Rs. in Million)

Change in plan assets	**As of March 31,**	
	2010	2009
Fair value of plan assets at the beginning of the year	**1,394**	1,242
Expected return on plan assets	**121**	88
Employer contributions	**611**	153
Benefits paid	**(212)**	(118)
Actuarial gain/ (loss	**18**	29
Fair value of plan assets at the end of the year	**1,932**	1,394
Present value of unfunded obligation	**(91)**	(426)
Recognised liability	**(91)**	(426)

The Company has invested the plan assets with the insurer managed funds. The expected rate of return on plan asset is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation. Expected contribution to the fund during the year ending March 31, 2010 is Rs 454 Million.

Net gratuity cost for the year ended March 31, 2010 and 2009 are as follows:

(Rs. in Million)

Particulars	**For the year ended March 31,**	
	2010	2009
Service cost	**313**	368
Interest cost	**132**	134
Expected return on plan assets	**(121)**	(88)
Actuarial loss / (gain	**(48)**	(99)
Net gratuity cost	**276**	315

The weighted average actuarial assumptions used to determine benefit obligations and net periodic gratuity cost are:

Assumptions	**As of March 31,**	
	2010	2009
Discount rate	**7.15%**	6.75%
Rate of increase in compensation levels	**5%**	5%
Rate of return on plan assets	**8%**	8%

As at March 31, 2010 and 2009, 100% of the plan assets were invested in the insurer managed funds.

(Rs. in Million)

Particulars	**As of March 31,**		
	2010	2009	2008
Experience Adjustments:			
On Plan Liabilities	**84**	(59)	117
On Plan Assets	**18**	26	77
Present value of benefit obligation	**2,023**	1,820	1,403
Fair value of plan assets	**1,932**	1,394	1,153
Excess of (obligations over plan assets)/ plan assets over obligations	**(91)**	(426)	(250)

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Superannuation: Apart from being covered under the gratuity plan, the employees of the Company also participate in a defined contribution plan maintained by the Company. This plan is administered by the LIC & ICICI. The Company makes annual contributions based on a specified percentage of each covered employee's salary.

For the year ended March 31, 2010, the Company contributed Rs 246 Million (2009: Rs 211 Million) to superannuation fund.

Provident fund (PF): In addition to the above, all employees receive benefits from a provident fund. The employee and employer each make monthly contributions to the plan equal to 12% of the covered employee's salary. A portion of the contribution is made to the provident fund trust established by the Company, while the remainder of the contribution is made to the Government's provident fund.

The interest rate payable by the trust to the beneficiaries is regulated by the statutory authorities. The company has an obligation to make good the shortfall, if any, between the returns from its investments and the administered rate.

The Guidance on implementing AS 15, Employee Benefits issued by the Accounting Standards Board (ASB) provides that exempt provident funds which require employers to meet the interest shortfall are in effect defined benefit plans. The Company believes that it is not practicable to determine the interest shortfall obligation. The computation of liability and disclosure in accordance with the provisions of AS 15 cannot be implemented.

For the year ended March 31, 2010, the Company contributed Rs 1,422 Million (2009: Rs 1,402 Million) to PF.

11. Employee stock option

i) Employees covered under Stock Option Plans and Restricted Stock Unit (RSU) Option Plans are granted an option to purchase shares of the Company at the respective exercise prices, subject to requirements of vesting conditions. These options generally vest over a period of five years from the date of grant. Upon vesting, the employees can acquire one equity share for every option. The maximum contractual term for aforementioned stock option plans is generally 10 years.

ii) The stock compensation cost is computed under the intrinsic value method and amortised on a straight line basis over the total vesting period of five years. For the year ended March 31, 2010, the Company has recorded stock compensation expense of Rs. 1,224 Million, (2009: Rs 1,685 Million).

iii) The compensation committee of the board evaluates the performance and other criteria of employees and approves the grant of options. These options vest with employees over a specified period subject to fulfillment of certain conditions. Upon vesting, employees are eligible to apply and secure allotment of Company's shares at a price determined on the date of grant of options. The particulars of options granted under various plans are tabulated below. (The numbers of shares in the table below are adjusted for any stock splits and bonus shares issues).

Activity under Stock Option plans

Particulars	Year Ended March 31, 2010		Year Ended March 31, 2009	
	Shares	Wt. average exercise price	Shares	Wt. average exercise price
Outstanding at the beginning of the year	122,746	484	1,228,625	264
Granted	-	-	120,000	489
Exercised	-	-	349,499	263
Forfeited and lapsed	1,140	254	876,380	264
Outstanding at the end of the year	121,606	485	1,22,746	484
Exercisable at the end of the year	1,606	212	2,746	245

Activity under Restricted Stock Option plans

Particulars	Year Ended March 31, 2010		Year Ended March 31, 2009	
	Shares	Wt. average exercise price	Shares	Wt. average exercise price
Outstanding at the beginning of the year	16,270,226	2	11,585,399	2
Granted	142,100	2	8,366,676	2
Exercised	3,230,443	2	2,209,124	2
Forfeited and lapsed	1,154,123	2	1,472,725	2
Outstanding at the end of the year	12,027,760	2	16,270,226	2
Exercisable at the end of the year	5,365,080	2	3,184,399	2

The following table provides details in respect of range of exercise price and weighted average remaining contractual life (in months) for the options outstanding as at March 31, 2010.

Range of exercise price	Year ended March 31, 2010		Year ended March 31, 2009	
	Shares	Wt. average remaining life	Shares	Wt. average remaining life
Rs 2	12,027,760	37.98	16,270,225	44.85
Rs 172-255	-	-	1,140	2.93
Rs. 489	120,000	49	120,000	61
$ 3.46-5.01	1,606	1	1,606	11.90

The movement in Restricted stock unit reserve is summarized below:

(Rs. in Million)

Particulars	For the year ended March 31,	
	2010	2009
Opening balance	2,313	1,817
Less: Amount transferred to share premium	1,909	1,274
Add: Amortisation*	1,319	1,770
Closing balance	1,723	2,313

*Includes amortization expense relating to options granted to employees of the Company's subsidiaries, amounting to Rs. 95 Million (2009: Rs. 85 Million). This expense has been debited to respective subsidiaries

12. The Company had received tax demands from the Indian income tax authorities for the financial years ended March 31, 2001, 2002, 2003 and 2004 aggregating to Rs. 11,127 Million (including interest of Rs. 1,503 Million). The tax demand was primarily on account of denial of deduction claimed by the Company under Section 10A of the Income Tax Act 1961, in respect of profits earned by its undertakings in Software Technology Park at Bangalore. The appeals filed by the Company for the above years to the first appellate authority were allowed in favour of the Company, thus deleting substantial portion of the demand raised by the Income tax authorities. On further appeal filed by the income tax authorities, the second appellate authority upheld the claim of the company for the years ended March 31, 2001, 2002, 2003 and 2004. In December 2008, the Company received, on similar grounds, an additional tax demand of Rs. 5,388 Million (including interest of Rs. 1,615 Million) for the financial year ended March 31, 2005. The Company has filed an appeal against the said demand which is pending before the first appellate authority.

During December 2009, the company received the draft assessment order, on similar grounds, with a demand of Rs. 6,757 Million (including interest of Rs. 2,050 Million) for the financial year ended March 31, 2006. The Company has filed an objection against the said demand before the Dispute Resolution Panel and the Assessing officer within the time limits permitted under the statute.

Considering the facts and nature of disallowance and the order of the first appellate authority upholding Company's claims for earlier years, the Company expects the final outcome of the above disputes in Wipro's favour.

13. **Provisions**

Provision for warranty represent cost associated with providing sales support services which are accrued at the time of recognition of revenues and are expected to be utilized over a period of 1 to 2 year. Other provisions primarily include provisions for tax related contingencies and litigations. The timing of cash outflows in respect of such provision cannot be reasonably determined. The activity in the provision balance is summarized below:

(Rs in Million)

Particulars	For the year ended March 31, 2010		For the year ended March 31, 2009	
	Provision for Warranty	Others	Provision for Warranty	Others
Provision at the beginning of the year	685	1,387	671	802
Additions during the year, net	469	394	621	585
Utilised during the year	(622)	(18)	(607)	-
Provision at the end of the year	532	1,763	685	1,387

14. The computation of equity shares used in calculating basic & diluted earnings per share is set out below:

Particulars	For the year ended March 31,	
	2010	2009
Weighted average equity shares outstanding	1,466,352,557	1,462,624,262
Share held by a controlled trust	(8,930,563)	(7,961,760)
Weighted average equity shares for computing basic EPS	1,457,421,994	1,454,662,502
Dilutive impact of employee stock options	9,876,410	4,690,367
Weighted average equity shares for computing diluted EPS	1,467,298,404	1,459,352,869
Net income considered for computing diluted EPS (Rs in Million)	48,980	29,738

15. Estimated amount of contracts remaining to be executed on capital accounts and contingent liabilities:

(Rs in Million)

Particulars	As at March 31,	
	2010	2009
Estimated amount of contracts remaining to be executed on Capital account and not provided for	2,648	5,089
Contingent liabilities in respect of:		
a) Disputed demands for excise duty, customs duty, income tax, sales tax and other matters	1,384	872
b) Performance and financial guarantees given by the Banks on behalf of the Company	13,760	6,103
c) Guarantees given by the Company on behalf of subsidiaries	3,748	4,493

The Company is subject to legal proceedings and claims which have arisen in the ordinary course of its business. The resolution of these legal proceedings is not likely to have a material and adverse effect on the financial statements of the Company.

The Company's Indian operations have been established as a Software Technology Park Unit under a plan formulated by the Government of India. As per the plan, the Company's India operations have export obligations to the extent of 1.5 times the employee costs for the year on an annual basis and 5 times the amount of foreign exchange released for capital goods imported, over a five year period. The consequence of not meeting this commitment in the future would be a retroactive levy of import duties on certain computer hardware previously imported duty free. As at March 31, 2010, the Company has met all commitments required under the plan.

16. Managerial Remuneration

Computation of net profit in accordance with section 198 read with section 349 of the Companies Act, 1956 for the purpose of managerial remuneration is given below:

(Rs in Million)

Particulars	For the year ended March 31,	
	2010	2009
Profit before taxation	56,888	35,479
Add: Depreciation as per accounts	5,797	5,337
Managerial Remuneration*	163	76
Provision for doubtful debts / advances	453	791
Less: Depreciation as per section 350 of the Companies Act, 1956	5,797	5,337
Bad debts written off	97	267
Profit on sale of investment/ fixed assets	330	721
Net profit for section 198 of the Companies Act, 1956	57,077	35,358
Commission payable to:		
Azim Premji, Chairman	65	5
Managerial remuneration comprises of:		
Salaries and allowances	61	58
Commission to Chairman	65	5
Pension Contribution	6	5
Contribution to Provident Fund	2	2
Perquisites	29	6
Total	163	76
Maximum allowable to wholetime/ managing directors (10%)	5,708	3,536
Commission payable to non whole time directors	19	15
Maximum allowed as per Companies Act, 1956	571	354

* The managerial remuneration includes remuneration payable to Mr Girish S Paranjpe, Mr Suresh Vaswani and Mr Suresh C Senapaty who were appointed as directors with effect from April 18, 2008.

Managerial remuneration does not include provision for leave encashment and gratuity payable as, the same are actuarially determined for the Company as a whole and separate figures for them are not available.

The managerial remuneration is based on the terms approved by the shareholders in the Annual General meeting held on July 21, 2009. The commission to Chairman is 0.3% of the incremental net profits over the previous year further adjusted as per the method approved by the Board of Governance and Compensation Committee.

17. The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2010 has been made in the annual financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act.

(Rs in Million)

Particulars	For the year ended March 31,	
	2010	2009
The principal amount remaining unpaid to any supplier as at the end of each accounting year;	3	-
The interest due remaining unpaid to any supplier as at the end of each accounting year;	2	-
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;		
- Interest	-	-
- Principal	111	9
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
The amount of interest accrued and remaining unpaid at the end of the year	2	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

18. The list of balances with other banks in current account is given below.

(Rs in Million)

Name of the Bank	Balances as at March 31,	
	2010	2009
Wells Fargo	13,648	13,648
HSBC	784	1,310
Bank of America	197	385
Bank of Montreal	96	88
Saudi British Bank	64	48
Standard Chartered Bank	89	46
RABO Bank,	222	22
Dresdner Bank	3	18
Citi Bank	136	17
Standard Bank	12	7
Bahrain Saudi Bank	21	3
Caja Madrid Bank	4	1
Merill Lynch	9	-
US Bank	7	1
UniCredit Banca	4	-
Total	15,251	15,594

Maximum balances during the year are given below.

(Rs Million)

Name of the Bank	Maximum balance during the year ending March 31,	
	2010	2009
Wells Fargo	13,648	13,648
HSBC	2,486	1,497
Standard Chartered Bank	120	891
Bank of America	487	753
Bank of Montreal	153	274
US Bank	44	61
Saudi British Bank	69	48
RABO Bank,	510	47
UniCredit Banca	8	30
Bahrain Saudi Bank	27	29
Citi Bank	176	25
Merill Lynch	31	-
Dresdner Bank	33	25
Caja Madrid Bank	26	11
Standard Bank	12	7

19. Borrowings

The Company entered into an arrangement with a consortium of banks to obtain External Commercial Borrowings (ECB) during the year ended March 31, 2008. Pursuant to this arrangement the Company has availed ECB of approximately 35 billion Yen repayable in full in March 2013. The ECB is an unsecured borrowing and the Company is subject to certain customary restrictions on additional borrowings and quantum of payments for acquisitions in a financial year.

20. The details of investment in subsidiaries and other investments are given below.

Preference Shares (Fully paid up) (Rs in Million)

Name of the subsidiary	No. of shares		Currency	Face value	As at March 31,	
	2010	2009			2010	2009
9% cumulative redeemable preference shares held in Wipro Trademarks Holding Limited	1,800	1,800	Rs.	10	-	-
Lornamead Personal Care Private Limited	5,720,764	-	Rs.	10	57	-
					57	-

Equity shares (Fully paid up) (Rs in Million)

Name of the subsidiary	No. of shares		Currency	Face value	As at March 31,	
	2010	2009			2010	2009
Wipro Consumer Care Limited	50,000	50,000	Rs.	10	1	1
Wipro Chandrika Limited	900,000	900,000	Rs.	10	7	7
Wipro Trademarks Holding Limited	93,250	93,250	Rs.	10	22	22
Wipro Travel Services Limited	66,171	66,171	Rs.	10	1	1
Wipro Technology Services Limited.	39,284,680	39,284,680	Rs	10	6,205	6,205
Wipro Holdings (Mauritius) Limited	30,448,318	30,448,318	USD	1	1,391	1,391
Wipro Australia Pty Limited	25,000	25,000	AUD	1	1	1
Wipro Inc	150,378	129,241	USD	2,500	16,101	13,631
Wipro Japan KK	650	650	JPY	50,000	10	10
Wipro Shanghai Limited	not applicable				9	9
Wipro Cyprus Private Limited	148,319	139,092	Euro	1	33,215	29,784
3D Networks Pte Limited	28,126,108	28,126,108	Sing $	1	1,271	1,271
Planet PSG Pte Limited	1,472,279	1,472,279	Sing $	1	94	94
Cmango Pte Limited	2	2	USD	1	16	16
WMNETSERV Limited	24,000	24,000	USD	1	83	83
Spectramind Inc	175,000,000	175,000,000	USD	0.01	-	-
Wipro Chengdu Limited	not applicable				24	-
Wipro Airport IT Services Limited	3,700,000	-	Rs.	10	37	-
Lornamead Personal Care Private Limited	7,706,090	-	Rs.	10	77	-
					58,565	52,526

Investment in associates (Fully paid up) *(Rs in Million)*

Particulars	No. of shares		Currency	Face value	As at March 31,	
	2010	2009			2010	2009
Wipro GE Healthcare Private Limited	5,150,597	4,900,000	Rs.	10	227	49

Other Investments – unquoted (Fully paid up) *(Rs in Million)*

Particulars	No. of shares/units		Currency	Face value	As at March 31,	
	2010	2009			2010	2009
Debentures in Citicorp Finance (India) Limited	2,500	-	Rs.	100,000	241	-
Debentures in Citicorp Finance (India) Limited	-	50	Rs.	5,000,000	-	250
Debentures in Morgan Stanley	500	-	Rs.	1,000,000	481	-
Equity shares in WeP Peripherals Limited	3,060,000	3,060,000	Rs.	10	41	41
Others					45	8
					808	299

21. The details of Quoted- Current investments in money market mutual funds are given below.

A) Closing position

(Rs. in Million, except share numbers)

Fund House	Number of Units as at March 31,		Balances as at March 31,	
	2010	2009	2010	2009
AIG Mutual Fund	-	100,000	-	100
Birla Mutual Fund	150,477,088	136,705,372	1,524	1,424
DBS Cholamandalam Mutual Fund	-	10,000,000	-	100
DWS Mutual Fund	56,560,196	20,000,000	567	200
DSP BlackRock Mutual Fund	-	20,000,000	-	200
Fidelity Mutual Fund	-	15,000,000	-	150
HDFC Mutual Fund	-	203,104,025	-	2,196
HSBC Mutual Fund	-	30,000,000	-	300
ING Mutual Fund	-	17,000,000	-	171
J M Mutual Fund	-	18,301	-	-
Kotak Mutual Fund	94,007,724	41,873,553	943	460
LIC Mutual Fund	812,696,841	12,181,604	11,196	120
Principal PNB Mutual Fund	-	15,000,985	-	150
ICICI Prudential Mutual Fund	1,497,039	365,818,721	158	4,054
Reliance Mutual Fund	74,066,833	120,136,821	793	1,645
IDFC Mutual Fund	283,951,663	37,796,456	2,841	403
Sundaram BNP Paribas Mutual Fund	-	5,005,952	-	50
Tata Mutual Fund	-	20,000,000	-	200
Franklin Templeton Mutual Fund	517,125	93,217,555	521	1,271
UTI Mutual Fund	4,085	97,825,538	5	1,938
Total	1,473,778,594	1,260,784,883	18,548	15,132

B) Fundwise details of units purchased and sold during the year

Fund House	Purchased		Redeemed	
	2010	2009	2010	2009
Fortis Mutual Fund (ABN)	**300,366,144**	530,361,805	**300,366,144**	560,426,853
AIG Mutual Fund	**-**	78,699,116	**100,000**	78,599,116
Birla Mutual Fund	**2,125,282,052**	2,437,748,629	**2,111,510,336**	2,367,119,852
Can Liquid Mutual Fund	**-**	107,972,817	**-**	107,972,817
DBS Cholamandalam Mutual Fund	**-**	165,539,730	**10,000,000**	155,539,729
DWS Mutual Fund	**334,293,147**	628,326,890	**297,732,952**	626,271,668
DSP BlackRock Mutual Fund	**-**	64,190,322	**20,000,000**	64,694,304
Fidelity Mutual Fund	**-**	15,000,000	**15,000,000**	-
HDFC Mutual Fund	**2,834,429,983**	2,899,292,008	**3,037,534,008**	2,745,308,330
HSBC Mutual Fund	**-**	693,353,706	**30,000,000**	768,862,439
ING Mutual Fund	**-**	260,088,099	**17,000,000**	323,088,099
J M Mutual Fund	**88**	185,589,816	**18,388**	276,671,370
JP MORGAN	**80,668,938**	98,295,900	**80,668,938**	98,295,900
Kotak Mutual Fund	**1,609,283,936**	938,320,062	**1,557,149,765**	967,968,579
LIC Mutual Fund	**4,366,563,455**	1,660,650,849	**3,566,048,218**	1,669,711,786
Religare Aegon Mutual Fund (Lotus)	**149,062,198**	717,391,159	**149,062,198**	828,982,154
Mirae Mutual Fund	**-**	17,366,638	**-**	17,366,638
Principal PNB	**-**	685,505,840	**15,000,985**	680,504,855
ICICI Prudential	**5,954,564,798**	7,910,627,877	**6,318,886,480**	7,630,801,899
Reliance Mutual Fund	**2,981,569,371**	1,652,581,512	**3,027,639,358**	1,657,631,850
SBI Mutual Fund	**-**	337,168,112	**-**	372,893,376
IDFC Mutual Fund	**1,078,183,112**	955,005,227	**832,027,904**	1,002,324,255
Sundaram BNP Paribas Mutual Fund	**-**	432,254,430	**5,005,952**	437,248,478
Tata Mutual Fund	**125,058,296**	906,944,031	**145,058,296**	1,017,437,787
Franklin Templeton Mutual Fund	**1,318,500,362**	1,885,717,603	**1,411,200,792**	1,937,165,381
UTI Mutual Fund	**28,275,807**	350,490,889	**126,097,261**	358,361,200
Total	**23,286,101,687**	26,614,483,067	**23,073,107,975**	26,751,248,715

22. Related party relationships and transactions

The list of subsidiaries are :

Direct Subsidiaries	Step Subsidiaries		Country of Incorporation
Wipro Inc.			USA
	Wipro Gallagher Solutions Inc		USA
	Enthink Inc.		USA
	Infocrossing Inc		USA
		Infocrossing, LLC	USA
cMango Pte Limited			Singapore
Wipro Japan KK			Japan
Wipro Shanghai Limited			China

Direct Subsidiaries	Step Subsidiaries		Country of Incorporation
Wipro Trademarks Holding Limited			India
	Cygnus Negri Investments Private Limited		India
Wipro Travel Services Limited			India
Wipro Consumer Care Limited			India
Wipro Holdings (Mauritius) Limited			Mauritius
	Wipro Holdings UK Limited		UK
		Wipro Technologies UK Limited	UK
		BVPENTEBeteiligun gsverwaltung GmbH	Austria
		New Logic Technologies GmbH	Austria
		NewLogic Technologies SARL	France
		3D Networks (UK) Limited	UK
Wipro Cyprus Private Limited			Cyprus
	Wipro Technologies S.A DE C.V		Mexico
	Wipro BPO Philippines LTD. Inc		Philippines
	Wipro Holdings Hungary Korlátolt Felelősségü Társaság		Hungary
	Wipro Technologies Argentina SA		Argentina
	Wipro Information Technology Egypt SAE		Egypt
	Wipro Arabia Limited (a)		Dubai
	Wipro Poland Sp Zoo		Poland
	Wipro Information Technology Netherlands BV (Formely Retail Box BV)		Netherlands
		Wipro Portugal S.A. (Formerly Enabler Informatics SA)	Portugal
		SAS Wipro France (Formerly Enabler France SAS)	France
		Wipro Retail UK Limited (Formerly Enabler UK Ltd)	UK
		Wipro do Brazil Technologia Ltda (Formerly Enabler Brazil Ltda)	Brazil
		Wipro Technologies Gmbh.(formely Enabler & Retail Consult Gmbh)	Germany
		Wipro Technologies Limited, Russia	Russia
	Wipro Technologies OY (formerly Saraware OY)		Finland
	Wipro Infrastructure Engineering AB		Sweden
		Wipro Infrastructure Engineering OY	Finland
		Hydrauto Celka San ve Tic	Turkey
	Wipro Technologies SRL		Romania
	Wipro Singapore Pte Limited		Singapore
		PT WT Indonesia	Indonesia
		Unza Holdings Limited (A)	Singapore
		Wipro Technocentre (Singapore) Pte Limited	Singapore

Direct Subsidiaries	Step Subsidiaries		Country of Incorporation
		Wipro (Thailand) Co Limited	Thailand
		Wipro Bahrain Limited WLL	Bahrain
	Wipro Yardley FZE		Dubai
Wipro Australia Pty Limited			Australia
Wipro Networks Pte Limited (formerly 3D Networks Pte Limited)			Singapore
Planet PSG Pte Limited			Singapore
	Planet PSG SDN BHD		Malaysia
Wipro Chengdu Limited			China
Wipro Chandrika Limited (b)			India
WMNETSERV Limited			Cyprus
	WMNETSERV (UK) Ltd.		UK
	WMNETSERV INC.		USA
Wipro Technology Services Limited			India
Wipro Airport IT Services Limited (c)			India
Lornamead Personal Care Private Limited			India

All the above subsidiaries are 100% held by the Company except the following:
a) 66.67% held in Wipro Arabia Limited
b) 90% held in Wipro Chandrika Limited
c) 74% held in Wipro Airport IT Services Limited
(A) Step Subsidiary details of Unza Holdings Limited are as follows :

Step subsidiaries	Step subsidiaries		Country of Incorporation
Unza Company Pte Ltd			Singapore
Unza Indochina Pte Ltd			Singapore
	Unza Vietnam Co., Ltd		Vietnam
Unza Cathay Ltd			Hong Kong
Unza China Ltd			Hong Kong
	Dongguan Unza Consumer Products Ltd.		China
PT Unza Vitalis			Indonesia
Unza Thailand Limited			Thailand
Unza Overseas Ltd			British virgin islands
Unza Africa Limited			Nigeria
Unza Middle East Ltd			British virgin islands
Unza International Limited			British virgin islands
Positive Equity Sdn Bhd			Malaysia
Unza Nusantara Sdn Bhd			Malaysia
	Unza Holdings Sdn Bhd		Malaysia
	Unza Malaysia Sdn Bhd		Malaysia
		UAA (M) Sdn Bhd	Malaysia
	Manufacturing Services Sdn Bhd		Malaysia
		Shubido Pacific Sdn Bhd (a)	Malaysia
	Gervas Corporation Sdn Bhd		Malaysia
		Gervas (B) Sdn Bhd	Malaysia
	Formapac Sdn Bhd		Malaysia

a) All the above subsidiaries are 100% held by the Company except Shubido Pacific Sdn Bhd in which the holding is 62.55%

Name of the other related party	Nature	% of holding	Country of Incorporation
Wipro Equity Reward Trust	Trust	Fully controlled trust	India
Wipro Inc Trust	Trust	Fully controlled trust	USA
Wipro GE Healthcare Private Limited	Associate	49%	India
Azim Premji Foundation	Entity controlled by Director		
Hasham Premji (partnership firm)	Entity controlled by Director		
Prazim Traders (partnership firm)	Entity controlled by Director		
Zash Traders (partnership firm)	Entity controlled by Director		
Regal Investment & Trading Company Private Limited	Entity controlled by Director		
Vidya Investment & Trading Company private Limited	Entity controlled by Director		
Napean Trading & Investment Company Private Limited	Entity controlled by Director		
Key management personnel			
Azim Premji	Chairman and Managing Director		
Suresh C Senapaty	Chief Financial Officer & Director		
Suresh Vaswani	Jt CEO, IT Business & Director		
Girish S Paranjpe	Jt CEO, IT Business & Director		
Relative of key management personnel			
Rishad Premji	Relative of the director		

The Company has the following related party transactions:

(Rs in Million)

Transaction / Balances	Subsidiaries/ Trusts		Associates		Entities controlled by Directors		Key Management Personnel@	
	2010	2009	**2010**	2009	**2010**	2009	**2010**	2009
Sales of services	4,967	5,295	7	15	-	-	-	-
Sale of goods	-	369	-	-	1	1	-	-
Purchase of services	3,541	2,223	-	-	-	-	-	-
Purchase of goods	35	18	-	-	-	-	-	-
Dividend received	5	5						
Dividend payable	33#	36#	-	-	6,661	4,418	344	234
Interest income	27	16						
Others	94	208	33	36	-	-	-	-
Balances as on March 31,								
Receivables	9,721*	7,448*	1	-	-	-	-	-
Payables	1,808	1,009	-	-	6,663	4,418	388	238

Represents dividend payable to Wipro Inc Trust and Wipro Equity Reward Trust.

@ Including relative of key management personnel.

Remuneration to key management personnel and relative of key management personnel is summarized below:

(Rs. in Million)

Name	For the year ended March, 31	
	2010	2009
Azim Premji	81	14
Suresh Senapaty	31	21
Girish Paranjpe	20	20
Suresh Vaswani	31	21
Rishad Premji	4	3

* Includes the following balances being in the nature of loans given to subsidiaries of the Company including interest accrued, where applicable.

(Rs. in Million)

Name of the entity	As at March 31,	
	2010	**2009**
Wipro Cyprus Private Limited	1,569	1,176
Wipro Chandrika Limited	367	285
Wipro Singapore Pte Limited	22	22
Wipro Holdings (Mauritius) Limited	3	2
Wipro Consumer Care Limited	2	2

The following are the significant transactions during the year ended March 31, 2010 and 2009:

(Rs. in Million)

Name of the entity	Sale of services		Sale of goods		Purchase of services		Purchase of goods	
	2010	2009	**2010**	2009	**2010**	2009	**2010**	2009
Wipro Inc	**3,519**	3,737	**-**	-	**254**	202	**-**	-
Wipro Japan KK	**-**	-	**-**	-	**186**	259	**-**	-
Wipro Shanghai Limited	**108**	79	**-**	-	**112**	150	**-**	-
Wipro Technologies Gmbh.	**44**	-	**-**	-	**1**	-	**-**	-
Unza Holdings Limited	**-**	117	**-**	-	**-**	-	**35**	18
Wipro Portugal S. A.	**536**	29	**-**	-	**1,369**	699	**-**	-
New Logic Technologies GmbH	**97**	114	**-**	-	**77**	-	**-**	-
Wipro Technologies S.A DE C.V	**68**	136	**-**	-	**37**	-	**-**	-
Wipro Technocentre (Singapore) Pte Limited	**33**	-	**-**	-	**-**	-	**-**	-
Wipro Information Technology, Netherlands BV	**136**	-	**-**	-	**-**	-	**-**	-
Wipro Technologies Limited, Russia	**23**	-	**-**	-	**-**	-	**-**	-
Wipro Technologies OY	**65**	-	**-**	-	**297**	-	**-**	-
Wipro Gallagher Solutions Inc	**60**	-	**-**	-	**15**	-	**-**	-
Wipro Holdings UK Limited	**222**	-	**-**	-	**-**	-	**-**	-
Wipro Arabia	**-**	81	**-**	369	**-**	-	**-**	-

23. Income Tax

The provision for taxation includes tax liability in India on the company's worldwide income. The tax has been computed on the worldwide income as reduced by the various deductions and exemptions provided by the Income tax act in India (Act) and the tax credit in India for the tax liabilities payable in foreign countries.

Most of the company's operations are through units in Software Technology Parks ('STPs'). Income from STPs is eligible for 100% deduction for the earlier of 10 years commencing from the fiscal year in which the unit commences operations or March 31, 2011. The Company also has operations in Special Economic Zones (SEZ's). Income from SEZ's are eligible for 100% deduction for the first 5 years, 50% deduction for the next 5 years and 50% deduction for another 5 years subject to fulfilling certain conditions.

Pursuant to the amendments in the Act, the company has calculated its tax liability after considering the provisions of law relating to Minimum Alternate Tax (MAT). As per the Act, any excess of MAT paid over the normal tax payable can be carried forward and set off against the future tax liabilities. Accordingly an amount of Rs. 195 Million (March 31, 2009: Rs. 126 Million) is included under 'Loans and Advances' in the balance sheet as of March 31, 2010.

i) Provision for tax has been allocated as follows:

(Rs in Million)

Particulars	For the year ended March 31,	
	2010	2009
Net Current tax	**7,679**	5,395
Deferred tax	**229**	(60)
Fringe benefit tax	**-**	406
Total income taxes	**7,908**	5,741

Current tax provision includes reversal of tax provision in respect of earlier periods no longer required amounting to Rs 476 Million for the year ended March 31, 2010 (2009: Rs 369 Million).

ii) The components of the net deferred tax asset are as follows:

(Rs in Million)

Particulars	**As of March 31,**	
	2010	2009
Fixed assets	**(549)**	(328)
Accrued expenses and liabilities	**644**	687
Allowances for doubtful debts	**253**	234
Others	**-**	(16)
Net deferred tax assets	**348**	577

24. The Company publishes standalone financial statements along with the consolidated financial statements in the annual report. In accordance with the accounting standard 17, Segment Reporting, the company has disclosed the segment information in the consolidated financial statements.

25. Corresponding figures for previous periods presented have been regrouped, where necessary, to conform to the current period classification.

26. Additional Information Schedule VI.

QUANTITATIVE INFORMATION PURSUATNT TO SCHEDULE VI

i) Licensed / registered / installed capacities

		Licensed Capacity**		Installed capacity @	
		31-Mar-10	31-Mar-09	**31-Mar-10**	31-Mar-09
Vanaspati / Hydrogenated oils	T P A *	**NA**	NA	**45,000**	45,000
Toilet Soaps	T P A *	**NA**	NA	**128,430**	72,084
Leather shoe uppers	000s	**NA**	NA	**750**	750
Fatty acids	T P A *	**NA**	NA	**68,650**	68,650
Glycerine	T P A *	**NA**	NA	**1,000**	1,000
General lighting systems lamps	000s	**NA**	NA	**110,305**	110,300
Tube light shells	000s	**NA**	NA	**-**	-
Fluorescent tube lights	000s	**NA**	NA	**27,097**	27,096
Compact flourescent lamps	000s	**NA**	NA	**14,595**	14,595
Mini computers / micro processor based systems and data communication systems	N P A #	**NA**	NA	**691,200**	691,200
Hydraulic and Pneumatic tubes	N P A #	**NA**	NA	**649,320**	609,120
Tipping Gear systems	N P A #	**NA**	NA	**35,000**	35,000

@ Installed capacities are as per certificate given by management on which auditors have relied.

* TPA indicates tons per annum

NPA indicates nos. per annum

** The company is exempt from the licensing provisions of the Industries (Development Regulation) Act, 1951.

ii) Production

	Unit	**31-Mar-10 Quantity**	31-Mar-09 Quantity
Mini computers/micro processor based systems and data communication systems	Nos.	**224,744**	204,939
Toilet soaps	Tons	**64,486**	53,777
Vanaspati / hydrogenated oils	Tons	**4,714**	4,398
Shoe uppers	000s	**97**	166
Fluorescent tube lights	000s	**6,084**	6,261
Fatty acids	Tons	**41,788**	32,857
Glycerine	Tons	**1,309**	868
Hydraulic and pneumatic tubes	Nos.	**301,323**	263,404
Tipping Gear systems	Nos.	**14,532**	13,239

iii) Sales

	Unit	31-Mar-10 Quantity	31-Mar-10 Rs. in Mn	31-Mar-09 Quantity	31-Mar-09 Rs. in Mn
Software services		-	176,740	-	157,355
Mini computers / micro processor based systems and data communication systems	Nos.	224,886	18,496	204,242	28,167
IT enabled services		-	16,836	-	15,126
Toilets soaps (a)	Tons	63,376	7,479	54,682	6,350
Vanaspati / hydrogenated oils	Tons	4,767	235	4,398	252
Shoe uppers	000s	97	38	166	77
Glycerine	Tons	321	11	570	34
Lighting products (b)		-	1,570	-	1,282
Reagent Kits/ Spares of Analytical instruments (b)		-	-	-	-
Hydraulic and Pneumatic equipment		305,348	3,761	265,126	2,977
Tipping Gear Systems		14,532	290	13,239	328
Spares/components for Tippers/cylinders		-	-	-	80
Others (b)		-	4,607	-	4,099
Total		-	2,30,063	-	216,128
Less: Excise Duty		-	843	-	1,055
Total		-	229,220	-	215,072

(a) Includes samples and shortages

(b) It is not practicable to give quantitative information in the absence of common expressible unit.

iv) Closing stocks

	Unit	31-Mar-10 Quantity	31-Mar-10 Rs in Mn	31-Mar-09 Quantity	31-Mar-09 Rs in Mn
Mini computers / micro processor based systems and data communication systems *	Nos.	3,228	2,269	3,370	1,339
Toilets soaps	Tons	2,452	135	1,842	107
Lighting products *		-	207	-	106
Hydraulic and Pneumatic equipment		11,838	70	15,863	110
Others (b)		-	52	-	172
		-	2,733	-	1,834
Closing stock of traded goods		-	325	-	144
Total		-	3,058	-	1,978

* Includes traded products; bifurcation between manufactured and traded products not practicable.

(b) It is not practicable to give quantitative information in the absence of common expressible unit.

v) Purchases for trading

	31-Mar-10 Quantity	31-Mar-10 Rs in Mn	31-Mar-09 Quantity	31-Mar-09 Rs in Mn
Computer units/printers/software products*	-	27,625	-	23,783
Lighting products *	-	580	-	408
Spares/ components / seal kits for cylinders & tippers *	-	97	-	77
Others *	-	2,826	-	1,947
		31,128		26,215

*It is not practicable to give quantitative information in the absence of common expressible unit.

vi) Raw Material consumed

	Unit	31-Mar-10 Quantity	31-Mar-10 Rs in Mn	31-Mar-09 Quantity	31-Mar-09 Rs in Mn
Peripherals/Components for computers*		-	3,052	-	2,153
Oil and fats	Tons	53,871	1,870	45,994	1,904
Tubes	Mts	276,936	470	194,836	325
Rounds and rods	Tons	7,548	323	4,949	237
Casting and forging	Nos	190,306	102	169,534	93
Bearings, seals and wipers	Nos	9,032,671	183	8,030,606	235
Others *			3,892		2,875
			9,892		7,822

*It is not practicable to give quantitative information in the absence of common expressible unit.

vii) Value of imported and indigenous materials consumed

	31-Mar-10 %	31-Mar-10 Rs. in Mn	31-Mar-09 %	31-Mar-09 Rs. in Mn
Raw Materials				
Imported	37	3,644	45	3,520
Indigenous	63	6,248	55	4,302
	100	9,892	100	7,822
Stores and Spares				
Imported	4	16	3	18
Indigenous	96	368	97	333
	100	384	100	351

viii) Value of imports on CIF basis *(Rs. in million)*

	31-Mar-10	31-Mar-09
(Does not include value of imported items locally purchased)		
Raw materials, components and peripherals	17,484	9,137
Stores and spares	43	13
Capital goods	715	244
	18,242	9,394

ix) Activities in foreign currency *(Rs. in million)*

	31-Mar-10	31-Mar-09
a) Expenditures		
Traveling and onsite allowance	49,093	51,218
Interest	853	1,906
Royalty	518	-
Professional fees	6,458	6,257
Subcontracting charges	5,858	5,585
Dividend *	95	93
Others	8,864	5,290
	71,739	70,349
b) Earnings		
Export of goods on F.O.B basis	4,186	5,958
Services	163,390	159,963
Agency commission	353	308
	168,469	166,229

* Amount remitted in foreign currency on account of payment of dividend

Dividend remitted in foreign currencies

	31-Mar-10	31-Mar-09
Net amount remitted (in Rs million)	95	93
Number of shares held by non-resident shareholders	23,799,222	23,271,010
No of foreign shareholders	1	
Financial year to which dividend relates	2008-09	2007-08

ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND THE COMPANY'S GENERAL BUSINESS PROFILE

I.	**Registration Details**			
	CIN	L32102KA1945PLC020800		
	Registration No.	20800	**State Code**	08
	Balance Sheet Date	31st March 2010		
II.	**Capital raised during the year**	(Rs. in Million)		
	Public issue	Nil	Bonus issue	Nil
	Rights issue	Nil	Private Placement	Nil
	Issue of shares on exercise of Employee Stock Options	5.4		
	American Depository Offering	1.0		
III.	**Position of mobilisation of and deployment of funds**	(Rs. in Million)		
	Total Liabilities	232,224	**Total Assets**	232,224
	Sources of funds		**Application of Funds**	
	Paid-up capital	2,936	Goodwill	447
	Share application money pending allotment	18	Net Fixed Assets	46,027
	Reserves and Surplus	173,968	Investments	89,665
	Secured Loans	-	Deferred tax assets	348
	Unsecured Loans	55,302	Net Current Assets	95,737
IV.	**Performance of the Company**	(Rs. in Million)		
	Turnover	237,973		
	Total Expenditure	181,085		
	Profit before Tax	56,888		
	Profit after Tax	48,980		
	Earnings per share (basic)	33.61		
	Dividend	300%		

V. Generic names of three principal products/services of the Company (as per monetary terms)

i)	Item code no (ITC Code)	84713010
	Product description	Personal Computer
ii)	Item code no (ITC Code)	85249113
	Product description	I.T. Software
iii)	Item code no (ITC Code)	15162011
	Product description	Vegetable fats and oils (Edible Grade)

For and on behalf of the Board of Directors

Azim Premji *Chairman*	Girish S. Paranjpe *Joint CEO, IT Business & Director*	Suresh C. Vaswani *Joint CEO, IT Business & Director*	Suresh C. Senapaty *Chief Financial Officer & Director*
	B. C. Prabhakar *Director*	V. Ramachandran *Company Secretary*	

Bangalore
April 23, 2010

AUDITORS' REPORT TO THE BOARD OF DIRECTORS ON THE CONSOLIDATED FINANCIAL STATEMENTS OF WIPRO LIMITED AND ITS SUBSIDIARIES

We have audited the attached consolidated balance sheet of Wipro Limited ('the Company') and subsidiaries (collectively called 'the Wipro Group') as at March 31, 2010, the consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements and Accounting Standard (AS) 23, Accounting for Investments in Associates in Consolidated Financial Statements issued by the Institute of Chartered Accountants of India ('ICAI').

Without qualifying our opinion, we draw attention to Note 4 of the Notes to Accounts that describes the early adoption by the Company of Accounting Standard (AS) 30, Financial Instruments: Recognition and Measurements, along with limited revisions to other accounting standards, issued by the Institute of Chartered Accountants of India. AS 30, along with limited revisions to the other accounting standards, have not currently been notified by the National Advisory Council for Accounting Standards (NACAS) pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956. Had the Company not early adopted AS 30 and the related limited revisions, profit after taxation for the year ended March 31, 2010 would have been higher by Rs 1,736 million.

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the consolidated balance sheet, of the state of affairs of the Wipro Group as at March 31, 2010;

(b) in the case of the consolidated profit and loss account, of the profit of the Wipro Group for the year ended on that date; and

(c) in the case of the consolidated cash flow statement, of the cash flows of the Wipro Group for the year ended on that date.

for **B S R & Co.**
Chartered Accountants
Firm registration number: 101248W

Akeel Master
Partner
Membership No. 046768

Bangalore
April 23, 2010

CONSOLIDATED BALANCE SHEET

(Rs in Million)

	Schedule	As of March 31, 2010	2009
SOURCES OF FUNDS			
Shareholders' Funds			
Share capital	1	2,934	2,928
Share application money pending allotment		18	15
Reserves and surplus	2	179,491	133,356
		182,443	136,299
Loan Funds			
Secured loans	3	2,119	1,858
Unsecured loans	4	60,394	55,034
		62,513	56,892
Minority interest		437	236
		245,393	193,427
APPLICATION OF FUNDS			
Goodwill		53,346	56,521
Fixed Assets And Intangible Assets			
Gross block	5	86,253	75,353
Less: Accumulated depreciation and amortisation		42,314	36,342
Net block		43,939	39,011
Capital work-in-progress and advances		12,355	13,552
		56,294	52,563
Investments	6	34,060	18,096
Deferred Tax Asset (Net)	18(13)	254	684
Current Assets, Loans And Advances			
Inventories	7	7,926	7,587
Sundry debtors	8	51,150	50,370
Cash and bank balances	9	64,878	49,117
Loans and advances	10	58,175	43,573
		182,129	150,647
Less: Current Liabilities and Provisions			
Liabilities	11	57,342	66,469
Provisions	12	23,348	18,615
		80,690	85,084
Net Current Assets		101,439	65,563
		245,393	193,427
Notes to accounts	18		

The schedules referred to above form an integral part of the consolidated balance sheet

As per our report attached

for BSR & Co.,
Chartered Accountants
Firm Registration number: 101248W

Akeel Master
Partner
Membership No. 046768

Bangalore
April 23, 2010

For and on behalf of the Board of Directors

Azim Premji
Chairman

Girish S. Paranjpe
Joint CEO, IT Business & Director

Suresh C. Vaswani
Joint CEO, IT Business & Director

Suresh C. Senapaty
Chief Financial Officer & Director

B. C. Prabhakar
Director

V. Ramachandran
Company Secretary

CONSOLIDATED PROFIT AND LOSS ACCOUNT

(Rs in Million, except share data)

	Schedule	Year ended March 31, 2010	2009
INCOME			
Gross sales and services		272,972	258,050
Less: Excise duty		843	1,055
Net sales and services		272,129	256,995
Other income, net	13	4,376	2,621
		276,505	259,616
EXPENDITURE			
Cost of sales and services	14	185,649	179,246
Selling and marketing expenses	15	19,147	17,796
General and administrative expenses	16	15,382	14,978
Interest	17	1,232	2,400
		221,410	214,420
PROFIT BEFORE TAXATION		55,095	45,196
Provision for taxation including fringe benefit tax	18(13)	9,163	6,460
Profit before minority interest / share in earnings of associates		45,932	38,736
Minority interest		(185)	(99)
Share in earnings of associates		563	362
PROFIT FOR THE PERIOD		46,310	38,999
Appropriations			
Proposed dividend		8,809	5,860
Tax on dividend		1,283	996
TRANSFER TO GENERAL RESERVE		36,218	32,143
EARNINGS PER SHARE - EPS	18(16)		
Equity shares of par value Rs. 2/- each			
Basic (in Rs.)		31.78	26.81
Diluted (in Rs.)		31.56	26.72
Number of shares for calculating EPS			
Basic		1,457,421,994	1,454,662,502
Diluted		1,467,298,404	1,459,352,869
Notes to accounts	18		

The schedules referred to above form an integral part of the consolidated profit and loss account

As per our report attached
for BSR & Co.,
Chartered Accountants
Firm Registration number: 101248W

Akeel Master
Partner
Membership No. 046768

Bangalore
April 23, 2010

For and on behalf of the Board of Directors

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Joint CEO, IT Business & Director

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Joint CEO, IT Business & Director

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Chief Financial Officer & Director

B. C. Prabhakar
Director

V. Ramachandran
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

(Rs. in Million)

		Year Ended March 31, 2010	2009
A.	**Cash flows from operating activities:**		
	Profit before tax	55,095	45,196
	Adjustments:		
	Depreciation and amortisation	7,543	6,864
	Amortisation of stock compensation expense	1,317	1,767
	Exchange differences - net	(1,394)	3,702
	Impact of cash flow and net investment hedges	6,017	(12,196)
	Interest on borrowings	1,232	2,400
	Dividend / interest income - net	(4,052)	(3,664)
	(Profit) / loss on sale of investments - net	(308)	(681)
	Gain on sale of fixed assets - net	(43)	(28)
	Working capital changes :		
	Sundry debtors and unbilled	(4,724)	(13,766)
	Loans and advances	(2,203)	(1,622)
	Inventories	(218)	(922)
	Current liabilities and provisions	650	16,233
	Net cash generated from operations	58,912	43,283
	Direct taxes (paid)/refund-net	(7,914)	(7,184)
	Net cash generated by operating activities	50,998	36,099
B.	**Cash flows from investing activities:**		
	Acquisition of fixed assets (including capital advances)	(11,029)	(16,746)
	Proceeds from sale of fixed assets	397	358
	Advance / lease transactions	(1,950)	-
	Purchase of investments	(340,891)	(342,717)
	Proceeds from sale / maturity of investments	325,770	341,687
	Investment in inter-corporate deposits	(10,750)	(3,750)
	Refund of inter-corporate deposits	4,950	-
	Payment for acquisition of businesses, net of cash acquired	(4,051)	(6,679)
	Dividend / interest income received	3,739	3,664
	Net cash (used in)/generated by investing activities	(33,815)	(24,183)
C.	**Cash flows from financing activities:**		
	Proceeds from exercise of employee stock options	7	63
	Share application money pending allotment	3	15
	Interest paid on borrowings	(1,194)	(2,400)
	Dividends paid (including distribution tax)	(6,823)	(6,829)
	Repayment of borrowings / loans	(55,664)	(80,229)
	Proceeds from borrowings / loans	63,430	86,648
	Proceeds from issuance of shares by subsidiary	77	-
	Net cash (used in)/generated by financing activities	(164)	(2,732)
	Net (decrease) / increase in cash and cash equivalents during the period	17,019	9,184
	Cash and cash equivalents at the beginning of the period	49,117	39,270
	Effect of exchange rate changes on cash balance	(1,258)	663
	Cash and cash equivalents at the end of the period	64,878	49,117

As per our report attached

for BSR & Co.,
Chartered Accountants
Firm Registration number: 101248W

Akeel Master
Partner
Membership No. 046768

Bangalore
April 23, 2010

For and on behalf of the Board of Directors

Azim Premji
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Suresh C. Senapaty
Chief Financial Officer & Director

B. C. Prabhakar
Director

V. Ramachandran
Company Secretary

SCHEDULES TO CONSOLIDATED BALANCE SHEET

(Rs. in Million, except share data)

	As of March 31, 2010	2009
SCHEDULE 1 SHARE CAPITAL		
Authorised capital		
1,650,000,000 (2009: 1,650,000,000) equity shares of Rs 2 each	3,300	3,300
25,000,000 (2009: 25,000,000) 10.25 % redeemable cumulative preference shares of Rs. 10 each	250	250
	3,550	3,550
Issued, subscribed and paid-up capital [Refer note 18 (2)]		
1,468,211,189 (2009: 1,464,980,746) equity shares of Rs 2 each	2,936	2,930
Less: 968,803 (2009: 968,803) equity shares issued to and held by controlled trust	(2)	(2)
	2,934	2,928
SCHEDULE 2 RESERVES AND SURPLUS		
Capital reserve		
Balance brought forward from previous year	1,144	1,144
Addition during the period	-	-
	1,144	1,144
Securities premium account		
Balance brought forward from previous year	27,279	25,373
Add: Shares issued to controlled trust	-	540
Add: Exercise of stock options by employees	1,909	1,366
	29,188	27,279
Less: Shares issued to controlled trust [Refer note 18(2)]	(540)	(540)
	28,648	26,739
Translation reserve		
Balance brought forward from previous year	1,233	(10)
Movement during the period	(1,015)	1,243
	218	1,233
Restricted stock units reserve [Refer note 18(12)]		
Employee stock options outstanding	4,366	6,693
Less: Deferred employee compensation expense	2,643	4,380
	1,723	2,313
General reserve		
Balance brought forward from previous year	118,813	86,764
Additions [Refer note 18 (3) (ii)]	33,899	32,049
	152,712	118,813
Hedging reserve [Refer note 18(5)]		
Balance brought forward from previous year	(16,886)	(1,097)
Movement during the period	11,932	(15,789)
Unrealised loss on cash flow hedging derivatives, net	(4,954)	(16,886)
Summary of reserves and surplus		
Balance brought forward from previous year	133,356	113,991
Movement during the period	46,135	19,365
	179,491	133,356

SCHEDULES TO CONSOLIDATED BALANCE SHEET

(Rs. in Million)

	As of March 31, 2010	As of March 31, 2009
SCHEDULE 3 SECURED LOANS		
Term loans [1]	164	233
Cash credit [1]	1,243	643
Finance lease obligation[2]	712	982
	2,119	1,858

[1] Term loans and cash credit facility are secured by hypothecation of stock-in-trade, book debts, immovable/movable properties and other assets.

[2] Secured by underlying assets.

	As of March 31, 2010	As of March 31, 2009
SCHEDULE 4 UNSECURED LOANS		
External commercial borrowings	16,844	18,052
Borrowing from banks	40,595	35,829
Others	2,955	1,153
	60,394	55,034

SCHEDULES TO CONSOLIDATED BALANCE SHEET

SCHEDULE 5 FIXED ASSETS & INTANGIBLE ASSETS

(Rs in Million)

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION AND AMORTISATION					NET BLOCK	
	As of April 1, 2009	Additions	Effect of Transalation*	Deductions	As of March 31, 2010	As of April 1, 2009	Depreciation and amortisation for the period	Effect of Transalation*	Deductions / adjustments	As of March 31, 2010	As of March 31, 2010	As of March 31, 2009
(a) Tangible fixed assets												
Land (including leasehold)	4,052	66	(8)	-	4,110	19	97	(1)	-	115	3,995	4,033
Buildings	15,329	4,070	(130)	(55)	19,214	1,659	413	(58)	1	2,015	17,199	13,670
Plant & machinery #	42,037	6,685	(1,126)	(590)	47,006	27,178	5,323	(717)	(347)	31,437	15,569	14,859
Furniture, fixture and equipments	8,160	1,927	(49)	(177)	9,861	4,619	1,072	(30)	(118)	5,543	4,318	3,541
Vehicles	2,864	462	(4)	(381)	2,941	1,759	513	7	(260)	2,019	922	1,105
(b) Intangible fixed assets												
Technical know-how	384	30	(37)	-	377	384	2	(37)	6	355	22	-
Brands, patents, trade marks and rights**	2,527	354	(137)	-	2,744	724	123	(19)	2	830	1,914	1,803
	75,353	13,594	(1,491)	(1,203)	86,253	36,342	7,543	(855)	(716)	42,314	43,939	39,011
Previous year - 31 March 2009 @	56,280	17,607	2,265	(799)	75,353	28,067	6,864	1,212	199	36,342	39,011	

* Represents translation of fixed assets of non-integral operations into Indian Rupee

\# Plant and machinery includes computers and computer software

** Brands marks include Rs 348 related to Yardley acquisition made during the year ended 31 March 2010

@ Additions include Gross Block of Rs 859 and adjustments include Accumulated depreciation of Rs 613 in respect of assets of entities acquired during the year ended 31 March 2009. Interest capitalised was Rs 95 and Rs 314 for the year ended 31 March 2010 and 2009 respectively.

SCHEDULES TO CONSOLIDATED BALANCE SHEET

(Rs. in Million)

	As of March 31, 2010	2009
SCHEDULE 6 INVESTMENTS		
Long term - unquoted		
Investment in associates [Refer note 18(6)]		
Wipro GE Healthcare Private Limited [3]	2,378	1,670
	2,378	1,670
Current investments - quoted [Refer note 18(21)]		
Investments in Indian money market mutual funds	19,147	15,136
Current investments - unquoted [Refer note 18(21)]		
Certificates of deposit	11,088	947
Other investments [Refer note 18(21)]	1,447	343
	31,682	16,426
	34,060	18,096
Aggregate market value of quoted investments and mutual funds	19,156	15,211

[3] Equity investments in this company carry certain restrictions on transfer of shares as provided for in the shareholders' agrements.

	2010	2009
SCHEDULE 7 INVENTORIES		
Finished goods	3,937	3,696
Raw materials	2,212	2,448
Stock in process	776	695
Stores and spares	1,001	748
	7,926	7,587
SCHEDULE 8 SUNDRY DEBTORS		
Unsecured		
Debts outstanding for a period exceeding six months		
Considered good	6,858	5,832
Considered doubtful	2,283	1,433
	9,141	7,265
Other debts		
Considered good	44,292	44,538
Considered doubtful	44	486
	53,477	52,289
Less: Provision for doubtful debts	2,327	1,919
	51,150	50,370
SCHEDULE 9 CASH AND BANK BALANCES		
Balances with bank:		
In current account	23,608	22,264
In deposit account	40,723	26,173
Cash and cheques on hand	547	680
[Refer note 18(20)]	64,878	49,117

SCHEDULES TO CONSOLIDATED BALANCE SHEET

(Rs. in Million)

	As of March 31, 2010	2009
SCHEDULE 10 LOANS AND ADVANCES		
(Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
Considered good		
- Prepaid expenses	4,781	3,986
- Advance to suppliers	584	706
- Employee travel & other advances	1,524	1,359
- Others	3,103	3,217
	9,992	9,268
Considered doubtful	297	160
	10,289	9,428
Less: Provision for doubtful advances	297	160
	9,992	9,268
Other deposits	1,780	1,586
Derivative assets	3,903	1,421
Finance lease receivables	4,442	3,605
Advance income taxes	10,383	8,481
Inter corporate deposits	10,050	4,250
Balances with excise and customs	917	854
Unbilled revenues	16,708	14,108
	58,175	43,573
SCHEDULE 11 LIABILITIES		
Accrued expenses	19,615	21,110
Statutory liabilities	4,001	3,455
Sundry creditors	19,133	19,081
Unearned revenues	7,462	8,734
Advances from customers	1,786	824
Derivative liabilities	4,385	12,257
Unclaimed dividends	17	17
Others	943	991
	57,342	66,469
SCHEDULE 12 PROVISIONS		
Employee retirement benefits	2,967	3,111
Warranty	611	768
Provision for tax	7,915	6,493
Proposed dividend	8,809	5,860
Tax on proposed dividend	1,283	996
Others	1,763	1,387
	23,348	18,615

SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

(Rs in Million)

	Year ended March 31,	
	2010	2009
SCHEDULE 13 OTHER INCOME, NET		
Income from current investments		
- Dividend on mutual fund units	1,442	2,265
- Profit/ (loss) on sale of investments	308	681
Interest on debt instruments and others	2,610	1,964
Exchange differences, net	(716)	(1,553)
Exchange fluctuations on foreign currency borrowings, net	174	(1,465)
Miscellaneous income/(expense)	558	729
	4,376	2,621
SCHEDULE 14 COST OF SALES AND SERVICES		
Employee compensation	90,356	91,293
Raw materials, finished and process stocks consumed	50,376	45,770
Sub contracting / technical fees / third party application	16,000	14,184
Travel	5,830	6,684
Depreciation and amortisation	6,935	6,367
Repairs	4,011	3,142
Communication	2,779	2,610
Power and fuel	1,797	1,863
Outsourced technical services	1,348	1,442
Rent	2,033	1,667
Stores and spares	709	629
Insurance	356	372
Rates and taxes	276	313
Miscellaneous expenses	2,843	2,910
	185,649	179,246

SCHEDULES TO CONSOLIDATED PROFIT & LOSS ACCOUNT

(Rs in Million)

	Year ended March 31,	
	2010	2009
SCHEDULE 15 SELLING AND MARKETING EXPENSES		
Employee compensation	9,130	8,982
Advertisement and sales promotion	4,831	3,470
Travel	858	1,037
Carriage and freight	1,083	1,005
Sales commission	885	886
Rent	466	477
Communication	378	396
Conveyance	144	157
Depreciation and amortisation	265	265
Repairs	109	123
Insurance	54	26
Rates and taxes	38	59
Miscellaneous expenses	906	913
	19,147	17,796
SCHEDULE 16 GENERAL AND ADMINISTRATIVE EXPENSES		
Employee compensation	7,759	6,790
Travel	1,232	1,435
Legal and professional charges	1,593	1,502
Repairs and mantainance	900	780
Provision for doubtful debts	566	939
Staff recruitment	485	411
Manpower outside services	232	264
Depreciation and amortisation	343	232
Rates and taxes	160	72
Insurance	148	125
Rent	563	382
Auditors' remuneration	26	23
Miscellaneous expenses	1,375	2,023
	15,382	14,978
SCHEDULE 17 INTEREST		
Cash credit and others	1,232	2,400
	1,232	2,400

Index of Notes to Accounts

SCHEDULE 18 – NOTES TO ACCOUNTS

Company overview

Wipro Limited (Wipro or the Parent), together with its subsidiaries and associates (collectively, the Company or the group) is a leading India based provider of IT Services, including Business Process Outsourcing (BPO) services, globally. Further, Wipro has other businesses such as IT Products, Consumer Care and Lighting and Infrastructure engineering. Wipro is headquartered in Bangalore, India.

1. Significant accounting policies

i. Basis of preparation of financial statements

The consolidated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention and on the accrual basis except for certain financial instruments, which are measured on a fair value basis. GAAP comprises Accounting Standards (AS), issued by the Institute of Chartered Accountants of India (ICAI) and other generally accepted accounting principles in India.

ii. Principles of consolidation

The consolidated financial statements include the financial statements of Wipro and all its subsidiaries, which are more than 50% owned or controlled.

The financial statements of the parent company and its majority owned / controlled subsidiaries have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all inter-company balances / transactions and resulting unrealized gain / loss.

The consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

iii. Use of estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimate is recognised in the period in which the estimates are revised and in any future period affected.

iv. Fixed assets, intangible assets and capital work-in-progress

Fixed assets are stated at historical cost less accumulated depreciation. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost.

Intangible assets are stated at the consideration paid for acquisition less accumulated amortization.

Advances paid towards the acquisition of fixed assets outstanding as of each balance sheet date and the cost of fixed assets not ready for use before such date are disclosed under capital work-in-progress.

v. Investments

Long term investments (other than investment in associate) are stated at cost less any other than temporary decline in the value of such investments. Current investments are valued at lower of cost and fair value determined by category of investment. The fair value is determined using quoted market prices/market observable information adjusted for cost of disposal.

Investment in associate is accounted under the equity method.

vi. Inventories

Inventories are valued at lower of cost and net realizable value, including necessary provision for obsolescence. Cost is determined using the weighted average method.

vii. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company recognizes provision for onerous contracts based on the estimate of excess of unavoidable costs of meeting obligations under the contracts over the expected economic benefits.

viii. Revenue recognition

Services:

Revenue from Software development services comprises revenue from time and material and fixed-price contracts. Revenue from time and material contracts is recognised as related services are performed. Revenue from fixed-price, fixed-time frame contracts is generally recognised in accordance with the "Percentage of Completion" method.

Revenues from BPO services are derived from both time-based and unit-priced contracts. Revenue is recognised as the related services are performed, in accordance with the specific terms of the contract with the customers.

Revenue from application maintenance services is recognised over the period of the contract.

Revenue from customer training, support and other services is recognised as the related services are performed.

Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

'Unbilled revenues' included in loans and advances represent cost and earnings in excess of billings as at the balance sheet date. 'Unearned revenues' included in current liabilities represent billing in excess of revenue recognised.

Products:

Revenue from sale of products is recognised when the product has been delivered, in accordance with the sales contract. Revenues from product sales are shown as net of excise duty, sales tax separately charged and applicable discounts.

Other income:

Agency commission is accrued when shipment of consignment is dispatched by the principal.

Profit on sale of investments is recorded upon transfer of title by the Company. It is determined as the difference between the sales price and carrying amount of the related investment.

Interest is recognised using the time-proportion method, based on rates implicit in the transaction.

Dividend income is recognised where the Company's right to receive dividend is established.

ix. Leases

Leases of assets, where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Lease rentals in respect of assets taken under operating leases are charged to profit and loss account on a straight line basis over the lease term.

In certain arrangements, the Company recognizes revenue from the sale of products given under finance leases. The Company records gross finance receivables, unearned income and the estimated residual value of the leased equipment on consummation of such leases. Unearned income represents the excess of the gross finance lease receivable plus the estimated residual value over the sales price of the equipment. The Company recognises unearned income as financing revenue over the lease term using the effective interest method.

x. Foreign currency transactions

Transaction:

Foreign currency transactions are accounted in the books of accounts at the average rate for the month.

The difference between the rate at which foreign currency transactions are accounted and the rate at which they are realized is recognised in the profit and loss account.

Translation:

Monetary foreign currency assets and liabilities at period-end are translated at the closing rate. The difference arising from the translation is recognised in the profit and loss account, except for the exchange difference arising on monetary items that qualify as hedging instruments in a cash flow hedge or hedge of a net investment in a non-integral foreign operation. In such cases the exchange difference is initially recognised in hedging reserve or translation reserve, respectively. Such exchange differences are subsequently recognised in the profit and loss account on occurrence of the underlying hedged transaction or on disposal of the investment, respectively.

Integral operations:

Monetary assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. Non-monetary items are translated at the historical rate. The items in the profit and loss account are translated at the average exchange rate during the period. The differences arising out of the translation are recognised in the profit and loss account.

Non-integral operations:

Assets and liabilities are translated at the exchange rate prevailing at the date of the balance sheet. The items in the profit and loss account are translated at the average exchange rate during the period. The differences arising out of the translation are transferred to translation reserve.

xi. Financial Instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument.

Derivative instruments and Hedge accounting:

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in non-integral foreign operations and forecasted cash flows denominated in foreign currency. The Company limits the effects of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments, where the counterparty is a bank.

The Company early adopted AS 30 and the limited revisions to other accounting standards which come into effect upon adoption of AS 30 from April 1, 2008. In accordance with the recognition and measurement principles set out in AS 30, changes in fair value of derivative financial instruments designated as cash flow hedges are recognised directly in shareholders' funds and reclassified into the profit and loss account upon the occurrence of the hedged transaction. The Company also designates derivative financial instruments as hedges of net investment in non-integral foreign operation. The portion of the changes in fair value of derivative financial instruments determined to be an effective hedge are recognised in the shareholders' funds and would be recognised in the profit and loss account upon sale or disposal of related non-integral foreign operation. Changes in fair value relating to the ineffective portion of the hedges and derivatives not designated as hedges are recognised in the profit and loss account as they arise.

AS 30 states that particular sections of other accounting standards; AS 4, Contingencies and Events Occurring after Balance Sheet Date, to the extent it deals with contingencies, AS 11 (revised 2003), The Effects of Changes in Foreign Exchange Rates, to the extent it deals with the 'forward exchange contracts' and AS 13, Accounting for Investments, except to the extent it relates to accounting for investment properties, will stand withdrawn only from the date AS 30 becomes mandatory (April 1, 2011 for the Company). Accordingly, the Company continues to comply with the guidance in AS 4 – relating to contingencies, AS 11 – relating to forward contracts and AS 13 – relating to Investments until AS 30 becomes mandatory.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

Non-Derivative Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets of the Company mainly include cash and bank balances, sundry debtors, unbilled revenues, finance lease receivables, employee travel and other advances, other loans and advances and derivative financial instruments with a positive fair value. Financial liabilities of the Company mainly comprise secured and unsecured loans, sundry creditors, accrued expenses and derivative financial instruments with a negative fair value. Financial assets / liabilities are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when all of risks and rewards of the ownership have been transferred. The transfer of risks and rewards is evaluated by comparing the exposure, before and after the transfer, with the variability in the amounts and timing of the net cash flows of the transferred assets.

The Company measures the financial assets and liabilities, except for derivative financial assets and liabilities at amortized cost using the effective interest method. The Company measures the short-term payables and receivables with no stated rate of interest at original invoice amount, if the effect of discounting is immaterial. Non-interest-bearing deposits are discounted to their present value.

xii. Depreciation and amortisation

Depreciation is provided on straight line method based on the estimated useful life of the asset. Management estimates the useful life of various assets as follows:

Nature of asset	Life of asset
Building	30 – 60 years
Plant and machinery	5 – 21 years
Office equipment	3 - 10 years
Vehicles	4 years
Furniture and fixtures	3 - 10 years
Computer and software	2 – 6 years

Fixed assets individually costing Rs 5,000/- or less are depreciated at 100%.

Assets under capital lease are amortised over their estimated useful life or the lease term, whichever is lower. Intangible assets are amortized over their estimated useful life on a straight line basis. For various brands acquired by the Company, the estimated useful life has been determined ranging between 20 to 25 years. The Company believes this based on number of factors including the competitive environment, market share, brand history, product life cycles, operating plan, no restrictions on title and the macroeconomic environment of the countries in which the brands operate. Accordingly, such intangible assets are being amortised over the determined useful life. Payments for leasehold land are amortised over the period of lease.

xiii. Impairment of assets

Financial assets:

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss. The amount of loss for short-term receivables is measured as the difference between the assets carrying amount and undiscounted amount of future cash flows. Reduction, if any, is recognised in the profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, the recognised impairment loss is reversed, subject to maximum of initial carrying amount of the short-term receivable.

Other than financial assets:

The Company assesses at each balance sheet date whether there is any indication that a non-financial asset including goodwill may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. In respect of goodwill, the impairment loss will be reversed only when it was caused by specific external events of an exceptional nature that is not expected to recur and their effects have been reversed by subsequent external events.

xiv. Employee benefits

Provident fund:

Employees receive benefits from a provident fund. The employee and employer each make monthly contributions to the plan equal to 12% of the covered employee's salary. A portion of the contribution is made to the provident fund trust managed by the Company, while the remainder of the contribution is made to the Government's provident fund.

Compensated absences:

The employees of the Company are entitled to compensated absence. The employees can carry-forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. Long term compensated absences is accrued based on actuarial valuation at the balance sheet date carried out by an independent actuary.

Gratuity:

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC), HDFC Standard Life, TATA AIG and Birla Sun-life. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in the profit and loss account.

Superannuation:

The employees of the Company also participate in a defined contribution plan maintained by the Company. This plan is administered by the LIC and ICICI Prudential Insurance Company Limited. The Company makes annual contributions based on a specified percentage of each covered employee's salary.

xv. Employee stock options

The Company determines the compensation cost based on the intrinsic value method. The compensation cost is amortised on a straight line basis over the vesting period.

xvi. Taxes

Income tax:

The current charge for income taxes is calculated in accordance with the relevant tax regulations.

Deferred tax:

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences that result between the profit offered for income taxes and the profit as per the financial statements of each entity in the Group.

Deferred taxes are recognised in respect of timing differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of timing difference is determined using first in first out method.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment/substantive enactment date.

Deferred tax assets on timing differences are recognised only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax assets on the timing differences when unabsorbed depreciation and losses carried forward exist, are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets are reassessed for the appropriateness of their respective carrying amounts at each balance sheet date.

The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

xvii. Earnings per share

Basic:

The number of equity shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period excluding equity shares held by controlled trust.

Diluted:

The number of equity shares used in computing diluted earnings per share comprises the weighted average equity shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. The number of equity shares and potentially dilutive equity shares are adjusted for any stock splits and bonus shares issued.

xviii. Cash flow statement

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

2. Share capital

The following are the details for 1,468,211,189 (2009: 1,464,980,746) equity shares as of March 31, 2010

No. of shares	Description
1,399,355,659	Equity shares / American Depository Receipts (ADRs) (2009: 1,399,355,659) have been allotted as fully paid bonus shares / ADRs by capitalization of Securities premium account and Capital redemption reserve.
1,325,525	Equity shares (2009: 1,325,525) have been allotted as fully paid-up, pursuant to scheme of amalgamation, without payment being received in cash.
968,803	Equity shares (2009: 968,803) allotted to the Wipro Inc Trust, the sole beneficiary of which is Wipro Inc, wholly owned subsidiary of the Company, without payment being received in cash, in consideration of acquisition of inter-company investments.
3,162,500	Equity shares (2009: 3,162,500) representing American Depository Receipts issued during 2000-2001 pursuant to American Depository offering by the Company.
63,398,702	Equity shares (2009: 60,168,259) issued pursuant to Employee Stock Option Plan.

3. Note on Reserves

i) Restricted stock units reserve includes Deferred Employee Compensation, which represents future charge to the profit and loss account and employee stock options outstanding to be treated as securities premium at the time of allotment of shares.

ii) Additions to General Reserve include:

(Rs in Million)

Particulars	For the year ended March 31, 2010	2009
Transfer from Profit and Loss Account	36,218	32,143
Adjustment on adoption of AS 30	-	(89)
Additional purchase consideration [refer note 18(7)]	(2,385)	-
Dividend paid to Wipro Equity Reward Trust and Wipro Inc Trust	67	-
Others	(1)	(5)
	33,899	32,049

4. The Company has adopted AS 30 and the limited revisions to other accounting standards which come into effect upon adoption of AS 30.

AS 30 states that particular sections of other accounting standards; AS 4, Contingencies and Events Occurring after Balance sheet Date, to the extent it deals with contingencies, AS 11 (revised 2003), The Effects of Changes in Foreign Exchange Rates, to the extent it deals with the 'forward exchange contracts' and AS 13, Accounting for Investments, except to the extent it relates to accounting for investment properties, would stand withdrawn only from the date AS 30 becomes mandatory (April 1, 2011 for the Company).

Accordingly, the Company continues to comply with the guidance under these accounting standards; AS 4 – relating to Contingencies, AS 11 – relating to Forward Contracts and AS 13 – relating to Investments until AS 30 becomes mandatory.

i) As permitted by AS 30 and the consequent limited revisions to other accounting standards, the Company has designated a yen-denominated foreign currency borrowing amounting to JPY 18 Billion (2009: JPY 27 Billion) along with a floating for floating Cross-Currency Interest Rate Swap (CCIRS), as a hedging instrument to hedge its net investment in a non-integral foreign operation. In addition, the Company has also designated yen-denominated foreign currency borrowing amounting to JPY 8 Billion (2009: JPY 8 Billion) along with floating for fixed CCIRS as cash flow hedge of the yen- denominated borrowing and also as a hedge of net investment in non-integral foreign operation.

ii) Accordingly, the translation gain/ (loss) on the foreign currency borrowings and portion of the changes in fair value of CCIRS which are determined to be effective hedge of net investment in non-integral operation and cash flow hedge of yen-denominated borrowings aggregating to Rs. 1,736 Million for the year ended March 31, 2010 (March 31, 2009: Rs. (3,044) Million) was recognised in translation reserve / hedging reserve in shareholders' funds. The amount of gain/ (loss) of Rs 1,564 Million for the year ended March 31, 2010 (March 31, 2009: Rs. (3,017) Million) recognised in translation reserve would be transferred to profit and loss account upon sale or disposal of the non-integral foreign operation and the amount of gain / (loss) of Rs. 172 Million for year ended March 31, 2010 (March 31, 2009: Rs. (27) Million) recognised in the hedging reserve would be transferred to profit and loss upon occurrence of the hedged transaction.

iii) In accordance with AS 11, if the Company had continued to recognize translation (losses)/ gains on foreign currency borrowing in the profit and loss account, the foreign currency borrowing would not have been eligible to be combined with CCIRS for hedge accounting. Consequently, the CCIRS also would not have qualified for hedge accounting and changes in fair value of CCIRS would have to be recognised in the profit and loss account. As a result profit after tax would have been higher/ (lower) by Rs 1,736 Million for the year ended March 31, 2010 (March 31, 2009: Rs. (3,044) Million).

5. Derivatives

As of March 31, 2010, the Company has recognised losses of Rs 4,954 Million (March 31, 2009: Rs 16,886 Million) relating to derivative financial instruments (comprising of foreign currency forward contract, option contracts and floating to fixed CCIRS) that are designated as effective cash flow hedges in the shareholders' funds.

In addition to the derivative instruments discussed above in Note 4, the Company has also designated certain foreign currency forward contracts to hedge its net investment in non-integral foreign operations. The Company has recognized gain/ (loss) of Rs. 2,642 Million for the year ended March 31, 2010 (March 31, 2009: Rs (4,410) Million) relating to the derivative financial instruments in translation reserve in the shareholders' funds.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding as at:

(In Million)

	As at March 31,	
Particulars	2010	2009
Designated cash flow hedging derivative instruments		
Sell	$1,518	$1,060
	£31	£54
	¥4,578	¥6,130
	AUD 7	AUD 3
	-	CHF 2
	-	SGD 1
Net investment hedges in foreign operations		
Cross currency swaps	¥26,014	¥35,016
Others	$262	$267
	€40	€40
Non designated derivative instruments		
Sell	$45	$612
	£38	£53
	€29	€39
Buy	$492	$438
	-	¥23,170
Cross currency swaps	¥7,000	-

6. The Company has a 49% equity interest in Wipro GE Healthcare Private Limited (Wipro GE), an entity in which General Electric, USA holds the majority equity interest. The shareholders agreement provides specific rights to the two shareholders. Management believes that these specific rights do not confer joint control as defined in Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures". Consequently, Wipro GE is not considered as a joint venture and consolidation of financial statements is carried out as per the equity method in terms of Accounting Standard 23 "Accounting for Investments in Associates in Consolidated interim financial statements".

Wipro GE had received tax demands from the Indian income tax authorities for the financial years ended March 31, 2001, 2002, 2003 and 2004 aggregating to Rs. 903 Million including interest. The tax demands were primarily on account of transfer pricing adjustments and the denial of export benefits and tax holiday benefits claimed by Wipro GE under the Indian Income Tax Act, 1961 (the "Act"). Wipro GE appealed against the said demands before the first appellate authority. The first appellate authority has vacated the tax demands for the years ended March 31, 2001, 2002, 2003 and 2004. The income tax authorities have filed an appeal for the years ended March 31, 2001, 2002, 2003 and 2004. In December 2008, Wipro GE received, on similar grounds, additional tax demand of Rs. 552 Million (including interest) for the financial year ended March 31, 2005. Wipro GE has filed an appeal against the said demand within the time limits permitted under the statute.

In December 2009, Wipro GE received a draft assessment order, on similar grounds, with a demand of Rs. 299 Million (including interest) for the financial year ended March 31, 2006. Wipro GE has filed an objection against the said demand before the Dispute Resolution Panel and the Assessing officer within the time limit permitted under the statute.

Considering the facts and nature of disallowance and the order of the appellate authority upholding the claims of Wipro GE, Wipro GE believes that the final outcome of the disputes should be in its favour and will not have any material adverse effect on its financial position and results of operations.

7. Merger and Acquisition

(i) In December 2009, the Company has entered into a sale and purchase agreement with Lornamead Group Limited to acquire the entire share capital of Lornamead FZE (an entity incorporated in Dubai) and Lornamead Personal Care Private Limited (an entity incorporated in India) for cash consideration including earnout amounting to Rs. 1,766 Million. The Company has also paid Rs. 348 Million for acquisition of Yardley Trademark, which has been recorded as an intangible assets. Yardley is a strong heritage global brand established since 1770 in the personal care category with fragrance products, bath & shower products and skin care. This acquisition adds to the Company's strong brand portfolio of personal care products and would increase its presence in the Middle East and other Asian markets. The Company has recorded a goodwill of Rs. 1,712 Million in respect of this acquisition.

(ii) Pursuant to the scheme of amalgamation approved by the Honorable High Court of Karnataka, Indian undertakings of Wipro Networks Pte Limited, Singapore, and WMNETSERVE Limited, Cyprus have been merged with the Company with retrospective effect from April 1, 2009, the Appointed Date. The amalgamation has been accounted as 'amalgamation in the nature of merger'. These transactions had no impact on the consolidated financial statements.

(iii) During the year ended March 31, 2007, the Company acquired certain entities providing computer aided design and engineering services for a consideration of Rs.142 Million, and additional consideration based on achievement of specified revenues and profit milestone over a period of 3 years. The additional consideration payable is recognized when the payment is probable and can be reasonably estimated.

During the year ended March 31, 2008, these acquired entities were merged with other entities of Wipro. The merger was accounted as 'amalgamation in the nature of merger' in accordance with AS 14, Accounting for Amalgamation, and the goodwill relating to the acquisition was adjusted against general reserve.

During the year ended March 31, 2010, the Company determined that Rs. 2,385 Million, of additional consideration is payable. Pursuant to the merger of acquired entities, this additional consideration would have resulted in an increase in investment/goodwill, which has also been adjusted against the general reserve in the current year consistent with the previous accounting of the amalgamation.

8. Sale of financial assets

From time to time, in the normal course of business, the Company transfers accounts receivables, net investment in finance lease receivables and employee advances (financials assets) to banks. Under the terms of the arrangements, the Company surrenders control over the financial assets and are without recourse. Accordingly, such transfers are recorded as sale of financial assets. Gains and losses on sale of financial assets without recourse are recorded at the time of sale based on the carrying value of the financial assets and fair value of servicing liability. In certain cases, transfer of financial assets may be with recourse. Under arrangements with recourse, the Company is obligated to repurchase the uncollected financial assets, subject to limits specified in the agreement with the banks. Accordingly, in such cases the amount received are recorded as borrowings in the balance sheet and cash flows from financing activities.

During the year ended March 31, 2010, the Company transferred financial assets of Rs. 3,552 (March 31, 2009: Rs. 539 Million), under such arrangements. Proceeds from transfer of receivables on non recourse basis are included in the net cash provided by operating activities in the statements of cash flows. Proceeds from transfer of receivables on recourse basis are included in the net cash provided by financing activities. These transfers resulted in a net gain / (loss) of Rs. 13 Million for the year ended March 31, 2010 (March 31, 2009: Rs. (35) Million). As at March 31, 2010, the maximum amounts of recourse obligation in respect of the transferred financial assets are Rs. 657 Million (March 31, 2009: Nil).

9. Finance lease receivables

The Company provides lease financing for the traded and manufactured products primarily through finance leases. The finance lease portfolio contains only the normal collection risk with no important uncertainties with respect to future costs. These receivables are generally due in monthly, quarterly or semi-annual installments over periods ranging from 3 to 5 years.

The components of finance lease receivables are as follows:

(Rs in Million)

Particulars	As of March 31,	
	2010	2009
Gross investment in lease	5,616	4,376
Not later than one year	774	1,024
Later than one year and not later than five years	4,652	3,180
Unguaranteed residual values	190	172
Unearned finance income	(1,174)	(771)
Net investment in finance receivables	4,442	3,605

Present value of minimum lease receivables are as follows:

(Rs in Million)

Particulars	As of March 31,	
	2010	2009
Present value of minimum lease payments receivables	4,442	3,605
Not later than one year	608	960
Later than one year and not later than five years	3,675	2,522
Unguaranteed residual value	159	123

10. Assets taken on lease

Finance leases:

The following is a schedule of present value of future minimum lease payments under capital leases, together with the value of the minimum lease payments as of March 31, 2010

(Rs in Million)

Particulars	As of March 31,	
	2010	2009
Present value of minimum lease payments		
Not later than one year	229	348
Later than one year and not later than five years	424	563
Thereafter	59	71
Total present value of minimum lease payments	712	982
Add: Amount representing interest	69	127
Total value of minimum lease payments	781	1,109

Operating leases:

The Company leases office and residential facilities under cancelable and non-cancelable operating lease agreements that are renewable on a periodic basis at the option of both the lessor and the lessee. Rental payments under such leases are Rs. 3,062 Million and Rs. 2,526 Million during the years ended March 31, 2010 and 2009 respectively.

Details of contractual payments under non-cancelable leases are given below:

(Rs in Million)

Particulars	As of March 31,	
	2010	2009
Not later than one year	1,396	1,064
Later than one year and not later than five years	4,319	3,669
Thereafter	2,554	3,168
Total	8,269	7,901

11. Employee Benefit Plan

Gratuity: In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC), HDFC Standard Life, TATA AIG and Birla Sunlife ('Insurer'). Under this plan, the settlement obligation remains with the Company, although the Insurer administers the plan and determines the contribution premium required to be paid by the Company.

(Rs in Million)

Change in the benefit obligation	As of March 31,	
	2010	2009
Projected Benefit Obligation (PBO) at the beginning of the year	1,858	1,515
Acquisitions	-	34
Service Cost	328	369
Interest Cost	133	135
Benefits paid	(214)	(118)
Actuarial loss/(gain)	(45)	(77)
PBO at the end of the year	2,060	1,858

(Rs in Million)

Change in plan assets	As of March 31,	
	2010	2009
Fair value of plan assets at the beginning of the year	1,416	1,244
Acquisitions	-	19
Expected return on plan assets	122	92
Employer contribution	625	154
Benefits paid	(214)	(118)
Actuarial (loss)/gain	18	25
Fair value of the plan assets at the end of the year	1,967	1,416
Present value of unfunded obligation/ Recognised Liability	(93)	(442)

The Company has invested the plan assets with the insurer managed funds. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations. Expected contribution to the fund during the year ending March 31, 2011 is Rs 454 Million.

Net gratuity cost for the year ended March 31, 2010 and 2009 are as follows:

(Rs in Million)

Particulars	For the year ended March 31,	
	2010	2009
Service cost	328	369
Interest cost	133	135
Expected return on plan assets	(122)	(92)
Actuarial loss/(gain)	(63)	(102)
Net gratuity cost	276	310

The weighted average actuarial assumptions used to determine benefit obligations and net periodic gratuity cost are:

Assumptions	As of March 31,	
	2010	2009
Discount rate	7.15%	6.75%
Rate of Increase in compensation levels	5%	5%
Rate of return on plan assets	8%	8%

As at March 31, 2010 and 2009, 100% of the plan assets were invested in the insurer managed funds.

(Rs in Million)

Particulars	As of March 31,		
	2010	2009	2008
Experience Adjustments:			
On Plan Liabilities	94	(53)	117
On Plan Assets	18	26	77
Present value of benefit obligation	2,060	1,858	1,515
Fair value of plan assets	1,967	1,416	1,244
Excess of (obligations over plan assets)/plan assets over obligations	(93)	(442)	(271)

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Superannuation: Apart from being covered under the gratuity plan, the employees of the Company also participate in a defined contribution plan maintained by the Company. This plan is administered by the LIC & ICICI. The Company makes annual contributions based on a specified percentage of each covered employee's salary. For the year ended March 31, 2010, the Company contributed Rs. 726 Million to superannuation fund (2009: Rs. 814 Million).

Provident Fund (PF): In addition to the above, all employees receive benefits from a provident fund. The employee and employer each make monthly contributions to the plan equal to 12% of the covered employee's salary. A portion of the contribution is made to the provident fund trust established by the Company, while the remainder of the contribution is made to the Government's provident fund.

The interest rate payable by the trust to the beneficiaries is regulated by the statutory authorities. The Company has an obligation to make good the shortfall, if any, between the returns from its investments and the administered rate.

The Guidance on implementing AS 15, Employee Benefits issued by the Accounting Standards Board (ASB) provides that exempt provident funds which require employers to meet the interest shortfall are in effect defined benefit plans. The Company believes that it is not practicable to reliably determine the interest shortfall obligation. Accordingly, the computation of liability and disclosure in accordance with the provisions of AS 15 cannot be implemented.

For the year ended March 31, 2010, the Company contributed Rs 1,732 Million to PF (2009: Rs 1,613 Million).

12. Employee stock option

i) Employees covered under Stock Option Plans and Restricted Stock Unit (RSU) Option Plans are granted an option to purchase shares of the Company at the respective exercise prices, subject to requirements of vesting conditions. These options generally vest in tranches over a period of five years from the date of grant. Upon vesting, the employees can acquire one equity share for every option. The maximum contractual term for aforementioned stock option plans is generally 10 years.

ii) The stock compensation cost is computed under the intrinsic value method and amortised on a straight line basis over the total vesting period of five years. For the year ended March 31, 2010, the Company has recorded stock compensation expense of Rs. 1,317 Million (2009: Rs. 1,770 Million).

iii) The compensation committee of the board evaluates the performance and other criteria of employees and approves the grant of options. These options vest with employees over a specified period subject to fulfillment of certain conditions. Upon vesting, employees are eligible to apply and secure allotment of Company's shares at a price determined on the date of grant of options. The particulars of options granted under various plans are tabulated below. (The numbers of shares in the table below are adjusted for any stock splits and bonus shares issues).

Activity under Stock Options plans

Particulars	For the year ended March 31, 2010		For the year ended March 31, 2009	
	Shares	Wt. average exercise price	Shares	Wt. average exercise price
Outstanding at the beginning of the year	122,746	484	1,228,632	264
Granted	-	-	120,000	489
Exercised	-	-	349,499	263
Forfeited and lapsed	1,140	254	876,387	264
Outstanding at the end of the year	121,606	485	122,746	484
Exercisable at the end of the year	1,606	223	2,746	245

Activity under Restricted Stock Unit Option plans

Particulars	For the year ended March 31, 2010		For the year ended March 31, 2009	
	Shares	Wt. average exercise price	Shares	Wt. average exercise price
Outstanding at the beginning of the year	16,270,226	2	11,585,399	2
Granted	142,100	2	8,366,676	2
Exercised	3,230,443	2	2,209,124	2
Forfeited and lapsed	1,154,123	2	1,472,725	2
Outstanding at the end of the year	12,027,760	2	16,270,226	2
Exercisable at the end of the year	5,365,080	2	3,184,399	2

The following table provides details in respect of range of exercise price and weighted average remaining contractual life (in months) for the options outstanding as at period end:

Range of exercise price	As of March 31, 2010		As of March 31, 2009	
	Shares	Wt. average remaining life	Shares	Wt. average remaining life
Rs 2	12,027,760	37.98	16,270,225	44.85
Rs 172 – 255	-	-	1,140	2.93
Rs 489	120,000	49	120,000	61
$ 3.46 – 5.01	1,606	1	1,606	11.90

13. Income tax

The provision for taxation includes tax liability in India on the company's worldwide income. The tax has been computed on the worldwide income as reduced by the various deductions and exemptions provided by the Income tax act in India (Act) and the tax credit in India for the tax liabilities payable in foreign countries.

Most of the company's operations are through units in Software Technology Parks ('STPs'). Income from STPs is eligible for 100% deduction for the earlier of 10 years commencing from the fiscal year in which the unit commences operations or March 31, 2011. The Company also has operations in Special Economic Zones (SEZ's). Income from SEZ's are eligible for 100% deduction for the first 5 years, 50% deduction for the next 5 years and 50% deduction for another 5 years subject to fulfilling certain conditions.

Pursuant to the amendments in the Act, the company has calculated its tax liability after considering the provisions of law relating to Minimum Alternate Tax (MAT). As per the Act, any excess of MAT paid over the normal tax payable can be carried forward and set off against the future tax liabilities. Accordingly an amount of Rs. 363 Million (March 31, 2009: Rs 126 Million) is included under 'Loans and Advances' in the balance sheet as of March 31, 2010.

(i) Provision for tax has been allocated as follows:

(Rs in Million)

Particulars	Year Ended March 31, 2010	Year Ended March 31, 2009
Net current tax *	8,665	6,203
Deferred tax	498	(155)
Fringe benefit tax	-	412
Total income taxes	9,163	6,460

* Current tax provision includes reversal / (charge) of tax provision in respect of earlier periods no longer required amounting to Rs. 476 Million for the year ended March 31, 2010 (2009: Rs. 369 Million).

(ii) The components of the net deferred tax asset are as follows:

(Rs. in Million)

Particulars	As of March 31, 2010	As of March 31, 2009
Fixed assets and intangibles – depreciation	(747)	(548)
Accrued expenses and liabilities	482	715
Provision for doubtful debts	268	260
Amortisable goodwill	(177)	(213)
Carry – forward business losses	399	497
Others	29	(27)
Net deferred tax assets	254	684

Deferred tax asset on carry forward business losses is recognised to the extent of deferred tax liabilities, that are virtually certain of realization in accordance with AS 22 – Accounting for Taxes on Income.

14. The Company had received tax demands from the Indian income tax authorities for the financial years ended March 31, 2001, 2002, 2003 and 2004 aggregating to Rs. 11,127 Million (including interest of Rs. 1,503 Million). The tax demand was primarily on account of denial of deduction claimed by the Company under Section 10A of the Income Tax Act 1961, in respect of profits earned by its undertakings in Software Technology Park at Bangalore. The appeals filed by the Company for the above years to the first appellate authority were allowed in favour of the Company, thus deleting substantial portion of the demand raised by the Income tax authorities. On further appeal filed by the income tax authorities, the second appellate authority upheld the claim of the Company for the years ended March 31, 2001, 2002, 2003 and 2004. In December 2008, the Company received, on similar grounds, an additional tax demand of Rs. 5,388 Million (including interest of Rs. 1,615 Million) for the financial year ended March 31, 2005. The Company has filed an appeal against

the said demand which is pending before the first appellate authority.

During December 2009, the Company received the draft assessment order, on similar grounds, with a demand of Rs. 6,757 Million (including interest of Rs. 2,050 Million) for the financial year ended March 31, 2006. The Company has filed an objection against the said demand before the Dispute Resolution Panel and the Assessing officer within the time limits permitted under the statute.

Considering the facts and nature of disallowance and the order of the first appellate authority upholding Company's claims for earlier years, the Company expects the final outcome of the above disputes in its favour.

15. Provisions

Provision for warranty represents cost associated with providing sales support services which are accrued at the time of recognition of revenues and are expected to be utilized over a period of 1 to 2 years. Other provisions primarily include provisions for tax related contingencies and litigations. The timing of cash outflows in respect of such provision cannot be reasonably determined. The activity in provision balance is summarized below:

(Rs in Million)

Particulars	For the year ended March 31, 2010		For the year ended March 31, 2009	
	Provision for Warranty	Others	Provision for Warranty	Others
Provision at the beginning of the year	768	1,387	720	802
Additions during the year	477	394	730	585
Utilised during the year	(634)	(18)	(682)	-
Provision at the end of the year	611	1,763	768	1,387

16. The computation of equity shares used in calculating basic and diluted earnings per share is set out below:

Particulars	For the year ended March 31, 2010	2009
Weighted average equity shares outstanding	1,466,352,557	1,462,624,262
Shares held by a controlled trust	(8,930,563)	(7,961,760)
Weighted average equity shares for computing basic EPS	1,457,421,994	1,454,662,502
Dilutive impact of employee stock options	9,876,410	4,690,367
Weighted average equity shares for computing diluted EPS	1,467,298,404	1,459,352,869
Net Income considered for computing diluted EPS (Rs in Million)	46,310	38,999

17. The list of subsidiaries as of March 31, 2010 is as follows:

Direct Subsidiaries	Step Subsidiaries		Country of Incorporation
Wipro Inc.			USA
	Wipro Gallagher Solutions Inc		USA
	Enthink Inc.		USA
	Infocrossing Inc		USA
		Infocrossing, LLC	USA
cMango Pte Limited			Singapore
Wipro Japan KK			Japan
Wipro Shanghai Limited			China
Wipro Trademarks Holding Limited			India
	Cygnus Negri Investments Private Limited		India
Wipro Travel Services Limited			India
Wipro Consumer Care Limited			India
Wipro Holdings (Mauritius) Limited			Mauritius
	Wipro Holdings UK Limited		UK
		Wipro Technologies UK Limited	UK
		BVPENTEBeteiligun gsverwaltung GmbH	Austria
		New Logic Technologies GmbH	Austria
		NewLogic Technologies SARL	France
		3D Networks (UK) Limited	UK
Wipro Cyprus Private Limited			Cyprus
	Wipro Technologies S.A DE C.V		Mexico
	Wipro BPO Philippines LTD. Inc		Philippines
	Wipro Holdings Hungary Korlátolt Felelõsségû Társaság		Hungary
	Wipro Technologies Argentina SA		Argentina
	Wipro Information Technology Egypt SAE		Egypt
	Wipro Arabia Limited (a)		Saudi Arabia
	Wipro Poland Sp Zoo		Poland
	Wipro Information Technology Netherlands BV (Formely Retail Box BV)		Netherlands
		Wipro Portugal S.A. (Formerly Enabler Informatics SA)	Portugal
		SAS Wipro France (Formerly Enabler France SAS)	France
		Wipro Retail UK Limited (Formerly Enabler UK Ltd)	UK
		Wipro do Brazil Technologia Ltda (Formerly Enabler Brazil Ltda)	Brazil
		Wipro Technologies Gmbh (Formerly Enabler and Retail Consult Gmbh)	Germany
		Wipro Technologies Limited, Russia	Russia

Direct Subsidiaries	Step Subsidiaries		Country of Incorporation
	Wipro Technologies OY		Finland
	Wipro Infrastructure Engineering AB		Sweden
		Wipro Infrastructure Engineering OY	Finland
		Hydrauto Celka San ve Tic	Turkey
	Wipro Technologies SRL		Romania
	Wipro Singapore Pte Limited		Singapore
		PT WT Indonesia	Indonesia
		Unza Holdings Limited [A]	Singapore
		Wipro Technocentre (Singapore) Pte Limited	Singapore
		Wipro (Thailand) Co Limited	Thailand
		Wipro Bahrain Limited WLL	Bahrain
	Wipro Yardley FZE		Dubai
Wipro Australia Pty Limited			Australia
Wipro Networks Pte Limited (formerly 3D Networks Pte Limited)			Singapore
Planet PSG Pte Limited			Singapore
	Planet PSG SDN BHD		Malaysia
Wipro Chengdu Limited			China
Wipro Chandrika Limited [b]			India
WMNETSERV Limited			Cyprus
	WMNETSERV (UK) Ltd.		UK
	WMNETSERV INC.		USA
Wipro Technology Services Limited			India
Wipro Airport IT Services Limited[c]			India
Lornamead Personal Care Private Limited			India

All the above subsidiaries are 100% held by the Company except the following:

a) 66.67% held in Wipro Arabia Limited

b) 90% held in Wipro Chandrika Limited

c) 76% held in Wipro Airport IT Services Limited

A. Step Subsidiary details of Unza Holdings Limited are as follows :

Step subsidiaries	Step subsidiaries	Country of Incorporation
Unza Company Pte Ltd		Singapore
Unza Indochina Pte Ltd		Singapore
	Unza Vietnam Co., Ltd	Vietnam
Unza Cathay Ltd		Hong Kong
Unza China Ltd		Hong Kong
	Dongguan Unza Consumer Products Ltd.	China
PT Unza Vitalis		Indonesia
Unza Thailand Limited		Thailand
Unza Overseas Ltd		British virgin islands
Unza Africa Limited		Nigeria
Unza Middle East Ltd		British virgin islands
Unza International Limited		British virgin islands
Positive Equity Sdn Bhd		Malaysia
Unza Nusantara Sdn Bhd		Malaysia
	Unza Holdings Sdn Bhd	Malaysia
	Unza Malaysia Sdn Bhd	Malaysia
	UAA (M) Sdn Bhd	Malaysia
	Manufacturing Services Sdn Bhd	Malaysia
	Shubido Pacific Sdn Bhd (a)	Malaysia
	Gervas Corporation Sdn Bhd	Malaysia
	Gervas (B) Sdn Bhd	Malaysia
	Formapac Sdn Bhd	Malaysia

a) All the above subsidiaries are 100% held by the Company except Shubido Pacific Sdn Bhd in which the holding is 62.55%

The list of controlled trusts are:

Name of entity	Nature	Country of Incorporation
Wipro Equity Reward Trust	Trust	India
Wipro Inc Trust	Trust	USA

18. Related party relationships and transactions

The related parties are:

Name of entity	Nature	% of holding	Country of Incorporation
Wipro GE Healthcare Private Limited	Associate	49%	India
Azim Premji Foundation	Entity controlled by Director		
Hasham Premji (partnership firm)	Entity controlled by Director		
Prazim Traders (partnership firm)	Entity controlled by Director		
Zash Traders (partnership firm)	Entity controlled by Director		
Regal Investment & Trading Company Private Limited	Entity controlled by Director		
Vidya Investment & Trading Company private Limited	Entity controlled by Director		
Napean Trading & Investment Company Private Limited	Entity controlled by Director		
Key management personnel			
Azim Premji	Chairman and Managing Director		
Suresh C Senapaty	Chief Financial Officer & Director		
Suresh Vaswani	Jt CEO, IT Business & Director		
Girish S Paranjpe	Jt CEO, IT Business & Director		
Relative of key management personnel			
Rishad Premji	Relative of the director		

The Company has the following related party transactions:

(Rs. in Million)

Transaction/ Balances	Associate		Entities controlled by Directors		Key Management Personnel*	
	2010	2009	2010	2009	2010	2009
Sale of services	7	-	-	-	-	-
Sale of goods	-	15	1	1	-	-
Dividend	-	-	6,661	4,418	344	234
Royalty income	32	36	-	-	-	-
Balances as on March 31,						
Receivables	1	-	-	-	-	-
Payables	-	-	6,663	4,418	388	238

* Including relative of key management personnel.

Remuneration to key management personnel and relative of key management personnel is summarized below:

(Rs in Million)

Name	For the year ended March, 31	
	2010	2009
Azim Premji	81	14
Suresh Senapaty	31	21
Girish Paranjpe	20	20
Suresh Vaswani	31	21
Rishad Premji	4	3

19. Estimated amount of contracts remaining to be executed on capital accounts and contingent liabilities

(Rs in Million)

Particulars	As at March 31,	
	2010	2009
Estimated amount of contracts remaining to be executed on Capital account and not provided for	2,782	5,371
Contingent liabilities in respect of:		
a) Disputed demands for excise duty, custom duty, income tax, sales tax and other matters	1,384	872
b) Performance and financial guarantee given by the banks on behalf of the Company	14,525	8,305

The Company is subject to legal proceedings and claims which have arisen in the ordinary course of its business. The resolution of these legal proceedings is not likely to have a material and adverse effect on the consolidated financial statements of the Company.

The Company's Indian operations have been established as a Software Technology Park Unit under a plan formulated by the Government of India. As per the plan, the Company's India operations have export obligations to the extent of 1.5 times the employee costs for the year on an annual basis and 5 times the amount of foreign exchange released for capital goods imported, over a five year period. The consequence of not meeting this commitment in the future would be a retroactive levy of import duties on certain computer hardware previously imported duty free. As at March 31, 2010, the Company has met all commitments required under the plan.

20. The Company is currently organized by business segments, comprising IT Services, IT Products, Consumer Care and Lighting and Others. Business segments have been determined based on system of internal financial reporting to the board of directors and chief executive officer and are considered to be primary segments. The secondary segment is identified based on the geographic location of the customer.

IT Services: The IT Services segment provides IT and IT enabled services to customers. Key service offering includes software application development, application maintenance, research and development services for hardware and software design, data center outsourcing services and business process outsourcing services.

IT Products: The IT Products segment sells a range of Wipro personal desktop computers, Wipro servers and Wipro notebooks. The Company is also a value added reseller of desktops, servers, notebooks, storage products, networking solutions and packaged software for leading international brands. In certain total outsourcing contracts of the IT Services segment, the Company delivers hardware, software products and other related deliverables. Revenue relating to these items is reported as revenue from the sale of IT Products.

Consumer care and lighting: The Consumer Care and Lighting segment manufactures, distributes and sells personal care products, baby care products, lighting products and hydrogenated cooking oils in the Indian and Asian markets.

The Others' segment consists of business segments that do not meet the requirements individually for a reportable segment as defined in AS 17 Segment Reporting and includes corporate and treasury.

Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segment. Segment revenue resulting from business with other business segments are on the basis of market determined prices and common costs are apportioned on a reasonable basis.

The segment information for the year ended March 31, 2010 is as follows: *(Rs. in Million)*

Particulars	Year ended March 31,		
	2010	2009	Variance (%)
Revenues			
IT Services	202,469	191,661	6%
IT Products	38,322	34,552	11%
Consumer Care and Lighting	23,774	20,830	14%
Others	7,589	9,144	
Eliminations	(740)	(745)	
TOTAL	271,414	255,442	6%
Profit before Interest and Tax - PBIT			
IT Services	47,749	40,323	18%
IT Products	1,752	1,481	18%
Consumer Care and Lighting	3,100	2,548	22%
Others	(809)	(348)	
TOTAL	51,792	44,004	18%
Interest and Other Income, Net	3,303	1,192	
Profit before tax	55,095	45,196	22%
Income Tax expense	(9,163)	(6,460)	
Profit before share in earnings of associates and minority interest	45,932	38,736	19%
Share in earnings of associates	563	362	
Minority interest	(185)	(99)	
PROFIT AFTER TAX	46,310	38,999	19%
Operating Margin			
IT Services	23.6%	21.0%	
IT Products	4.6%	4.3%	
Consumer Care and Lighting	13.0%	12.2%	
TOTAL	19.1%	17.2%	
CAPITAL EMPLOYED AS AT PERIOD END			
IT Services and Products	133,489	114,447	
Consumer Care and Lighting	20,003	18,689	
Others	91,901	60,291	
TOTAL	245,393	193,427	
CAPITAL EMPLOYED COMPOSITION AS AT PERIOD END			
IT Services and Products	54%	59%	
Consumer Care and Lighting	8%	9%	
Others	38%	32%	
TOTAL	100%	100%	
RETURN ON AVERAGE CAPITAL EMPLOYED			
IT Services and Products	40%	40%	
Consumer Care and Lighting	16%	14%	
TOTAL	24%	25%	

Notes to Segment Report

a) The segment report of Wipro Limited and its consolidated subsidiaries and associates has been prepared in accordance with the AS 17 "Segment Reporting" issued pursuant to the Companies (Accounting Standard) Rules, 2006 and by The Institute of Chartered Accountants of India.

b) **Segment wise depreciation is as follows:**

(Rs in Million)

Particulars	Year ended March 31, 2010	2009
IT Services	6,711	6,067
IT Products	75	88
Consumer Care & Lighting	444	420
Others	313	289
	7,543	6,864

c) Segment PBIT includes Rs. 558 Million for the year ended March 31, 2010, (March 31, 2009: Rs. 581 Million) of certain operating other income / (loss) which is reflected in other income in the Financial Statements.

d) Capital employed of segments is net of current liabilities. The net current liability of segments is as follows :

(Rs in Million)

Particulars	As of March 31, 2010	2009
IT Services and Products	41,093	58,564
Consumer Care & Lighting	5,097	4,026
Others	34,500	22,494
	80,690	85,084

e) Segment assets and liabilities are as follows:

(Rs in Million)

Particulars	As of March 31, 2010		As of March 31, 2009	
	Segment Assets	Segment Liabilities	Segment Assets	Segment Liabilities
IT Services and Products	189,288	55,085	180,374	64,834
Consumer Care & Lighting	25,098	5,096	22,718	4,029
Others	112,723	20,994	76,374	16,634
Total	327,109	81,175	279,466	85,497

f) The Company has four geographic segments: India, USA, Europe and Rest of the World. Significant portion of the segment assets are in India. Revenue from geographic segments based on domicile of the customers is outlined below:

(Rs in Million)

Particulars	Year ended March 31, 2010	%	2009	%
India	61,897	23	54,608	21
United States of America	119,588	44	115,105	45
Europe	56,780	21	57,109	22
Rest of the world	33,149	12	28,620	12
	271,414	100	255,442	100

g) For the purpose of segment reporting only, the Company has included the impact of 'foreign exchange gains / (losses), net' in revenues (which is reported as a part of other income in the profit and loss account). Further, the Company obtains short-term foreign currency borrowings for its working capital requirements. A portion of these foreign currency borrowings is used as a natural hedge for the foreign currency monetary assets. For segment purposes, exchange fluctuations relating to such foreign currency borrowings amounting to Rs. 333 Million and Rs. Nil is recorded in the respective segment of the underlying monetary assets, and is subsequently adjusted as part of eliminations for the year ended March 31, 2010 and 2009, respectively.

h) The Company generally offers multi-year payment terms in certain total outsourcing contracts. These payment terms primarily relate to IT hardware, software and certain transformation services in Outsourcing contracts. Corporate Treasury provides internal financing to the business units offering multi-year payment terms and accordingly such receivables are reflected in Capital Employed of "Others". As of March 31, 2010, Capital Employed of Others includes Rs. 8,516 Million (2009: Rs. 5,549 Million) of such receivables on extended collection terms.

i) For the purpose of reporting, business segments are considered as primary segments and geographic segments are considered as secondary segments.

21. Cash and Bank

Details of balances with banks as of March 31, 2010 are as follows:

(Rs. in Million)

Bank Name	In Current Account	In Deposit Account	Total
Wells Fargo Bank	13,810	-	13,810
HSBC Bank	2,595	9	2,604
HDFC Bank	2,447	-	2,447
Citi Bank	1,168	42	1,210
The Saudi British Bank	315	1,318	1,633
Standard Chartered Bank	132	81	213
Bank of America	197	-	197
State Bank of India	237	-	237
DBS Bank	173	-	173
Rabo Bank	222	-	222
Bank of Montreal	96	-	96
ING Vysya Bank	142	800	942
IDBI Bank	18	3,920	3,938
Bank of India	3	2,548	2,551
Canara Bank	-	13,118	13,118
Oriental Bank of Commerce	-	9,106	9,106
Central Bank of India	-	2,027	2,027
Punjab National Bank	-	2,120	2,120
UCO Bank	-	5,180	5,180
Others	2,053	454	2,507
Cash and cheques on hand	-	-	547
Total	23,608	40,723	64,878

22. Investments

(a) Investments in Indian money market mutual funds as on March 31, 2010:

(Rs. in Million)

Fund House	As of March 31, 2010
LIC	11,197
IDFC	2,841
Birla Sunlife	1,524
Franklin Templeton	1,118
Kotak	943
Reliance	793
DWS	567
ICICI Prudential	158
UTI	5
ING	1
Total	19,147

(b) Investment in Certificates of Deposit as on March 31, 2010:

(Rs. in Million)

Particulars	As of March 31, 2010
Central Bank of India	3,209
Punjab National Bank	1,376
Axis Bank	996
Exim Bank	996
IDBI Bank	983
ICICI Bank	710
Allahabad Bank	596
State Bank of Patiala	548
Syndicate Bank	497
State Bank of Travancore	248
State Bank of Hyderabad	247
State Bank of Mysore	244
Life Insurance Corporation	239
Rural Electrification Corporation	199
Total	11,088

(c) Other investments as of March 31, 2010:

(Rs. in Million)

Particulars	As of March 31, 2010
Non-Convertible Debentures - Citicorp Finance	241
Non-Convertible Debentures - Morgan Stanley	481
Bond/Non-Convertible Debentures - ETHL Corporation Holding Limited	437
Bond/Non-Convertible Debentures - LIC	155
Others	133
Total	1,447

23. Corresponding figures for previous periods presented have been regrouped, where necessary, to confirm to the current period classification.

Pursuant to the exemption by the Department of Company affairs, Government of India, the Company is presenting summary financial information about individual subsidiaries as at March 31, 2010. The detailed financial statements, directors' report and auditors' report of the individual subsidiaries are available for inspection at the registered office of the Company. Upon written request from a shareholder we will arrange to deliver copies of the financial statement, directors' report and auditors' report for the individual subsidiaries.

Information relating to Subsidiaries as at March 31, 2010

(*Rs. in Million*)

Sr. No.	Name of the Subsidiary	Reporting Currency	Exchange rate as on March, 31 2010	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities [excl. (4) & (5)]	Investments- other than in subsidiaries	% of Holding	Sales & Other Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend (incl. dividend tax)
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)
1	Wipro Inc.	USD	44.94	16,101	(7,551)	27,597	19,586	540	100%	4,828	(644)	-	(644)	-
2	Enthink Inc.(a)	USD	44.94	105	(93)	12	0	-	100%	-	(2)	-	(2)	-
3	Wipro Japan KK	JPY	48.09	10	(170)	126	287	-	100%	193	(128)	-	(128)	-
4	Wipro Chandrika Limited	INR	1.00	10	(177)	201	368	-	90%	0	(31)	-	(31)	-
5	Wipro Trademarks Holding Limited	INR	1.00	1	35	38	2	-	100%	0	(0)	-	(0)	-
6	Wipro Travel Services Limited	INR	1.00	1	15	181	165	-	100%	36	(4)	-	(4)	-
7	Wipro Holdings (Mauritius) Limited	USD	44.94	1,391	(4)	1,391	4	-	100%	0	(1)	-	(1)	-
8	Wipro Holdings (UK) Limited (b)	USD	44.94	1,390	(50)	2,044	704	-	100%	272	(1)	-	(1)	-
9	Wipro Technologies UK Limited (c)	USD	44.94	132	(112)	358	338	-	100%	0	(2)	-	(2)	-
10	Wipro Consumer Care Limited	INR	1.00	1	(2)	1	2	-	100%	-	(0)	-	(0)	-
11	Cygnus Negri Investments Private Limited (d)	INR	1.00	1	2	5	3	-	100%	0	(0)	0	(0)	-
12	Wipro Shanghai Limited	RMB	6.58	9	(40)	222	252	-	100%	441	(4)	-	(4)	-
13	BVPENTE Beteiligungsverwaltung GmbH (e)	EUR	60.55	2	1,128	1,143	13	-	100%	0	(3)	0	(3)	-
14	New Logic Technologies GmbH	EUR	60.55	1,178	(1,907)	318	1,049	3	100%	880	(188)	-	(188)	-
15	NewLogic Technologies SARL	EUR	60.55	0	(468)	41	509	-	100%	234	(780)	1	(781)	-
16	cMango Pte Limited	SGD	32.09	0	10	12	2	-	100%	-	(8)	-	(8)	-
17	Wipro Cyprus Private Limited	EUR	60.55	1,449	32,253	36,017	2,314	-	100%	415	391	-	391	5
18	Wipro Technologies SRL (e)	RON	14.92	169	(115)	381	327	-	100%	583	(11)	-	(11)	-
19	Wipro Information Technology Netherlands BV (Formely Retail Box BV) (e)	EUR	60.55	4	344	471	122	-	100%	153	12	4	9	-
20	Enabler Infomatics SA (e)	EUR	60.55	3	1,475	1,892	414	-	100%	3,174	626	136	490	-
21	Wipro do Brasil Technologia Ltda (e)	BRL	25.11	10	226	737	502	-	100%	997	162	52	110	-
22	Wipro Technologies Gmbh.(formely Enabler & Retail Consult Gmbh) (e)	EUR	60.55	56	110	214	48	-	100%	839	106	29	77	-
23	Enabler France SAS (e)	EUR	60.55	2	(76)	38	112	-	100%	113	(10)	(0)	(10)	-
24	Enabler UK Ltd. (e)	GBP	68.07	0	(117)	146	262	-	100%	847	(230)	(23)	(207)	-
25	WMNETSERV Limited	USD	44.94	1	67	69	1	-	100%	91	91	-	91	-
26	WMNETSERV (UK) Ltd. UK	USD	44.94	9	19	40	12	-	100%	17	(1)	-	(1)	-
27	Wipro Technologies OY	EUR	60.55	4	(178)	271	445	-	100%	874	(490)	17	(507)	-
28	3D Networks (UK) Limited	GBP	68.07	7	(3)	5	1	-	100%	(2)	(3)	-	(3)	-
29	Wipro Networks Pte Limited (formerly 3D Networks Pte Limited)	SGD	32.09	807	(29)	933	155	-	100%	712	81	0	80	-
30	Planet PSG Pte Limited	SGD	32.09	42	(20)	37	15	-	100%	45	13	2	11	-
31	Planet PSG Sdn Bhd	MYR	13.77	-	(6)	12	18	-	100%	6	4	-	4	-
32	Wipro Infrastructure Engineering Oy (formerly Hydrauto Oy Ab Pernion)	EUR	60.55	88	15	2,097	1,994	0	100%	1,009	(123)	(0)	(123)	-
33	Wipro Infrastructure Engineering AB (formerly Hydrauto Group Ab)	SEK	6.22	1,873	(712)	3,785	2,624	0	100%	2,135	(784)	86	(871)	-
34	Infocrossing Inc	USD	44.94	0	2,746	8,646	5,900	-	100%	5,565	61	100	(39)	-
35	Infocrossing, LLC	USD	44.94	0	4,927	5,549	622	-	100%	6,374	780	-	780	-
36	Unza Holding Ltd	SGD	32.09	1,901	840	4,555	1,814	-	100%	1,475	1,370	10	1,361	-
37	Unza Company Pte Ltd	SGD	32.09	57	(30)	90	62	-	100%	322	11	-	11	-
38	Unza Indochina Pte Ltd	SGD	32.09	86	199	299	15	-	100%	290	147	(1)	148	166
39	Unza Vietnam Company Limited	VND	0.00	84	157	473	232	-	100%	1,666	224	74	151	184
40	Unza Cathay Limited	HKD	5.79	56	45	246	144	-	100%	595	6	1	5	-
41	Unza China Limited	HKD	5.79	114	17	153	22	-	100%	32	15	-	15	-
42	Dongguan Unza Consumer Products Ltd	RMB	6.58	329	(192)	371	234	-	100%	985	9	3	7	-
43	PT Unza Vitalis	IDR	0.00	239	15	738	484	-	100%	1,028	19	9	10	-

Sr. No.	Name of the Subsidiary	Reporting Currency	Exchange rate as on March, 31 2010	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities [excl. (4) & (5)]	Investments- other than in subsidiaries	% of Holding	Sales & Other Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend (incl. dividend tax)
44	Unza (Thailand) Limited	THB	1.39	34	(103)	18	88	-	100%	42	(5)	-	(5)	-
45	Unza Overseas Ltd	USD	44.94	0	47	169	122	-	100%	309	17	-	17	73
46	Unza Africa Limited	USD	44.94	-	4	7	2	-	100%	-	(0)	-	(0)	-
47	Unza Middle East Ltd	USD	44.94	0	(11)	315	325	-	100%	703	20	-	20	150
48	Unza International Limited	USD	44.94	441	797	1,546	309	-	100%	350	299	41	257	911
49	Unza Nusantra Sdn Bhd	MYR	13.77	1,192	935	3,904	1,777	-	100%	314	215	33	182	-
50	Unza Holdings Sdn Bhd	MYR	13.77	0	2,578	2,579	1	-	100%	-	(0)	-	(0)	-
51	Unza Malaysia Sdn Bhd	MYR	13.77	55	697	1,099	347	-	100%	3,658	320	77	242	-
52	UAA Sdn Bhd	MYR	13.77	2	247	1,124	875	-	100%	3,660	35	8	26	-
53	Manufacturing Services Sendirian Berhad	MYR	13.77	4	311	808	493	-	100%	2,126	86	19	66	-
54	Shubido Pacific Sdn Bhd	MYR	13.77	46	38	95	43	32	62.55%	219	40	10	30	42
55	Gervas Corporation Sdn Bhd	MYR	13.77	36	13	136	87	-	100%	898	32	1	31	-
56	Gervas (B) Sdn Bhd	BND	31.78	0	0	0	0	-	100%	-	(0)	-	(0)	-
57	Formapac Sdn Bhd	MYR	13.77	36	169	333	128	-	100%	653	32	4	28	-
58	Wipro Technologies S.A DE C. V	MXN	3.63	2	(14)	343	355	-	100%	190	(33)	47	(81)	-
59	Wipro Singapore Pte. Ltd.	SGD	32.09	10,762	(4)	10,775	26	9	100%	-	(3)	2	(5)	-
60	Wipro Australia Pty Limited	AUD	41.15	1	2	27	25	-	100%	34	(4)	-	(4)	-
61	Wipro Arabia Limited	SAR	11.98	358	748	4,292	3,186	-	66.67%	6,585	849	177	673	369
62	Wipro Holdings Hungary Korlatolt Felel.sseg. Tarsasag	HUF	0.23	0	17,226	17,446	220	-	100%	613	611	98	513	-
63	Wipro Technocentre (Singapore) Pte Limited	SGD	32.09	54	21	122	48	-	100%	127	(67)	1	(68)	-
64	Wipro BPO Philippines Ltd. Inc	USD	44.94	183	50	712	479	-	100%	656	122	-	122	-
65	Wipro Technologies Limited- Russia	RUB	1.52	0	59	193	134	-	100%	102	34	8	25	-
66	Wipro Gallagher Solutions Inc	USD	44.94	75	28	174	183	112	100%	567	35	-	35	-
67	Wipro Technologies Argentina SA	ARS	11.64	0	(16)	89	105	-	100%	77	4	-	4	-
68	Wipro Poland Sp Zoo	PLN	15.65	1	44	257	213	-	100%	267	31	21	10	-
69	Wipro Information Technology Egypt SAE	EGP	8.24	7	(9)	55	57	-	100%	69	(8)	4	(12)	-
70	Wipro (Thailand) Co Limited	THB	1.39	1	83	203	120	-	100%	234	105	21	84	-
71	Wipro Technlogies Services Limited	INR	1.00	393	3,246	5,018	1,379	-	100%	4,106	1,645	263	1,382	-
72	Wipro Chengdu Limited	RMB	6.58	24	(51)	121	148	-	100%	20	(51)	-	(51)	-
73	Lornamead Personal Care Private Limited	INR	1.00	134	(74)	143	83	-	100%	297	(28)	-	(28)	-
74	Wipro Yardley FZE	USD	44.94	13	245	472	215	-	100%	938	(42)	-	(42)	-
75	Wipro Bahrain Limited WLL	BHD	119.18	6	(1)	5	-	-	100%	-	(0)	-	(0)	-
76	Wipro Airport IT Services Limited	INR	1.00	50	(1)	2,207	2,157	-	76%	-	(1)	-	(1)	-
77	PT WT Indonesia (f)	-	-	-	-	-	-	-	100%	-	-	-	-	-
78	Hydrauto Celka San ve Tic (g)	-	-	-	-	-	-	-	100%	-	-	-	-	-
79	WMNETSERV Inc (g)	-	-	-	-	-	-	-	100%	-	-	-	-	-

a) Majority owned by Wipro Inc.
b) Fully owned by Wipro Holdings (Mauritius) Limited
c) Fully owned by Wipro Holdings (UK) Limited
d) Fully owned by Wipro Trademarks Holding Limited
e) The financial results are as of and for the year ended March, 31 2010.
f) PT WT Indonesia is yet to commence operations
g) Hydrauto Celka San ve Tic and WMNETSERV Inc are not operative and hence not included above
h) As on March 31, 2009, we had 76 subsidiaries. We have provided the summary of financials of these 76 subsidiaries as against 84 subsidiaries for which approval was given by the Ministry of corporate Affairs since 8 companies had merged/ wound up prior to March 31, 2009.
The companies that were merged are as follows:
(i) Spectramind Inc.
(ii) Infocrossing EAS Inc
(iii) Infocrossing Services Inc
(iv) Infocrossing West Inc
(v) Infocrossing Healthcare Services Inc
(vi) Infocrossing iConnection, Inc
(vii) Infocrossing Services West Inc
(viii) Services Southeast Inc
i) The Company has sold off one of its subsidiary, viz; Positive Equity Sdn Bhd, during the year ended March 31, 2010. Accordingly it has presented the summary financial information for 79 subsidiaries, as against the exemption obtained for 80 subsidiaries.

RECONCILIATION OF PROFITS BETWEEN IFRS AND INDIAN GAAP

(Rs. in millions)

	Notes	Fiscal 2010	Fiscal 2009
Profit after tax as per Indian GAAP		46,310	38,999
Intangible asset amortisation	A	(259)	(43)
Difference in revenue recognition norms	B	26	(32)
Stock Compensation Expense	C	15	(101)
Others	D	(21)	(75)
Tax adjustments		(140)	13
Net Income as per IFRS		45,931	38,761

A. Under IFRS, a portion of the purchase consideration in a business acquisition is allocated to intangible assets which meets the criteria for being recognized as an asset apart from goodwill. These intangible assets are amortised over their useful life in proportion to the economic benefits consumed in each reporting period. The increase in intangible amortization is primarily due to acquisition of CITI Technologies in fiscal 2009.

B. Under IFRS, revenue relating to product installation services is recognized when the installation services are performed. Under Indian GAAP, the entire revenue relating to the supply and installation of products is recognized when products are delivered since installation services are considered to be incidental / perfunctory to product delivery and the cost of installation services is also accrued upon delivery of the product.

C. Under IFRS, the Company amortizes stock compensation expense relating to share options which vest in a graded manner on an accelerated basis, as compared to straight-line basis under Indian GAAP.

Also under IFRS, the stock compensation expense is recognized net of expected attrition as compared to Indian GAAP, where stock compensation expense is reversed for options which do not vest due to attrition at actuals.

D. This includes difference in accounting for certain foreign currency forward contracts and basis of interest capitalization under IFRS and Indian GAAP.

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATMENTS OF WIPRO LIMITED AND ITS SUBSIDIARIES

We have audited the attached Consolidated Statement of Financial Position of Wipro Limited and its subsidiaries ("the Company") as of March 31, 2010, and the related Consolidated Statement of Income, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the International Financial Reporting Standards as issued by International Accounting Standards Board ("IFRS"):

(a) in the case of the Consolidated Statement of Financial Position, of the financial position of the Company as of March 31, 2010;

(b) in the case of the Consolidated Statement of Income and Consolidated Statement of Comprehensive Income, of the financial performance of the Company for the year ended on that date;

(c) in the case of the Consolidated Statement of Changes in Equity, of the changes in equity of the Company for the year ended on that date; and

(d) in the case of the Consolidated Statement of Cash Flows, of the cash flows of the Company for the year ended on that date.

for **B S R & Co.**
Chartered Accountants
Firm registration No: 101248W

Akeel Master
Partner
Membership No.: 046768

Bangalore
May 31, 2010

WIPRO LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Rupees in millions, except share and per share data, unless otherwise stated)

	Notes	As of April 1, 2008	As of March 31, 2009	As of March 31, 2010
Assets :				
Goodwill	5	42,635	56,143	53,802
Intangible assets	5	1,866	3,493	4,011
Property, plant and equipment	4	39,478	49,794	53,458
Investment in equity accounted investees	16	1,343	1,670	2,345
Derivative assets	15	-	543	1,201
Deferred tax assets	18	1,508	4,369	1,686
Non-current tax assets		2,833	2,690	3,464
Other non-current assets	11	4,050	7,378	8,784
Total non-current assets		93,713	126,080	128,751
Inventories	9	6,664	7,587	7,926
Trade receivables	8	40,353	50,123	50,928
Other current assets	11	11,269	14,664	21,106
Unbilled revenues		8,514	14,108	16,708
Available for sale investments	7	15,247	16,293	30,420
Current tax assets		4,157	5,664	6,596
Derivative assets	15	64	619	2,615
Cash and cash equivalents	10	39,270	49,117	64,878
Total current assets		125,538	158,175	201,177
Total Assets		219,251	284,255	329,928
Equity :				
Share capital		2,923	2,930	2,936
Share premium		25,373	27,280	29,188
Retained earnings		94,728	126,646	165,789
Share based payment reserve		3,149	3,745	3,140
Other components of equity		(704)	(12,915)	(4,399)
Shares held by controlled trust		-	(542)	(542)
Equity attributable to the equity holders of the Company		125,469	147,144	196,112
Minority interest		116	237	437
Total equity		125,585	147,381	196,549
Liabilities :				
Loans and borrowings	12	15,317	19,681	18,107
Derivative liabilities	15	-	8,767	2,882
Deferred tax liabilities	18	-	474	380
Non-current tax liabilities		2,227	2,321	3,065
Other non-current liabilities	14	3,789	4,332	3,233
Provisions	14	396	448	503
Total non-current liabilities		21,729	36,023	28,170
Loans and borrowings and bank overdraft	12	29,533	37,211	44,404
Trade payables and accrued expenses	13	27,873	40,191	38,748
Unearned revenues		4,269	8,734	7,462
Current tax liabilities		1,786	4,171	4,850
Derivative liabilities	15	2,571	3,255	1,375
Other current liabilities	14	4,558	5,582	6,499
Provisions	14	1,347	1,708	1,871
Total current liabilities	`	71,937	100,852	105,209
Total Liabilities		93,666	136,875	133,379
Total Equity And Liabilities		219,251	284,255	329,928

The accompanying notes form an integral part of these consolidated financial statment.

WIPRO LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

(Rupees in millions, except share and per share data, unless otherwise stated)

	Notes	Year ended March 31, 2009	Year ended March 31, 2010
Revenues	21	256,891	**271,957**
Cost of revenues	22	(180,215)	**(186,299)**
Gross profit		76,676	**85,658**
Selling and marketing expenses	22	(17,313)	**(18,608)**
General and administrative expenses	22	(14,510)	**(14,823)**
Foreign exchange losses		(1,553)	**(716)**
Results from operating activities		43,300	**51,511**
Finance expense	23	(3,824)	**(991)**
Finance and other income	24	5,057	**4,360**
Share of profits of equity accounted investees	16	362	**530**
Profit before tax		44,895	**55,410**
Income tax expense	18	(6,035)	**(9,294)**
Profit for the year		38,860	**46,116**
Attributable to:			
Equity holders of the Company		38,761	**45,931**
Minority interest		99	**185**
Profit for the year		38,860	**46,116**
Earnings per equity share:	25		
Basic		26.66	**31.52**
Diluted		26.50	**31.25**
Weighted-average number of equity shares used in computing earnings per equity share:			
Basic		1,454,135,089	**1,457,415,146**
Diluted		1,462,636,212	**1,469,830,993**

The accompanying notes form an integral part of these consolidated financial statements.

WIPRO LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Rupees in millions, except share and per share data, unless otherwise stated)

		Year ended March 31,	
	Notes	2009	2010
Profit for the year		38,860	46,116
Other comprehensive income, net of taxes:			
Foreign currency translation differences:			
Translation difference relating to foreign operations	17	8,992	(5,522)
Net change in fair value of hedges of net investment in foreign operations	17	(7,427)	4,202
Net change in fair value of cash flow hedges	15, 18	(13,436)	9,841
Net change in fair value of available for sale investments	7, 18	(320)	(50)
Total other comprehensive income, net of taxes		(12,191)	8,471
Total comprehensive income for the year		26,669	54,587
Attributable to:			
Equity holders of the Company		26,548	54,447
Minority interest		121	140
		26,669	54,587

The accompanying notes form an integral part of these consolidated financial statements.

WIPRO LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Rupees in millions, except share and per share data, unless otherwise stated)

						Other components of equity						
	No. of shares	Share capital	Share premium	Retained earnings	Share based payment reserve	Foreign currency translation reserve	Cash flow hedging reserve	Other reserve	Shares held by controlled Trust	Equity attributable to the equity holders of the Company	Minority interest	Total equity
As at April 1, 2008	1,461,453,320	2,923	25,373	94,728	3,149	(10)	(1,097)	404	-	125,469	116	125,585
Cash dividend paid (including dividend tax thereon)				(6,842)						(6,842)		(6,842)
Issue of equity shares on exercise of options	2,558,623	5	1,367		(1,272)					100		100
Profit for the year				38,761						38,761	99	38,860
Other comprehensive income						1,543	(13,436)	(320)		(12,213)	22	(12,191)
Shares issued and held by controlled trust	968,803	2	540						(542)	-		-
Compensation cost related to employee share based payment	-	-	-	-	1,868	-	-	-	-	1,868	-	1,868
As at March 31, 2009	1,464,980,746	2,930	27,280	126,646	3,745	1,533	(14,533)	85	(542)	147,144	237	147,381
As at April 1, 2009	1,464,980,746	2,930	27,280	126,646	3,745	1,533	(14,533)	85	(542)	147,144	237	147,381
Cash dividend paid (including dividend tax thereon)				(6,788)						(6,788)		(6,788)
Issue of equity shares on exercise of options	3,230,443	6	1,908		(1,908)					6	-	6
Profit for the year				45,931						45,931	185	46,116
Other comprehensive income						(1,275)	9,841	(50)		8,516	(45)	8,471
Infusion of capital,										-	60	60
Compensation cost related to employee share based payment	-	-	-	-	1,302	-	-	-	-	1,302	-	1,302
As at March 31, 2010	1,468,211,189	2,936	29,188	165,789	3,140	258	(4,692)	35	(542)	196,112	437	196,549

The accompanying notes form an integral part of these Consolidated finance Statments.

WIPRO LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Rupees in millions, except share and per share data, unless otherwise stated)

	Year ended March 31, 2009	Year ended March 31, 2010
Cash flows from operating activities:		
Profit for the year	38,860	46,116
Adjustments to reconcile profit for the year to net cash generated from operating activities:		
Gain on sale of property, plant and equipment	(28)	(43)
Depreciation and amortization	6,948	7,831
Unrealized exchange (gain) / loss	3,728	(1,462)
Impact of cash flow/net investment hedging activities	(12,196)	6,017
Gain on sale of investments	(681)	(308)
Share based compensation	1,868	1,302
Income tax expense	6,035	9,294
Share of profits of equity accounted investees	(362)	(530)
Dividend and interest (income)/expenses, net	(1,331)	(2,820)
Changes in operating assets and liabilities:		
Trade and other receivables	(8,024)	(2,150)
Unbilled revenues	(5,594)	(2,600)
Inventories	(922)	(218)
Other assets	(1,663)	(2,203)
Trade payables and accrued expenses	12,260	(66)
Unearned revenues	2,465	(1,272)
Other liabilities	1,986	2,024
Cash generated from operating activities before taxes	43,349	58,912
Income taxes paid, net	(7,250)	(7,914)
Net cash generated from operating activities	36,099	50,998
Cash flows from investing activities:		
Expenditure on property, plant and equipment and intangible assets	(16,746)	(12,631)
Proceeds from sale of property, plant and equipment	358	397
Purchase of available for sale investments	(342,717)	(340,891)
Proceeds from sale of available for sale investments	341,687	325,770
Investment in inter-corporate deposits	(3,750)	(10,750)
Refund of inter-corporate deposits	-	4,950
Payment for business acquisitions, net of cash acquired	(6,679)	(4,399)
Interest received	1,398	2,297
Dividend received	2,266	1,442
Net cash used in investing activities	(24,183)	(33,815)
Cash flows from financing activities:		
Proceeds from issuance of equity shares	100	6
Proceeds from issuance of equity shares by a subsidiary	-	60
Repayment of loans and borrowings	(80,251)	(55,661)
Proceeds from loans and borrowings	86,121	63,011
Payment of cash dividend (including dividend tax thereon)	(6,829)	(6,823)
Interest paid on loans and borrowings	(2,400)	(1,194)
Net cash used in financing activities	(3,259)	(601)
Net increase in cash and cash equivalents during the year	8,657	16,582
Effect of exchange rate changes on cash and cash equivalents	663	(1,258)
Cash and cash equivalents at the beginning of the year	38,912	48,232
Cash and cash equivalents at the end of the year (Note 10)	48,232	63,556

The accompanying notes form an integral part of these consolidated financial statements

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WIPRO LIMITED AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Rupees in millions, except share and per share data, unless otherwise stated)

1. The Company overview:

Wipro Limited ("Wipro" or the "Parent Company"), together with its subsidiaries and equity accounted investees (collectively, "the Company" or the "Group") is a leading India based provider of IT Services, including Business Process Outsourcing ("BPO") services, globally. Further, Wipro has other businesses such as IT Products, Consumer Care and Lighting and Infrastructure engineering.

Wipro is a public limited company incorporated and domiciled in India. The address of its registered office is Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore - 560 035, Karnataka, India. Wipro has its primary listing with Bombay Stock Exchange and National Stock Exchange in India. The Company's American Depository Shares representing equity shares are also listed on the New York Stock Exchange. These consolidated financial statements were authorized for issue by Audit Committee on May 31, 2010.

2. Basis of preparation of financial statements

(i) *Statement of compliance*

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

(ii) *Basis of preparation*

These consolidated financial statements are covered by IFRS 1, *"First Time Adoption of IFRS"*, as they are the Company's first consolidated IFRS financial statements for the year ended March 31, 2010.

The consolidated financial statements correspond to the classification provisions contained in *IAS 1(revised)*, *"Presentation of Financial Statements"*. For clarity, various items are aggregated in the statements of income and statements of financial position. These items are disaggregated separately in the Notes to the consolidated financial statements, where applicable.

The transition to IFRS has been carried out from the accounting principles generally accepted in India (Indian GAAP), which is considered as the "Previous GAAP", for purposes of IFRS 1. An explanation of the effect of the transition from Previous GAAP to IFRS on the Company's equity and profit is provided in Note 3 (xix).

The preparation of these consolidated financial statements resulted in changes to the Company's accounting policies as compared to most recent annual financial statements prepared under Previous GAAP. Accounting policies have been applied consistently to all periods presented in the consolidated financial statements including the preparation of the IFRS opening statement of financial position as at April 1, 2008 ("Transition Date") for the purpose of the transition to IFRS and as required by IFRS 1. These accounting policies have been applied consistently by all entities within the Group.

All amounts included in the consolidated financial statements are reported in millions of Indian rupees (Rupees in millions) except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

(iii) *Basis of measurement*

The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant IFRS:-

a. Derivative financial instruments;

b. Available-for-sale financial assets; and

c. Share based payment transaction.

(iv) *Use of estimates and judgment*

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

a) *Revenue recognition:* The Company uses the percentage of completion method using the input (cost expended) to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labor costs and productivity efficiencies. Because the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. To date, the Company has not incurred a material loss on any fixed-price and fixed-timeframe contract.

b) *Goodwill:* Goodwill is tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

c) *Income taxes:* The major tax jurisdictions for the Company are India and the United States of America. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Though, the Company considers all these issues in estimating income taxes, there could be an unfavorable resolution of such issues.

d) *Deferred taxes:* Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

e) *Business combination:* In accounting for business combination, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired and liabilities assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

f) *Other estimates:* The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the uncollectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

Similarly, the Company provides for inventory obsolescence, excess inventory and inventories with carrying values in excess of net realizable value based on assessment of the future demand, market conditions and specific inventory management initiatives. If market conditions and actual demands are less favorable than the Company's estimates, additional inventory provisions may be required. In all cases inventory is carried at the lower of historical cost and net realizable value. The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

3. Significant accounting policies:

(i) *Basis of consolidation:*

a) *Subsidiaries:* The consolidated financial statements incorporate the financial statements of the Parent Company and entities controlled by the Parent Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable are taken into account.

All intra-company balances, transactions, income and expenses including unrealized income or expenses are eliminated in full on consolidation.

b) *Equity accounted investees:* Equity accounted investees are entities in respect of which, the Company has significant influence, but not control, over the financial and operating policies. Generally, a Company has a significant influence if it holds between 20 and 50 percent of the voting power of another entity. Investments in such entities are accounted for using the equity method (equity accounted investees) and are initially recognized at cost.

(ii) *Functional and presentation currency*

Items included in the consolidated financial statements of each of the Company's subsidiaries and equity accounted investees are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). These consolidated financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of Wipro Limited and its domestic subsidiaries and equity accounted investees.

(iii) *Foreign currency transactions and translation*

a) *Transactions and balances:* Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of income and reported within foreign exchange gains/(losses), net within results of operating activities. Gains/losses relating to translation or settlement of borrowings denominated in foreign currency are reported in finance expense. Non monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

b) *Foreign operations*: For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have local functional currency are translated into Indian Rupee using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the statement of income as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

c) *Others:* Foreign currency differences arising on the translation or settlement of a financial liability designated as a hedge of a net investment in a foreign operation are recognized in other comprehensive income and presented within equity in the FCTR to the extent the hedge is effective. To the extent the hedge is ineffective, such difference are recognized in statement of income. When the hedged part of a net investment is disposed of, the relevant amount recognized in FCTR is transferred to the statement of income as part of the profit or loss on disposal. Foreign currency differences arising from translation of intercompany receivables or payables relating to foreign operations, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of net investment in foreign operation and are recognized in FCTR.

(iv) *Financial Instruments*

a) *Non-derivative financial instruments:* Non-derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;
- financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payable, eligible current liabilities and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when all of the risks and rewards of ownership have been transferred.

Subsequent to initial recognition, non derivative financial instruments are measured as described below:

A. *Cash and cash equivalents:* The Company's cash and cash equivalent consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at anytime, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system.

B. *Available-for-sale financial assets:* The Company has classified investments in liquid mutual funds, equity securities, other than equity accounted investees and certain debt securities (primarily certificate of deposits with banks) as available-for-sale financial assets. These investments are measured at fair value and changes therein are recognized in other comprehensive income and presented within equity. The impairment losses, if any, are reclassified from equity into statement of income. When an available for sale financial asset is derecognized, the related cumulative gain or loss in other comprehensive income is transferred to statement of income.

C. *Others:* Other non-derivative financial instruments are measured at amortized cost using the effective interest method, less any impairment losses.

b) *Derivative financial instruments :* The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations and forecasted cash flows denominated in foreign currency.

The Company limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments where the counterparty is a bank.

Derivatives are recognized and measured at fair value. Attributable transaction cost are recognized in statement of income as cost.

A. *Cash flow hedges:* Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of income. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the statement of income upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, such cumulative balance is immediately recognized in the statement of income.

B. *Hedges of net investment in foreign operations:* The Company designates derivative financial instruments as hedges of net investments in foreign operations. The Company has also designated a combination of foreign currency denominated borrowings and related cross-currency swaps as a hedge of net investment in foreign operations. Changes in the fair value of the derivative hedging instruments and gains/losses on translation or settlement of foreign currency denominated borrowings designated as a hedge of net investment in foreign operations are recognized in other comprehensive income and within equity in the FCTR to the extent that the hedge is effective.

C. *Others:* Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges or hedges of net investment in foreign operations and the ineffective portion of cash flow hedges are recognized in the statement of income and reported within foreign exchange gains/(losses), net under results from operating activities.

Changes in fair value and gains/(losses) on settlement of foreign currency derivative instruments relating to borrowings, which have been not designated as hedges are recorded in finance expense.

(v) *Equity and share capital*

a) *Share capital and share premium:* The Company has only one class of equity shares. The authorized share capital of the Company is 1,650,000,000 equity shares, par value Rs. 2 per share. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium.

Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

b) *Shares held by controlled trust (Treasury shares):* The Company's equity shares held by the controlled trust, which is consolidated as a part of the Group are classified as Treasury Shares. The Company has 8,930,563 treasury shares as of March 31, 2009 and 2010, respectively. Treasury shares are recorded at acquisition cost. During the year ended March 31, 2009, the Company completed the merger of certain subsidiaries with itself. Pursuant to the terms of merger approved by the courts in India, the Company issued 968,803 fully paid equity shares amounting to Rs. 542 to a controlled trust. This transaction was determined to be a common control transfer, in accordance with the guidance in *IFRS 3 "Business combination"*. Accordingly, no adjustments were made to the carrying value of assets and liabilities.

c) *Retained earnings:* Retained earnings comprises of the Company's prior years' undistributed earnings after taxes. A portion of these earnings amounting to Rs. 1,144 is not freely available for distribution.

d) *Share based payment reserve:* The share based payment reserve is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in share based payment reserve are transferred to share premium upon exercise of stock options by employees.

e) *Cash flow hedging reserve: Changes* in fair value of derivative hedging instruments designated and effective as a cash flow hedge are recognized in other comprehensive income (net of taxes), and presented within equity in the cash flow hedging reserve.

f) *Foreign currency translation reserve:* The exchange difference arising from the translation of financial statements of foreign subsidiaries, changes in fair value of the derivative hedging instruments and gains/losses on translation or settlement of foreign currency denominated borrowings designated as hedge of net investment in foreign operations are recognized in other comprehensive income, and presented within equity in the FCTR.

g) *Other reserve:* Changes in the fair value of available for sale financial assets is recognized in other comprehensive income (net of taxes), and presented within equity in other reserve.

h) *Dividend:* A final dividend, including tax thereon, on common stock is recorded as a liability on the date of approval by the shareholders. An interim dividend, including tax thereon, is recorded as a liability on the date of declaration by the board of directors.

(vi) Property, plant and equipment

a) *Recognition and measurement:* Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost.

b) *Depreciation:* The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. Assets acquired under finance lease and leasehold improvements are amortized over the shorter of estimated useful life or the related lease term. The estimated useful life of assets are reviewed and where appropriate are adjusted, annually. The estimated useful lives of assets for the current and comparative period are as follows:

Category	Useful life
Buildings	30 to 60 years
Plant and machinery	2 to 21 years
Computer equipment and software	2 to 6 years
Furniture, fixtures and equipment	3 to 10 years
Vehicles	4 years

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

(vii) Business combination, Goodwill and Intangible assets

Business combinations consummated subsequent to the Transition Date (i.e. April 1, 2008) are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Contingent consideration is recorded when it is probable that such consideration would be paid and can be measured reliably. In respect of acquisitions prior to the Transition Date, goodwill is included on the basis of its deemed costs, which represents the amount recognized under the Company's Previous GAAP.

a) *Goodwill:* The excess of the cost of acquisition over the Company's share in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognized as goodwill. If the excess is negative, a bargain purchase gain is recognized immediately in the statement of income.

b) *Intangible assets:*Intangible assets acquired separately are measured at cost of acquisition. Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment losses, if any.

The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated and consumed. Intangible assets with indefinite lives comprising of brands are not amortized, but instead tested for impairment at least annually and written down to the recoverable amount as required.

The estimated useful life of finite useful life intangibles are reviewed and where appropriate are adjusted, annually. The estimated useful lives of the amortizable intangible assets for the current and comparative periods are as follows:

Category	Useful life
Customer-related intangibles	2 to 11 years
Marketing related intangibles	20 to 30 years

(viii) Leases

a) *Arrangements where the Company is the lessee:* Leases of property, plant and equipment, where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased property and the present value of the minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Payments made under operating leases are recognized in the statement of income on a straight-line basis over the lease term.

b) *Arrangements where the Company is the lessor:* In certain arrangements, the Company recognizes revenue from the sale of products given under finance leases. The Company records gross finance receivables, unearned income and the estimated residual value of the leased equipment on consummation of such leases. Unearned income represents the excess of the gross finance lease receivable plus the estimated residual value over the sales price of the equipment. The Company recognises unearned income as financing revenue over the lease term using the effective interest method.

(ix) Inventories

Inventories are valued at lower of cost and net realizable value, including necessary provision for obsolescence. Cost is determined using the weighted average method.

(x) Impairment

a) *Financial assets:* The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss.

A. *Loans and receivables:* Impairment losses on trade and other receivables are recognized using separate allowance accounts. Refer Note 2 (iv) for further information regarding the determination of impairment.

B. *Available for sale financial asset:* When the fair value of available-for-sale financial assets declines below acquisition cost and there is objective evidence that the asset is impaired, the cumulative loss that has been recognized in other comprehensive income, a component of equity in other reserve is transferred to the statement of income. An impairment loss may be reversed in subsequent periods, if the indicators for the impairment no longer exist. Such reversals are recognized in other comprehensive income.

b) *Non financial assets:* The Company assesses long-lived assets, such as property, plant, equipment and acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost to sell (FVLCTS) and its value-in-use (VIU). If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of income. If at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially.

Intangible assets with indefinite lives comprising of brands are not amortized, but instead tested for impairment at least annually at the same time and written down to the recoverable amount as required.

Goodwill is tested for impairment at least annually at the same time and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The goodwill impairment test is performed at the level of cash-generating unit or groups of cash-generating units which represent the lowest level at which goodwill is monitored for internal management purposes. An impairment in respect of goodwill is not reversed.

(xi) Employee Benefit

a) *Post-employment and pension plans:* The Group participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The company has the following employee benefit plans:

A. *Provident fund:* Employees receive benefits from a provident fund. The employer and employees each make periodic contributions to the plan. A portion of the contribution is made to the approved provident fund trust managed by the Company; while the remainder of the contribution is made to the government administered pension fund. The Company is generally liable for any shortfall in the fund assets based on the government specified minimum rates of return or pension and recognizes such shortfall, if any, as an expense in the year it is incurred.

B. *Superannuation:* Superannuation plan, a defined contribution scheme is administered by Life Insurance Corporation of India and ICICI Prudential Insurance Company Limited. The Company makes annual contributions based on a specified percentage of each eligible employee's salary.

C. *Gratuity:* In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by the Life Insurance Corporation of India (LIC), HDFC Standard Life, TATA AIG and Birla Sun-life. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in the statement of income.

b) *Termination benefits:* Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to terminate employment before the normal retirement date, or to provide termination benefit as a result of an offer made to encourage voluntary redundancy.

c) *Short-term benefits:* Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

d) *Compensated absences:* The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Company recognizes actuarial gains and losses immediately in the statement of income.

(xii) *Share based payment transaction*

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. In cases, where equity instruments are granted at a nominal exercise price, the intrinsic value on the date of grant approximates the fair value. The expense is recognized in the statement of income with a corresponding increase to the share based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

(xiii) *Provisions*

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

(xiv) *Revenue*

The Company derives revenue primarily from software development and related services, BPO services, sale of IT and other products.

a) *Services:* The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured.

The method for recognizing revenues and costs depends on the nature of the services rendered:

A. *Time and materials contracts:* Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

B. *Fixed-price contracts:* Revenues from fixed-price contracts, including systems development and integration contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period. 'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for which no services are rendered are presented as 'Advance from customers'.

C. *Maintenance contract:* Revenue from maintenance contracts is recognized ratably over the period of the contract using the percentage of completion method.

b) *Products:* Revenue from products are recognized when the significant risks and rewards of ownership have transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

c) *Multiple element arrangements:* Revenue from contracts with multiple-element arrangements are recognized using the guidance in IAS 18, Revenue. The Company allocates the arrangement consideration to separately identifiable components based on their relative fair values or on the residual method. Fair values are determined based on sale prices for the components when it is regularly sold separately, third-party prices for similar components or cost plus, an appropriate business-specific profit margin related to the relevant component.

d) *Others:* The Company accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognized at the time of sale.

Revenues are shown net of sales tax, value added tax, service tax and applicable discounts and allowances. Revenue includes excise duty.

The Company accrues the estimated cost of warranties at the time when the revenue is recognized. The accruals are based on the Company's historical experience of material usage and service delivery costs.

(xv) *Finance expense*

Finance expense comprise interest cost on borrowings, impairment losses recognized on financial assets, gains / losses on translation or settlement of foreign currency borrowings and changes in fair value and gains / losses on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognized in the statement of income using the effective interest method.

(xvi) *Finance and other income*

Finance and other income comprises interest income on deposits, dividend income and gains / losses on disposal of available-for-sale financial assets. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

(xvii) *Income tax*

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of income except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

a) *Current income tax:* Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

b) *Deferred income tax:* Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries and associates where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(xviii) *Earnings per share*

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

(xix) *Transition to IFRS*

As stated in Note 2 (ii), the Company's consolidated financial statements for the year ended March 31, 2010 are the first annual consolidated financial statements prepared in compliance with IFRS.

The adoption of IFRS was carried out in accordance with IFRS 1, using April 1, 2008 as the transition date. IFRS 1 requires that all IFRS standards and interpretations that are effective for the first IFRS Consolidated Financial Statements for the year ended March 31, 2010, be applied consistently and retrospectively for all fiscal years presented.

All applicable IFRS have been applied consistently and retrospectively wherever required. The resulting difference between the carrying amounts of the assets and liabilities in the consolidated financial statements under both IFRS and Previous GAAP as of the Transition Date have been recognized directly in equity at the Transition Date.

In preparing these consolidated financial statements, the Company has availed itself of certain exemptions and exceptions in accordance with IFRS 1 as explained below:

a) *Exemptions from retrospective application:*

A. *Business combination exemption:* The Company has applied the exemption as provided in IFRS 1 on non-application of *IFRS 3, "Business Combinations"* to business combinations consummated prior to the date of Transition (April 1, 2008). Pursuant to this, exemption, goodwill arising from business combination has been stated at the carrying amount under Previous GAAP. Further, intangible assets net of related taxes, which were subsumed in goodwill under Previous GAAP, were not recognized in the opening statement of financial position as at April 1, 2008 since these did not qualify for recognition in the separate statement of financial position of the acquired entities. The Company has adjusted goodwill relating to past business combinations, for contingent consideration, if it is probable that such consideration would be paid and can be measured reliably as of the Transition Date.

B. *Share-based payment exemption:* The Company has elected to apply the share based payment exemption available under IFRS 1 on application of *IFRS 2,"Share Based Payment"*, to only grants made after November 7, 2002, which remained unvested as of the Transition date.

C. *Borrowing costs:* The Company had the policy of capitalizing borrowing costs for all qualifying assets under its Previous GAAP. Accordingly, the Company has capitalized borrowing cost in respect of qualifying costs prior to the Transition date. However, there is a difference in the basis of capitalizing such costs between IFRS and Previous GAAP, which has been recorded as a reconciling item as a part of the transition.

b) *Exceptions from full retrospective application:*

A. *Hedge accounting exception:* The Company had followed hedge accounting under Previous GAAP which is aligned to IFRS. Accordingly, this exception of not reflecting in its opening IFRS statement of financial position a hedging relationship of a type that does not qualify for hedge accounting under IAS 39, is not applicable to the Company.

B. *Estimates exception:* Upon an assessment of the estimates made under Previous GAAP, the Company has concluded that there was no necessity to revise such estimates under IFRS, except where estimates were required by IFRS and not required by Previous GAAP.

Reconciliations: The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to IFRS in accordance with IFRS 1:

– equity as at April 1, 2008;

– equity as at March 31, 2009;

– profit for the year ended March 31, 2009; and

– explanation of material adjustments to cash flow statements.

In the reconciliations mentioned above, certain reclassifications have been made to Previous GAAP financial information to align with the IFRS presentation.

Reconciliation of Equity as at April 1, 2008

Particulars	Amount as per Previous GAAP	Effect of Transition to IFRS	Amount as per IFRS	Relevant Notes for adjustments
Goodwill	Rs. 42,209	Rs. 426	Rs. 42,635	8
Property, plant and equipment and intangible assets....	41,583	(239)	41,344	1,2
Available for sale investments	14,679	568	15,247	3
Investment in equity accounted investees.	1,343	-	1,343	
Inventories	6,664	-	6,664	
Trade receivables	40,453	(100)	40,353	4
Unbilled revenues	8,514	-	8,514	
Cash and cash equivalents	39,270	-	39,270	
Net tax assets (including deferred taxes)	3,632	854	4,486	5
Other assets	13,980	1,399	15,379	2(a),4,9,10,13
TOTAL ASSETS	Rs. 212,327	Rs. 2,908	Rs. 215,235	
Share capital and share premium (net of shares issued to controlled trust)	Rs. 28,296	Rs. -	Rs. 28,296	
Share application money pending allotment	40	(40)	-	12
Retained earnings	87,908	6,820	94,728	
Cash flow hedging reserve	(1,097)	-	(1,097)	
Other reserves	1,807	1,851	3,658	3,7,11
Total equity (A)	116,954	8,631	125,585	
Minority interest	116	(116)	-	11
Loans and borrowings	44,850	-	44,850	
Trade payables and accrued expenses	27,873	-	27,873	
Unearned revenues	4,269	-	4,269	
Other liabilities and provisions	18,265	(5,607)	12,658	6,8,10,12
Total liabilities (B)	95,373	(5,723)	89,650	
TOTAL LIABILITIES AND EQUITY (A)+(B)	Rs. 212,327	Rs. 2,908	Rs. 215,235	

Notes:

1) Under IFRS, the amortization charge in respect of finite life intangible assets is recorded in proportion of economic benefits consumed during the period to the expected total economic benefits from the intangible asset. Under Previous GAAP, finite life intangible assets are amortized usually on a straight line basis over their useful life. As a result, the accumulated amortization under IFRS is lower by Rs. 101 as at April 1, 2008.

2) Listed below are the key differences in property, plant and equipment between IFRS and Previous GAAP:

   a) Under IFRS, leases of land are classified as operating leases unless the title to the leasehold land is expected to be transferred to the Company at the end of the lease term. Lease rentals paid in advance and lease deposits are recognized as other assets. Under Previous GAAP, the lease rentals paid in advance and lease deposits are recognized in property, plant and equipment. Under IFRS, Rs. 645 of such payments towards lease of land has been reclassified from property, plant and equipment to other assets. This adjustment has no impact on equity.

   b) Difference in the basis of interest capitalization between Previous GAAP and IFRS resulted in higher interest capitalization by Rs. 305 under IFRS, net of related depreciation impact.

3) Under IFRS, available for sale investments are measured at fair value at each reporting date. The changes in fair value of such investments, net of taxes, are recognized directly in equity. Under Previous GAAP, short-term investments are measured at lower of cost or fair value. Consequently, carrying value of the available for sale investments under IFRS is higher by Rs. 568 (tax effect Rs. 165).

4) Under IFRS an entity is required to allocate revenue to separately identifiable components of a multiple deliverable customer arrangement. The revenue relating to these components are recognized when the appropriate revenue recognition criteria is met. Under IFRS, in respect of multiple

element arrangements comprising delivered products and installation services, the Company defers and recognizes revenue relating to installation services when those services are rendered. Under Previous GAAP, installation services are considered to be incidental / perfunctory to product delivery. Entire revenue is recognized, when the products are delivered in accordance with the contractual terms, and expected cost of installation services is also accrued.

Consequently, under IFRS the Company has unearned revenue of Rs. 100 and reversed Rs. 78 of cost accrued for installation services. The deferred revenues are recognized when the related installation services is performed.

5) Under IFRS, tax benefits from carry forward tax losses is recognized if it is probable that sufficient taxable profits would be available in the future to realize the tax benefits. Under Previous GAAP, deferred tax asset in respect of carry forward tax losses is recognized if it is virtually certain that sufficient future taxable income would be available in the future to realize the tax benefits.

Further, Previous GAAP requires an entity to follow the income statement approach for recognizing deferred taxes, while IFRS mandates the balance sheet approach in recognizing deferred taxes.

As a result, net deferred tax assets under IFRS are higher by Rs. 854.

6) Under Previous GAAP, a liability is recognized in respect of proposed dividend on Company's equity shares, even-though the dividend is expected to be approved by the shareholders subsequent to the reporting date. Under IFRS, liability for dividend is recognized only when it is approved by shareholders. Accordingly, provisions under IFRS is lower by Rs. 6,842.

7) The Company grants share options to its employees. These share options vest in a graded manner over the vesting period. Under IFRS, each tranche of vesting is treated as a separate award and the stock compensation expense relating to that tranche is amortized over the vesting period of the underlying tranche. This results in accelerated amortization of stock compensation expense in the initial years following the grant of share options.

Previous GAAP permits an entity to recognize the stock compensation expense, relating to share options which vest in a graded manner, on a straight-line basis over the requisite vesting period for the entire award. However, the amount of compensation cost recognized at any date must at least equal the portion of the grant-date value of the award that is vested at that date.

Accordingly, the stock compensation expense recognized under IFRS is higher by Rs. 1,332 as at April 1, 2008 in respect of the unvested awards.

8) Under IFRS, contingent consideration relating to acquisitions is recognized if it is probable that such consideration would be paid and can be measured reliably. Under Previous GAAP, contingent consideration is recognized after the contingency is resolved and additional consideration becomes payable. As a result, under IFRS, the Company has recognized Rs. 426 of contingent consideration as additional goodwill and liability. This adjustment has no impact on equity.

9) Under IFRS, loans and receivables are recognized at amortized cost, which is carried at historical cost under Previous GAAP. As a result, the carrying value of such loans and receivables under IFRS is lower by Rs. 154.

10) Indian tax laws, levies Fringe benefit Tax (FBT) on all stock options exercised on or after April 1, 2007. The Company has modified share options plan to recover FBT from the employees. Under IFRS 2, Share based payment, the FBT paid to the tax authorities is recorded as a liability over the period that the employee renders services. Recovery of the FBT from the employee is accounted as a reimbursement right under IAS 37, Provisions, contingent liabilities and contingent assets, as it is virtually certain that the Company will recover the FBT from the employee. Accordingly, under IFRS, the Company has recognized the reimbursement right as a separate asset, not to exceed the FBT liability recognized at each reporting period.

Under Previous GAAP, FBT liability and the related FBT recovery from the employee is recorded at the time of exercise of stock option by the employee. Accordingly, under IFRS the Company has recognized Rs. 766 as other liabilities and reimbursement right in respect of outstanding stock options. This adjustment has no impact on equity.

11) Under IFRS, minority interest is reported as a separate item within equity, whereas Previous GAAP requires minority interest to be presented separately from equity. This presentation difference between IFRS and Previous GAAP has resulted in an increase in equity under IFRS by Rs. 116 as at April 1, 2008.

12) Under IFRS, share application money received and pending allotment is reported under other liabilities, whereas Previous GAAP requires share application money pending allotment to be presented as a separate item within equity. This presentation difference between IFRS and Previous GAAP has resulted in a decrease in equity under IFRS by Rs. 40 as at April 1, 2008.

13) Difference in accounting for certain foreign currency forward contracts has resulted in an increase in other assets by Rs. 64 under IFRS as of April 1, 2008.

Reconciliation of Equity as at March 31, 2009

Particulars		Amount as per Previous GAAP		Effect of Transition to IFRS		Amount as per IFRS	Relevant Notes for adjustments
Goodwill	Rs.	56,521	Rs.	(378)	Rs.	56,143	1,10
Property, plant and equipment and intangible assets		52,563		724		53,287	1,2,3
Available for sale investments		16,426		(133)		16,293	4
Investment in equity accounted investees		1,670		-		1,670	
Inventories		7,587		-		7,587	
Trade receivables		50,370		(247)		50,123	5
Unbilled revenues		14,108		-		14,108	
Cash and cash equivalents		49,117		-		49,117	
Net tax assets (including deferred taxes)		2,672		3,087		5,759	6
Other assets		20,984		2,219		23,203	3(a),5, 9, 13
TOTAL ASSETS	Rs.	272,018	Rs.	5,272	Rs.	277,290	
Share capital and share premium (net of shares issued to controlled trust)	Rs.	29,667	Rs.	-	Rs.	29,667	
Share application money pending allotment		15		(15)		-	12
Retained earnings		119,957		6,689		126,646	
Cash flow hedging reserve		(16,886)		2,353		(14,533)	6
Other reserves		3,546		2,055		5,601	4, 8,11
Total equity (A)		136,299		11,082		147,381	
Minority interest		237		(237)		-	11
Loans and borrowings		56,892		-		56,892	
Trade payables and accrued expenses		40,191		-		40,191	
Unearned revenues		8,734		-		8,734	
Other liabilities and provisions		29,665		(5,573)		24,092	7,9,10,12, 13
Total liabilities (B)		135,719		(5,810)		129,909	
TOTAL LIABILITIES AND EQUITY (A)+(B)	Rs.	272,018	Rs.	5,272	Rs.	277,290	

Notes:

1) Under IFRS, all the assets and liabilities arising from a business combination are identified and recorded at fair value. Accordingly, a portion of purchase price is allocated towards customer related intangible in respect of business combination consummated subsequent to the Transition date. Under Previous GAAP, assets and liabilities arising from a business combination are recognized at carrying value in the books of the acquired entity. Internally generated intangible assets would not have been recognized by the acquired entity and therefore customer related intangible arising from the business combination is not recognized under Previous GAAP. Accordingly, goodwill under IFRS is lower by Rs. 1,139 (net of deferred taxes) and intangible assets are higher by Rs. 1,535 (net of amortization of Rs. 91).

2) Under IFRS, the amortization charge in respect of finite life intangible assets is recorded in the proportion of economic benefits consumed during the period to the expected total economic benefits from the intangible asset. Under Previous GAAP, finite life intangible assets are amortized usually on a straight line basis over their useful life. As a result the accumulated amortization under IFRS is lower by Rs. 149 as at March 31, 2009.

3) Listed below are the key differences in property, plant and equipment between IFRS and Previous GAAP:

   a) Under IFRS, leases of land are classified as operating leases unless the title to the leasehold land is expected to be transferred to the Company at the end of the lease term. Lease rentals paid in advance and lease deposits are recognized as other assets. Under Previous GAAP, the lease rentals paid in advance and lease deposits are recognized in property, plant and equipment. Under IFRS, Rs. 1,293 of such payments towards lease of land has been reclassified from property, plant and equipment to other assets. This adjustment has no impact on equity.

b) Difference in the basis of interest capitalization between Previous GAAP and IFRS resulted in higher interest capitalization by Rs. 331 under IFRS, net of related depreciation impact.

4) Under IFRS, available for sale investments are measured at fair value at each reporting date. The changes in fair value of such investments net of taxes, are recognized directly in equity. Under Previous GAAP, short-term investments are measured at lower of cost or fair value. Consequently, available for sale investments under IFRS is higher by Rs. 117 (tax effect Rs. 33). Additionally, investment in non convertible debentures amounting to Rs. 250 is classified as investments under Previous GAAP whereas the same is shown under other assets in IFRS. This has no impact on equity.

5) Under IFRS, an entity is required to allocate revenue to separately identifiable components of a multiple deliverable customer arrangement. The revenue relating to these components are recognized when the appropriate revenue recognition criteria is met. Under IFRS, in respect of multiple element arrangements comprising delivered products and installation services, the Company defers and recognizes revenue relating to installation services when those services are rendered. Under Previous GAAP, installation services are considered to be incidental / perfunctory to product delivery. Entire revenue is recognized, when the products are delivered in accordance with the contractual terms, and expected cost of installation services is also accrued.

Consequently, under IFRS the Company has deferred revenue of Rs. 247 and reversed Rs. 195 of cost accrued for installation services. The deferred revenues are recognized when the related installation services is performed.

6) Under IFRS, tax benefits from carry forward tax losses is recognized if it is probable that sufficient taxable profits would be available in the future to realize the tax benefits. Under Previous GAAP, deferred tax asset in respect of carry forward tax losses is recognized if it is virtually certain that sufficient future taxable income would be available in the future to realize the tax benefits.

Further, Previous GAAP requires an entity to follow the income statement approach for recognizing deferred taxes, while IFRS mandates balance sheet approach in recognizing deferred taxes.

As a result, net deferred tax assets under IFRS are higher by Rs. 3,087 (including impact of foreign currency translation adjustment, where necessary).

7) Under Previous GAAP, liability is recognized in respect of proposed dividend on Company's equity share, even though the dividend is expected to be approved by the shareholders subsequent to the reporting date. Under IFRS, liability for dividend is recognized only when it is approved by shareholders. Accordingly, provisions under IFRS are lower by Rs. 6,856.

8) The Company grants share options to its employees. These share options vest in a graded manner over the vesting period. Under IFRS, each tranche of vesting is treated as a separate award and the stock compensation expense relating to that tranche is amortized over the vesting period of the underlying tranche. This results in accelerated amortization of stock compensation expense in the initial years following grant of share options.

Previous GAAP permits an entity to recognize the stock compensation expense, relating to share options which vest in a graded manner, on a straight-line basis over the requisite vesting period for the entire award. However, the amount of compensation cost recognized at any date must at least equal the portion of the grant-date value of the award that is vested at that date.

Accordingly, the stock compensation expense recognized under IFRS is higher by Rs. 1,432 as at March 31, 2009, in respect of unvested awards.

9) Indian tax laws levy Fringe Benefit Tax (FBT) on all stock options exercised on or after April 1, 2007. The Company has modified share options plan to recover FBT from the employees. Under IFRS 2, Share based payment, the FBT paid to the tax authorities is recorded as a liability over the period that the employee renders services. Recovery of the FBT from the employee is accounted as a reimbursement right under IAS 37, Provisions, contingent liabilities and contingent assets, as it virtually certain that the Company will recover the FBT from the employee. Accordingly, under IFRS, the Company has recognized the reimbursement right as a separate asset, not to exceed the FBT liability recognized at each reporting period.

Under Previous GAAP, FBT liability and the related FBT recovery from the employee is recorded at the time of exercise of stock option by the employee. Accordingly, under IFRS, the Company has recognized Rs. 741 as other liabilities and reimbursement right in respect of outstanding stock options. This adjustment has no impact on equity.

10) Under IFRS, contingent consideration relating to acquisitions is recognized if it is probable that such consideration will be paid and can be measured reliably. Under Previous GAAP, contingent consideration is recognized after the contingency is resolved and additional consideration becomes payable. As a result, under IFRS, the Company has recognized Rs. 761 of contingent consideration as additional goodwill and liability. This adjustment has no impact on equity.

11) Under IFRS, minority interest is reported as a separate item within equity, whereas Previous GAAP requires minority interest to be presented separately from equity. This presentation difference between IFRS and Previous GAAP has resulted in an increase in equity under IFRS by Rs. 237 as at March 31, 2009.

12) Under IFRS, share application money received and pending allotment is reported under other liabilities, whereas Previous GAAP requires share application money pending allotment to be presented as a separate item within equity. This presentation difference between IFRS and Previous GAAP has resulted in a decrease in equity under IFRS by Rs. 15 as at March 31, 2009.

13) Difference in accounting for certain foreign currency forward contract has resulted in a decrease in other assets by Rs. 260 and other liabilities by Rs. 236 under IFRS as of March 31, 2009.

Reconciliation of Profit for the Year Ended March 31, 2009

Particulars	Amount as per Previous GAAP	Effect of Transition to IFRS	Amount as per IFRS	Relevant Notes for adjustments
Revenues	Rs. 256,995	Rs. (104)	Rs. 256,891	1
Cost of revenues	(179,230)	(985)	(180,215)	1,2, 5
Gross profit	77,765	(1,089)	76,676	
Selling and marketing expenses	(17,853)	540	(17,313)	1(c),2,3,5
General and administrative expenses	(14,356)	(154)	(14,510)	2,5
Foreign exchange gains/(losses), net	(1,553)	-	(1,553)	
Results from operating activities	44,004	(704)	43,300	
Finance expense	(3,865)	41	(3,824)	4
Finance and other income	5,057	-	5,057	
Share of profits of equity accounted investees	362	-	362	
Profit before tax	45,558	(663)	44,895	
Income tax expense	(6,460)	425	(6,035)	5
Profit for the year	Rs. 39,098	Rs. (238)	Rs. 38,860	
Attributable to:				
Equity holders of the Company	Rs. 38,999		Rs. 38,761	
Minority Interest	99		99	

Notes:

1) The following are the primary differences in revenue between IFRS and Previous GAAP:

a) Under Previous GAAP, revenue is reported net of excise duty charged to customers. Under IFRS, revenue includes excise duty charged to customers. As a result, revenues and cost of revenues under IFRS is higher by Rs. 1,055.

b) Under IFRS, revenue relating to product installation services is recognized when the installation services are performed. Under Previous GAAP, the entire revenue relating to the supply and installation of products is recognized when products are delivered in accordance with the terms of contract. Installation services are considered to be incidental / perfunctory to product delivery and the cost of installation services is accrued upon delivery of the product. Accordingly, revenue and cost of revenue under IFRS is lower by Rs. 147 and Rs. 117, respectively.

c) Under IFRS, generally cash payments to customers pursuant to sales promotional activities are considered as sales discounts and reduced from revenue. Under Previous GAAP, such payments are considered as cost of revenue and selling and marketing expense. As a result, under IFRS, revenue is lower by Rs. 1,011 and cost of revenues and selling and marketing expenses are lower by Rs. 275 and Rs. 736, respectively.

2) Under IFRS, the Company amortizes stock compensation expense, relating to share options, which vest in a graded manner, on an accelerated basis. Under Previous GAAP, the stock compensation expense is recorded on a straight-line basis. As a result, under IFRS the Company has recognized additional stock compensation expense of Rs. 40 in cost of revenue, Rs. 30 in selling and marketing expenses and Rs. 30 in general and administrative expenses.

3) Under IFRS, the amortization charge in respect of finite life intangible assets is recorded in the proportion of economic benefits consumed during the period to the expected total economic benefits from the intangible asset. Under Previous GAAP, such finite life intangible assets are amortized on a straight-line basis over the life of the asset. Further, the Company recorded additional amortization in respect of customer related intangible arising out of business combination consummated subsequent to the Transition date. Accordingly, amortization under IFRS is higher by Rs. 43.

4) This includes difference in accounting for certain foreign currency forward contracts and basis of interest capitalization under IFRS and Previous GAAP.

5) Under Indian tax laws, the Company is required to pay Fringe Benefit Tax (FBT) on certain expenses incurred by the Company. Under Previous GAAP, FBT is reported in the income statement as a separate component of income tax expense. Under IFRS, FBT does not meet the definition of income tax expense and is recognized in the related expense line items. Accordingly, the cost of revenue, selling and marketing expenses and general and administrative expenses under IFRS are higher by Rs. 165, Rs. 124 and Rs. 124, respectively and income tax expense is correspondingly lower.

Explanation of material adjustments to the cash flow statements

Under Previous GAAP, changes in amount of bank overdraft balances are reported as financing activity. Under IFRS, bank overdraft is included in cash and cash equivalent, and consequently the cash flow from financing activities are reported on a different basis.

New Accounting standards not yet adopted by the Company:

In January 2008, the IASB issued the revised standards IFRS 3, "Business Combinations" ("IFRS 3,(2008)") and IAS 27, "Consolidated and Separate Financial Statements" ("IAS 27, (2008)"). The revisions result in several changes in the accounting for business combinations. IFRS 3, (2008) and IAS 27, (2008) will be effective for fiscal years beginning on or after July 1, 2009, with early adoption permitted. Major changes relate to the measurement of non-controlling interests, the accounting for business combinations achieved in stages as well as the treatment of contingent consideration and acquisition-related costs. Based on the new standard, non- controlling interests may be measured at their fair value (full-goodwill-methodology) or at the proportional fair value of assets acquired and liabilities assumed. In respect of business combinations achieved in stages, any previously held equity interest in the acquiree is remeasured to its acquisition date fair value. Any changes to contingent consideration classified as a liability at the acquisition date are recognized in the statement of income. Acquisition-related costs are expensed in the period incurred. The Company will adopt IFRS 3, (2008) and IAS 27, (2008) to prospective transactions from fiscal year beginning April 1, 2010.

In July 2008, the IASB issued an amendment to IAS 39, "Financial Instruments: Recognition and Measurement: Eligible Hedged Items" ("amendment to IAS 39"). The amendment addresses the designation of a one-sided risk in a hedged item in particular situations. The amendment applies to hedging relationships in the scope of IAS 39. The amendment is effective for fiscal years beginning on or after July 1, 2009. Earlier application is permitted. The adoption of this amendment on April 1, 2010 is not expected to have any material impact on the Company's consolidated financial statements.

In April 2009, the IASB issued "Improvements to IFRSs" – a collection of amendments to twelve International Financial Reporting Standards – as part of its program of annual improvements to its standards, which is intended to make necessary, but non-urgent, amendments to standards that will not be included as part of another major project. The latest amendments were included in exposure drafts of proposed amendments to IFRS published in October 2007, August 2008, and January 2009. The amendments resulting from this standard are mainly applicable to the Company from fiscal year beginning April 1, 2010. The Company is evaluating the impact, these amendments will have on the Company's consolidated financial statements.

In November 2009, the IASB issued an amendment to IAS 24 (revised 2009) "Related Party Disclosures" ("IAS 24"). The purpose of the revision is to simplify the definition of a related party, clarifying its intended meaning and eliminating inconsistencies from the definition. The revision is effective for fiscal years beginning on or after January 1, 2011. Earlier application is permitted. The Company is evaluating the impact, these amendments will have on the Company's consolidated financial statements.

In November 2009, the IASB issued IFRS 9 "Financial Instruments on the classification and measurement of financial assets". The new standard represents the first part of a three-part project to replace IAS 39 Financial Instruments: Recognition and Measurement (IAS 39) with IFRS 9 Financial Instruments (IFRS 9). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the many different rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. IFRS 9 is effective for fiscal years beginning on or after January 1, 2013. Earlier application is permitted. The Company is evaluating the impact, these amendments will have on the Company's consolidated financial statements.

4. Property, Plant and equipment

	Land	Buildings	Plant and machinery*	Furniture fixtures and equipment	Vehicles	Total
Gross carrying value:						
As at April 1, 2008	Rs. 2,091	Rs.10,067	Rs. 31,065	Rs. 7,329	Rs. 2,566	Rs. 53,118
Translation adjustment	21	293	1,459	309	32	2,114
Additions	636	5,019	9,138	514	567	15,874
Disposal / adjustments	(8)	(82)	(213)	(163)	(333)	(799)
Acquisition through business combination	-	87	174	124	21	406
As at March 31, 2009	Rs. 2,740	Rs. 15,384	Rs. 41,623	Rs. 8,113	Rs. 2,853	Rs. 70,713
Accumulated depreciation/impairment:						
As at April 1, 2008	Rs. -	Rs. 1,238	Rs. 20,930	Rs. 3,600	Rs. 1,416	Rs. 27,184
Translation adjustment	-	97	850	168	11	1,126
Depreciation	-	330	5,078	824	531	6,763
Disposal / adjustments	-	(34)	(130)	(53)	(210)	(427)
As at March 31, 2009	Rs. -	Rs. 1,631	Rs. 26,728	Rs. 4,539	Rs. 1,748	Rs. 34,646
Capital work-in-progress						13,727
Net carrying value as at March 31, 2009						**Rs. 49,794**
Gross carrying value:						
As at April 1, 2009	Rs. 2,740	Rs.15,384	Rs. 41,623	Rs. 8,113	Rs. 2,853	Rs. 70,713
Translation adjustment	(6)	(130)	(1,126)	(49)	(4)	(1,315)
Additions	60	4,160	6,744	1,959	459	13,382
Acquisition through business combination.	-	-	6	9	2	17
Disposal / adjustments	-	(55)	(590)	(177)	(381)	(1,203)
As at March 31, 2010	Rs. 2,794	Rs.19,359	Rs. 46,657	Rs. 9,855	Rs. 2,929	Rs. 81,594
Accumulated depreciation/impairment:						
As at April 1, 2009	Rs. -	Rs. 1,631	Rs. 26,728	Rs. 4,539	Rs. 1,748	Rs. 34,646
Translation adjustment	-	(58)	(716)	(30)	7	(797)
Depreciation	-	426	5,329	1,106	512	7,373
Disposal / adjustments	-	(1)	(346)	(118)	(263)	(728)
As at March 31, 2010	Rs. -	Rs. 1,998	Rs. 30,995	Rs. 5,497	Rs. 2,004	Rs. 40,494
Capital work-in-progress						12,358
Net carrying value as at March 31, 2010						**Rs. 53,458**

*Including net carrying value of computer equipment and software amounting to Rs. 3,414, Rs. 3,249 and Rs. 2,928 as at April 1, 2008, March 31, 2009 and 2010, respectively.

The Capital work in progress balance as at April 1, 2008 was Rs 13,544.

The Company through its wholly owned subsidiary entered into a outsourcing arrangement with one of its customers, who is also a minority interest partner in this wholly-owned subsidiary. Pursuant to this arrangement, the Company paid Rs. 1,950 during the year ended March 31, 2010 towards purchase of assets. This amount has been reported as 'capital work-in-progress' in the consolidated financial statements as of March 31, 2010, as the same is not available for use at the date of statement of financial position.

Interest capitalized by the Company was Rs. 314 and Rs. 95 for the year ended March 31, 2009 and 2010, respectively. The capitalization rate used to determine the amount of borrowing cost capitalized for the year ended March 31, 2009 and 2010 are 4.36% and 2.20%, respectively.

5. Goodwill and Intangible Assets

The movement in goodwill balance is given below:

	Year ended March 31, 2009	2010
Balance at the beginning of the year	Rs. 42,635	Rs. 56,143
Translation adjustment	8,071	(4,917)
Acquisition through business combination, net	5,437	2,576
Balance at the end of the year	Rs. 56,143	Rs. 53,802

Goodwill as at April 1, 2008, March 31, 2009 and 2010 has been allocated to the following reportable segments:

Segment	As at April 1, 2008	As at March 31, 2009	2010
IT Services	Rs. 29,775	Rs. 41,769	Rs. 39,056
IT Products	237	544	476
Consumer Care and Lighting	10,937	12,242	12,670
Others	1,686	1,588	1,600
Total	Rs. 42,635	Rs. 56,143	Rs. 53,802

The goodwill held in the Infocrossing, Healthcare and Unza cash generating units (CGU) are considered significant in comparison to the total carrying amount of goodwill as at March 31, 2010. The goodwill held in these CGUs are as follows:

CGUs	As at March 31, 2010
Infocrossing	Rs. 11,682
Healthcare	10,036
Unza	11,676

Goodwill was tested for impairment annually in accordance with the Company's procedure for determining the recoverable value of such assets. For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Group's operating segment. The recoverable amount of the CGU is the higher of its FVLCTS and its VIU. The FVLCTS of the CGU is determined based on the market capitalization approach, using the turnover and earnings multiples derived from observed market data. The VIU is determined based on discounted cash flow projections. Key assumptions on which the Company has based its determination of VIUs include:

a) Estimated cash flows for five years based on formal/approved internal management budgets with extrapolation for the remaining period, wherever such budgets were shorter than 5 years period.

b) Terminal value arrived by extrapolating last forecasted year cash flows to perpetuity using long-term growth rates: [2%-5%]. These long-term growth rates takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.

c) The discount rates used are based on the Company's weighted average cost of capital as an approximation of the weighted average cost of capital of a comparable market participant, which are adjusted for specific country risks [10.5%-15%].

Based on the above, no impairment was identified as of March 31, 2010 as the recoverable value of the CGUs exceeded the carrying value. An analysis of the calculation's sensitivity to a change in the key parameters (Revenue growth, operating margin, discount rate and long-term growth rate) based on reasonably probable assumptions, did not identify any probable scenarios where the CGU's recoverable amount would fall below its carrying amount.

	Intangible assets					
		Customer related		Marketing related		Total
Gross carrying value:						
As at April 1, 2008	Rs.	-	Rs.	2,639	Rs.	2,639
Translation adjustment		-		148		148
Acquisition through business combination		1,629		-		1,629
Additions		-		124		124
As at March 31, 2009	Rs.	1,629	Rs.	2,911	Rs.	4,540
Accumulated amortization and impairment:						
As at April 1, 2008	Rs.	-	Rs.	773	Rs.	773
Translation adjustment		-		101		101
Amortization		91		82		173
As at March 31, 2009	Rs.	91	Rs.	956	Rs.	1,047
Net carrying value as at March 31, 2009	Rs.	1,538	Rs.	1,955	Rs.	3,493
Gross carrying value:						
As at April 1, 2009	Rs.	1,629	Rs.	2,911	Rs.	4,540
Translation adjustment		(19)		(174)		(193)
Acquisition through business combination		322		691		1,013
Additions		-		36		36
As at March 31, 2010	Rs.	1,932	Rs.	3,464	Rs.	5,396
Accumulated amortization and impairment:						
As at April 1, 2009	Rs.	91	Rs.	956	Rs.	1,047
Translation adjustment		-		(48)		(48)
Amortization		301		85		386
As at March 31, 2010	Rs.	392	Rs.	993	Rs.	1,385
Net carrying value as at March 31, 2010	**Rs.**	**1,540**	**Rs.**	**2,471**	**Rs.**	**4,011**

Net carrying value of marketing-related intangibles includes indefinite life intangible assets (brands and trade-marks) of Rs. nil, Rs. nil and Rs. 691 as of April 1, 2008, March 31, 2009 and 2010, respectively.

The assessment of marketing-related intangibles (brands and trade-marks) that have an indefinite life were based on a number of factors, including the competitive environment, market share, brand history, product life cycles, operating plan and macroeconomic environment of the geographies in which these brands operate. As of March 31, 2010, no impairment loss was recognized on the indefinite life intangibles.

Amortization expense on intangible assets is included in selling and marketing expenses in the statement of income.

As of March 31, 2010, the estimated remaining amortization period for customer-related intangibles acquired on acquisition of Citi Technology Services Limited is approximately 4.75 years.

6. Business Combination

Citi Technology Services Limited:

On January 1, 2009, the Company acquired 100% of the equity of Citi Technology Services Limited (Subsequently renamed as Wipro Technology Services Limited — WTS). WTS is an India based provider of information technology services and solutions to Citi Group worldwide. WTS was acquired for cash consideration (including direct acquisition costs) amounting to Rs. 6,205. The Company believes that the acquisition will enhance Wipro's capabilities to address Technology Infrastructure Services (TIS) and Application Development and Maintenance Services (ADM) in the financial services industry. Factors that contributed to the recognition of goodwill were expected synergies from combining the activities of the Company and acquired entity, as well as intangible assets which cannot be recognized separately apart from goodwill such as skilled workforce.

The following table presents the allocation of purchase price:

Descriptions	Preacquisition carrying amount	Fair value adjustments	Purchase price allocated
Cash and cash equivalents	Rs. 1,342	Rs. -	Rs. 1,342
Property, plant and equipment	403	-	403
Customer-related intangibles	-	1,413	1,413
Other assets	1,150	-	1,150
Loans and borrowings	(23)	-	(23)
Deferred income taxes, net	19	(480)	(461)
Other liabilities	(1,200)	-	(1,200)
Total	Rs. 1,691	Rs. 933	Rs. 2,624
Goodwill			3,581
Total purchase price			Rs. 6,205

None of the goodwill is expected to be deductible for income tax purposes.

Lornamead Personal Care Private Limited

On December 9, 2009, the Company acquired 100% of the equity of Lornamead FZE (an entity incorporated in Dubai) and Lornamead Personal Care Private Limited (an entity incorporated in India) from UK-based Lornamead Group Limited. Yardley is a strong heritage global brand that was established in approximately 1770 and operates in the personal care category marketing fragrance products, bath and shower products and skin care products. Lornamead FZE and Lornamead Personal Care Private Limited were acquired for cash consideration (including direct acquisition costs) of Rs. 2,161 and contingent consideration based on annual revenue targets of Rs. 179. The Company believes that the acquisition will enhance Wipro's strong brand portfolio of personal care products and would result in synergy benefit, and have contributed to the recognition of goodwill.

The following table presents the allocation of purchase price:

Descriptions	Pre acquisition carrying amount	Fair value adjustments	Purchase price allocated
Cash and cash equivalents	Rs. 55	Rs. -	Rs. 55
Property, plant and equipment	17	-	17
Marketing - related intangibles	-	691	691
Customer - related intangibles	-	322	322
Other assets	390	30	420
Other liabilities	(184)	-	(184)
Total	Rs. 278	1,043	Rs. 1,321
Goodwill			1,019
Total purchase price			Rs. 2,340

None of the goodwill is expected to be deductible for income tax purposes.

Others

The Company has re-estimated the earn-out consideration (contingent consideration) payable in respect of a previous acquisition consummated in fiscal year 2006 comprising of computer aided design and engineering services business. Consequently, the Company has recognized additional goodwill of Rs. 761 and Rs. 1,624 during the year ended March 31, 2009 and 2010, respectively.

7. Available for sale investments

Available for sale investments consists of the following:

	As at April 1, 2008				As at March 31, 2009				**As at March 31, 2010**			
	Cost	Gross gain recognized directly in equity	Gross loss recognized directly in equity	Fair Value	Cost	Gross gain recognized directly in equity	Gross loss recognized directly in equity	Fair Value	**Cost**	**Gross gain recognized directly in equity**	**Gross loss recognized directly in equity**	**Fair Value**
Investment in liquid and short-term mutual funds and others	Rs. 14,679	Rs. 568	Rs. -	Rs. 15,247	Rs. 15,225	Rs. 320	Rs. (220)	Rs. 15,325	**Rs. 9,279**	**Rs. 52**	**Rs. (4)**	**Rs. 19,327**
Certificate of deposits	-	-	-	-	947	21	-	968	**11,088**	**5**	**-**	**11,093**
Total	**Rs. 14,679**	**Rs. 568**	**Rs. -**	**Rs. 15,247**	**Rs. 16,172**	**Rs. 341**	**Rs. (220)**	**Rs. 16,293**	**Rs. 30,367**	**Rs. 57**	**Rs. (4)**	**Rs. 30,420**

8. Trade receivables

	As at April 1,	As at March 31,	
	2008	2009	**2010**
Trade receivables	Rs. 41,449	Rs. 52,042	**Rs. 53,255**
Allowance for doubtful accounts receivable	(1,096)	(1,919)	**(2,327)**
	Rs. 40,353	Rs. 50,123	**Rs. 50,928**

The activity in the allowance for doubtful accounts receivable is given below:

	Year ended March 31,	
	2009	**2010**
Balance at the beginning of the year	Rs. 1,096	**Rs. 1,919**
Additions during the year, net	939	**566**
Uncollectable receivables charged against allowance	(116)	**(158)**
Balance at the end of the year	Rs. 1,919	**Rs. 2,327**

9. Inventories

Inventories consist of the following:

	As at April 1,	As at March 31,	
	2008	2009	**2010**
Stores and spare parts	Rs. 455	Rs. 748	**Rs. 1,001**
Raw materials and components	2,761	2,448	**2,212**
Work in progress	1,078	695	**776**
Finished goods	2,370	3,696	**3,937**
	Rs. 6,664	Rs. 7,587	**Rs. 7,926**

10. Cash and cash equivalents

Cash and cash equivalents as of April 1, 2008, March 31, 2009 and 2010 consist of cash and balances on deposit with banks. Cash and cash equivalents consist of the following:

	As at April 1,	As at March 31,	
	2008	2009	**2010**
Cash and bank balances	Rs. 11,166	Rs. 22,944	Rs. 24,155
Demand deposits with banks[(1)]	28,104	26,173	40,723
	Rs. 39,270	Rs. 49,117	Rs. 64,878

[(1)]These deposits can be withdrawn by the Company at any time without prior notice and without any penalty on the principal.

Cash and cash equivalent consists of the following for the purpose of the cash flow statement:

	As at April 1, 2008	As at March 31, 2009	As at March 31, 2010
Cash and cash equivalents (as per above)	Rs. 39,270	Rs. 49,117	**Rs. 64,878**
Bank overdrafts	(358)	(885)	**(1,322)**
	Rs. 38,912	Rs. 48,232	**Rs. 63,556**

11. Other Assets

	As at April 1, 2008	As at March 31, 2009	As at March 31, 2010
Current			
Interest bearing deposits with corporates[(1)]	Rs. 500	Rs. 4,250	**Rs. 10,050**
Prepaid expenses	2,203	2,197	**2,923**
Due from officers and employees	1,288	1,085	**1,244**
Finance lease receivables	214	967	**632**
Advance to suppliers	1,545	736	**1,194**
Deferred contract costs	1,526	1,094	**943**
Interest receivable	592	540	**822**
Deposits	644	712	**1,057**
Balance with excise and customs	548	854	**917**
Non-convertible debentures	-	250	**155**
Others	2,209	1,979	**1,169**
	Rs. 11,269	Rs. 14,664	**Rs. 21,106**
Non current			
Prepaid expenses including rentals for leasehold land	Rs. 1,791	Rs. 3,085	**Rs. 3,059**
Due from officers and employees	766	741	**-**
Finance lease receivables	451	2,638	**3,810**
Deposits	565	874	**724**
Non-convertible debentures	-	-	**1,159**
Others	477	40	**32**
	Rs. 4,050	Rs. 7,378	**Rs. 8,784**
Total	Rs. 15,319	Rs. 22,042	**Rs. 29,890**

[(1)] Such deposits earn a fixed rate of interest and will be liquidated within 12 months.

Finance lease receivables: Finance lease receivables consist of assets that are leased to customers, with lease payments due in monthly, quarterly or semi-annual installments for periods ranging from 3 to 5 years. Details of finance lease receivables are given below:

	Minimum lease payment			Present value of minimum lease payment		
	As at April 1, 2008	As at March 31, 2009	As at March 31, 2010	As at April 1, 2008	As at March 31, 2009	As at March 31, 2010
Not later than one year	Rs. 197	Rs. 1,024	**Rs. 774**	Rs. 181	Rs. 960	**Rs. 608**
Later than one year but not later than five years	555	3,180	**4,652**	423	2,522	**3,675**
Unguaranteed residual values	84	172	**190**	61	123	**159**
Gross investment in lease	836	4,376	**5,616**	-	-	**-**
Less: Unearned finance income	(171)	(771)	**(1,174)**	-	-	**-**
Present value of minimum lease payment receivable	Rs. 665	Rs. 3,605	**Rs. 4,442**	Rs. 665	Rs. 3,605	**Rs. 4,442**
Included in the financial statements as follows:						
Current finance lease receivables				Rs. 214	Rs. 967	**Rs. 632**
Non-current finance lease receivables				451	2,638	**3,810**

12. Loans and Borrowings

Short-term loans and borrowings

The Company had short-term borrowings including bank overdrafts amounting to Rs. 28,804, Rs. 36,472 and Rs. 43,836 as at April 1, 2008, March 31, 2009 and 2010, respectively. Short-term borrowings from banks as of March 31, 2010 primarily consist of lines of credit of approximately Rs. 56,893, US$ 1,824 million, SEK 85 million, SAR 90 million, Euro 20 million, GBP 14 million, IDR (Indonesian Rupee) 5,000 million, MYR (Malaysian Ringgit) 27 million and RM (Chinese Yuan) 22 million from bankers primarily for working capital requirements. As of March 31, 2010, the Company has unutilized lines of credit aggregating Rs. 49,945, US$ 1,060 million, SEK 7 million, SAR 90 million, GBP 9 million, and IDR 4,992 million, respectively. To utilize these unused lines of credit, the Company requires consent of the lender and compliance with the certain financial covenants. Significant portion of these lines of credit are revolving credit facilities and floating rate foreign currency loans, renewable on a periodic basis. Significant portion of these facilities bear floating rates of interest, referenced to LIBOR and a spread, determined based on market conditions.

The Company has non-fund based revolving credit facilities in various currencies equivalent to Rs. 26,448 for operational requirements that can be used for the issuance of letters of credit and bank guarantees. As of March 31, 2010, an amount of Rs. 11,922 was unutilized out of these non-fund based facilities.

Long-term loans and borrowings

A summary of long- term loans and borrowings is as follows:

Currency	As at April 1, 2008		As at March 31, 2009		As at March 31, 2010			
	Foreign currency in millions	Indian Rupee	Foreign currency in millions	Indian Rupee	**Foreign currency in millions**	**Indian Rupee**	**Interest rate**	**Final maturity**
Unsecured external commercial borrowing								
Japanese Yen	35,016	Rs. 14,070	35,016	Rs. 18,052	**35,016**	**Rs.16,844**	**1.93%**	**2013**
Unsecured term loan								
Indian Rupee	NA	245	NA	631	**NA**	**509**	**6.05%**	**2014**
Others		280		523		**445**	**0 - 2%**	**2010 – 2017**
Other secured term loans		427		232		**165**	**1.46 - 4.5%**	**2010 – 2016**
		Rs. 15,022		Rs. 19,438		**Rs.17,963**		
Obligations under finance leases		1,024		982		**712**		
		Rs. 16,046		Rs. 20,420		**Rs.18,675**		
Current portion of long term loans and borrowings		Rs. 729		Rs. 739		**Rs. 568**		
Non-current portion of long term loans and borrowings		15,317		19,681		**18,107**		

The Company has entered into cross-currency interest rate swap (CCIRS) in connection with the unsecured external commercial borrowing and has designated a portion of these as hedge of net investment in foreign operation.

The contract governing the Company's unsecured external commercial borrowing contain certain covenants that limit future borrowings and payments towards acquisitions in a financial year. The terms of the other secured and unsecured loans and borrowings also contain certain restrictive covenants primarily requiring the Company to maintain certain financial ratios. As of March 31, 2010, the Company has met the covenants under these arrangements.

A portion of the above short-term loans and borrowings, other secured term loans and obligation under finance leases aggregating to Rs. 2,072, Rs. 1,858 and Rs. 2,119 as at April 1, 2008, March 31, 2009 and 2010, respectively, are secured by inventories, accounts receivable, certain property, plant and equipment and underlying assets.

Interest expense was Rs. 2,333 and Rs. 1,232 for the year ended March 31, 2009 and 2010, respectively.

The following is a schedule of future minimum lease payments under finance leases, together with the present value of minimum lease payments as of April 1, 2008, March 31, 2009 and 2010:

	Minimum lease payment			Present value of minimum lease payment		
	As at			As at		
	April 1, 2008	March 31, 2009	March 31, 2010	April 1, 2008	March 31, 2009	March 31, 2010
Not later than one year	Rs. 401	Rs. 420	Rs. 257	Rs. 323	Rs. 396	Rs. 228
Later than one year but not later than five year	709	619	461	629	515	425
Later than five years	113	70	62	72	71	59
Total minimum lease payments	1,223	1,109	780	-	-	-
Less: Amount representing interest	(199)	(127)	(68)	-	-	-
Present value of minimum lease payments	Rs. 1,024	Rs. 982	Rs. 712	Rs. 1,024	Rs. 982	Rs. 712
Included in the financial statements as follows:						
Current finance lease payables				Rs. 323	Rs. 396	Rs. 228
Non-current finance lease payables				701	586	484

13. Trade payables and accrued expenses

Trade payables and accrued expenses consist of the following:

	As at April 1,	As at March 31,	
	2008	2009	2010
Trade payables	Rs. 13,082	Rs. 19,081	Rs. 19,133
Accrued expenses	14,791	21,110	19,615
	Rs. 27,873	Rs. 40,191	Rs. 38,748

14. Other Liabilities and Provisions

	As at April 1,	As at March 31,	
	2008	2009	2010
Other liabilities:			
Current:			
Statutory and other liabilities	Rs. 2,522	Rs. 3,455	Rs. 4,001
Advance from customers	954	824	1,786
Others	1,082	1,303	712
	Rs. 4,558	Rs. 5,582	Rs. 6,499
Non-current:			
Statutory liabilities	Rs. 766	Rs. 741	Rs. -
Employee benefit obligations	2,737	3,111	2,967
Others	286	480	266
	Rs. 3,789	Rs. 4,332	Rs. 3,233
Total	Rs. 8,347	Rs. 9,914	Rs. 9,732
Provisions:			
Current:			
Provision for warranty	Rs. 545	Rs. 320	Rs. 108
Others	802	1,388	1,763
	Rs. 1,347	Rs. 1,708	Rs. 1,871
Non-current:			
Provision for warranty	Rs. 396	Rs. 448	Rs. 503
Total	Rs. 1,743	Rs. 2,156	Rs. 2,374

Provision for warranty represents cost associated with providing sales support services which are accrued at the time of recognition of revenues and are expected to be utilized over a period of 1 to 2 year. Other provisions primarily include provisions for tax related contingencies and litigations. The timing of cash outflows in respect of such provision cannot be reasonably determined.

A summary of activity for provision for warranty and other provisions is as follows:

	Year ended March 31, 2010		
	Provision for warranty	Others	Total
Balance at the beginning of the year	Rs. 768	Rs. 1,388	Rs. 2,156
Additional provision during the year, net	477	393	870
Provision used during the year	(634)	(18)	(652)
Balance at the end of the year	Rs. 611	Rs. 1,763	Rs. 2,374

15. Financial instruments

Financial assets and liabilities (Carrying value/Fair value):

	As at April 1,	As at March 31,	
	2008	2009	2010
Assets:			
Trade receivables	Rs. 40,353	Rs. 50,123	Rs. 50,928
Unbilled revenues	8,514	14,108	16,708
Cash and cash equivalents	39,270	49,117	64,878
Available for sale financial investments	15,247	16,293	30,420
Derivative assets	64	1,162	3,816
Other assets	8,175	13,081	20,124
Total	Rs. 111,623	Rs. 143,884	Rs. 186,874

	As at April 1,	As at March 31,	
	2008	2009	**2010**
Liabilities:			
Loans and borrowings	Rs. 44,850	Rs. 56,892	**Rs. 62,511**
Trade payables and accrued expenses	27,873	40,191	**38,748**
Derivative liabilities	2,571	12,022	**4,257**
Other liabilities	1,232	876	**126**
Total	Rs. 76,526	Rs. 109,981	**Rs. 105,642**

By Category (Carrying value/Fair value):

	As at April 1,	As at March 31,	
	2008	2009	**2010**
Assets:			
Loans and receivables	Rs. 96,312	Rs. 126,429	**Rs. 152,638**
Derivative assets	64	1,162	**3,816**
Available for sale financial assets	15,247	16,293	**30,420**
Total	Rs. 111,623	Rs. 143,884	**Rs. 186,874**
Liabilities:			
Financial liabilities at amortized cost	Rs. 44,850	Rs. 56,892	**Rs. 62,511**
Trade and other payables	29,105	41,067	**38,874**
Derivative liabilities	2,571	12,022	**4,257**
Total	Rs. 76,526	Rs. 109,981	**Rs. 105,642**

Fair Value

The fair value of cash and cash equivalents, trade receivables, unbilled revenues, trade payables, current financial liabilities and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. A substantial portion of the Company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value. Further, finance lease receivables are periodically evaluated based on individual creditworthiness of customers. Based on this evaluation, Company records allowances for expected losses on these receivables. As of April 1, 2008, March 31, 2009 and 2010, the carrying value of such receivables, net of allowances approximates the fair value.

Investments in liquid and short-term mutual funds, which are classified as available-for-sale are measured using quoted market prices at the reporting date multiplied by the quantity held. Fair value of investments in certificate of deposits, classified as available for sale is determined using observable market inputs.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

Fair value hierarchy

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2010#:

Particulars	**Total**	**Fair value measurements at reporting date using**		
		Level 1	Level 2	Level 3
Assets				
Derivative instruments				
- Cash flow hedges	Rs. 2,684	Rs. -	Rs. 2,684	Rs. -
- Net investment hedges	702	-	702	-
- Others	430	-	430	-
Available for sale financial assets:				
- Investment in liquid and short-term mutual funds	19,157	19,157	-	-
- Investment in certificate of deposits and other investments	11,263	-	11,263	-
Liabilities				
Derivative instruments				
- Cash flow hedges	1,818	-	1,818	-
- Net investment hedges	1,578	-	1,578	-
- Others	861	-	861	-

In accordance with the transition provisions of Improving Disclosures about Financial Instruments (Amendment in IFRS 7), the Company has applied these amendments for annual periods beginning April 1, 2009.

Derivatives assets and liabilities:

The Company is exposed to foreign currency fluctuations on foreign currency assets / liabilities, forecasted cash flows denominated in foreign currency and net investment in foreign operations. The Company follows established risk management policies, including the use of derivatives to hedge foreign currency assets / liabilities, foreign currency forecasted cash flows and net investment in foreign operations. The counter party in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as non-material.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

	As at April 1,		As at March 31,			
	2008		2009		**2010**	
Designated derivative instruments						
Sell	$	2,930	$	1,060	**$**	**1,518**
	€	24	€	-	**€**	**-**
	£	84	£	54	**£**	**31**
	¥	7,682	¥	6,130	**¥**	**4,578**
	AUD	-	AUD	3	**AUD**	**7**
	CHF	-	CHF	2	**CHF**	**-**
	SGD	-	SGD	1	**SGD**	**-**
Net investment hedges in foreign operations						
Cross-currency swaps	¥	-	¥	35,016	**¥**	**26,014**
Others	$	281	$	267	**$**	**262**
	€	65	€	40	**€**	**40**
Non designated derivative instruments						
Sell	$	205	$	612	**$**	**45**
	£	61	£	53	**£**	**38**
	€	40	€	39	**€**	**29**
Buy	$	435	$	438	**$**	**492**
	¥	7,580	¥	23,170	**¥**	**-**
Cross-currency swaps	¥	-	¥	-	**¥**	**7,000**

The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

	As at April 1,	As at March 31,	
	2008	2009	**2010**
Balance as at the beginning of the period	Rs. 72	Rs. (1,097)	**Rs. (16,886)**
Net (gain)/ loss reclassified into statement of income on occurrence of hedged transactions[(1)]	(72)	1,019	**5,201**
Deferred cancellation gains/(losses) relating to roll - over hedging	-	(11,357)	**551**
Changes in fair value of effective portion of derivatives	(1,097)	(5,451)	**6,180**
Gains/ (losses) on cash flow hedging derivatives, net	Rs. (1,169)	Rs. (15,789)	**Rs. 11,932**
Balance as at the end of the period	Rs. (1,097)	Rs. (16,886)	**Rs. (4,954)**

[(1)] On occurrence of hedge transactions, net (gain)/loss was included as part of revenues.

As at April 1, 2008, March 31, 2009 and 2010, there were no significant gains or losses on derivative transactions or portions thereof that have become ineffective as hedges, or associated with an underlying exposure that did not occur.

Sale of financial assets

From time to time, in the normal course of business, the Company transfers accounts receivables, net investment in finance lease receivables and employee advances (financials assets) to banks. Under the terms of the arrangements, the Company surrenders control over the financial assets and transfer is without recourse. Accordingly, such transfers are recorded as sale of financial assets. Gains and losses on sale of financial assets without recourse are recorded at the time of sale based on the carrying value of the financial assets and fair value of servicing liability. In certain cases, transfer of financial assets may be with recourse. Under arrangements with recourse, the Company is obligated to repurchase the uncollected financial assets, subject to limits specified in the agreement with the banks. Accordingly, in such cases the amounts received are recorded as borrowings in the statement of financial position and cash flows from financing activities.

During the year ended March 31, 2009 and 2010, the Company transferred and recorded as sale of financial assets of Rs. 539 and Rs. 3,552, respectively, under arrangements without recourse and has included the proceeds from such sale in net cash provided by operating activities. These transfers resulted in gain/(loss) of Rs. (35) and Rs. 13 for the year ended March 31, 2009 and 2010, respectively.

As at March 31, 2009 and 2010, the maximum amount of recourse obligation in respect of the transferred financial assets (recorded as borrowings) are Rs. Nil and Rs. 657, respectively.

Financial risk management

General

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency receivables, payables and loans and borrowings.

The Company's exposure to market risk is a function of investment and borrowing activities and revenue generating activities in foreign currency. The objective of market risk management is to avoid excessive exposure of the Company's earnings and equity to losses.

Risk Management Procedures

The Company manages market risk through a corporate treasury department, which evaluates and exercises independent control over the entire process of market risk management. The corporate treasury department recommends risk management objectives and policies, which are approved by senior management and Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

Foreign Currency Risk

The Company operates internationally and a major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in the United States and elsewhere, and purchases from overseas suppliers in various foreign currencies. The exchange rate risk primarily arises from foreign exchange revenue, receivables, cash balances, forecasted cash flows, payables and foreign currency loans and borrowings. A significant portion of revenue is in U.S. dollars, euro and pound sterling, while a significant portion of costs are in Indian rupees. The exchange rate between the rupee and U.S. dollar, euro and pound sterling has fluctuated significantly in recent years and may continue to fluctuate in the future. Appreciation of the rupee against these currencies can adversely affect the Company's results of operations.

The Company evaluates exchange rate exposure arising from these transactions and enter into foreign currency derivative instruments to mitigate such exposure. The Company follows established risk management policies, including the use of derivatives like foreign exchange forward / option contracts to hedge forecasted cash flows denominated in foreign currency.

The Company has designated certain derivative instruments as cash flow hedge to mitigate the foreign exchange exposure of forecasted highly probable cash flows. The Company has also designated a combination of foreign currency borrowings and related cross-currency swaps and other foreign currency derivative instruments as hedge of its net investment in foreign operations.

As at March 31, 2010, Rs.1 increase / decrease in the exchange rate of Indian Rupee with U.S. dollar would result in approximately Rs. 1,071 decrease / increase in the fair value of the Company's foreign currency dollar denominated derivative instruments.

As at March 31, 2010, 1% change in the exchange rate between U.S. Dollar and Yen would result in approximately Rs. 160 increase/decrease in the fair value of cross-currency interest rate swaps.

The below table presents foreign currency risk from non derivative financial instruments as of March 31, 2009 and 2010:

	As at March 31, 2009					
	USD	Euro	Pound Sterling	Japanese Yen	Other currencies#	Total
Trade receivables	Rs. 24,121	Rs. 3,338	Rs. 3,236	Rs. 415	Rs. 434	Rs. 31,544
Unbilled revenues	3,848	24	124	-	34	4,030
Cash and cash equivalents	13,584	326	623	458	85	15,076
Other assets	688	202	187	56	6	1,139
Loans and borrowings	Rs. (17,502)	Rs. (297)	Rs. (6)	Rs. (30,004)	Rs. -	(47,809)
Trade payables and accrued expenses	(15,761)	(1,134)	(1,105)	(174)	(115)	(18,289)
Other liabilities	(199)	-	-	-	(21)	(220)
Net assets/(liabilities)	**Rs. 8,779**	**Rs. 2,459**	**Rs. 3,059**	**Rs.(29,249)**	**Rs. 423**	**Rs.(14,529)**

	As at March 31, 2010					
	USD	Euro	Pound Sterling	Japanese Yen	Other currencies#	Total
Trade receivables	Rs. 20,639	Rs. 4,607	Rs. 3,879	Rs. 269	Rs. 343	Rs. 29,737
Unbilled revenues	4,986	67	269	-	4	5,326
Cash and cash equivalents	14,709	346	446	175	77	15,753
Other assets	705	408	201	33	2	1,349
Loans and borrowings	Rs.(34,856)	Rs.(1,007)	Rs. (341)	Rs. (16,839)	Rs. (361)	(53,404)
Trade payables and accrued expenses	(14,442)	(1,940)	(1,530)	(227)	(196)	(18,335)
Other liabilities	(20)	-	-	-	-	(20)
Net assets / (liabilities)	**Rs. (8,279)**	**Rs. 2,481**	**Rs. 2,924**	**Rs. (16,589)**	**Rs. (131)**	**Rs. (19,594)**

Other currencies reflects currencies such as Singapore dollars, Saudi Arabian riyals etc.

For the year ended March 31, 2009 and 2010 respectively, every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Company would impact our result from operating activities by approximately Rs.145 and Rs. 196 respectively.

Interest rate risk

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. The Company's investments are primarily in short-term investments, which do not expose it to significant interest rate risk. The Company manages its net exposure to interest rate risk relating to borrowings, by balancing the proportion of fixed rate borrowing and floating rate borrowing in its total borrowing portfolio. To manage this portfolio mix, the Company may enter into interest rate swap agreements, which allows the Company to exchange periodic payments based on a notional amount and agreed upon fixed and floating interest rates. As of March 31, 2010, substantially all of the Company borrowings was subject to floating interest rates, which reset at short intervals. If interest rates were to increase by 100 bps from March 31, 2010, additional annual interest expense on the Company's floating rate borrowing would amount to approximately Rs. 584.

Credit risk

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. No single customer accounted for more than 10% of the accounts receivable as at April 1, 2008, March 31, 2009 and 2010, respectively and revenues for the year ended March 31, 2009 and 2010, respectively. There is no significant concentration of credit risk.

Financial assets that are neither past due nor impaired

Cash and cash equivalents, available-for-sale financial assets, investment in certificates of deposits and interest bearing deposits with corporates are neither past due nor impaired. Cash and cash equivalents with banks and interest-bearing deposits are placed with corporates, which have high credit-ratings assigned by international and domestic credit-rating agencies. Available-for-sale financial assets substantially include investment in liquid mutual fund units. Certificates of deposit represent funds deposited with banks or other financial institutions for a specified time period.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due but not impaired except for trade receivables and finance receivables of Rs. 1,919 and Rs. 2,327 as of March 31, 2009 and 2010, respectively. Of the total receivables, Rs. 33,499 and Rs. 34,608 as of March 31, 2009 and 2010, respectively, were neither past due nor impaired. The company's credit period generally ranges from 45-60 days. The aging analysis of the receivables have been considered from the date of the invoice. The age wise break up of receivables, net of allowances that are past due, is given below:

	As at March 31,	
	2009	2010
Financial assets that are neither past due nor impaired	Rs. 33,499	**Rs. 34,608**
Financial assets that are past due but not impaired		
Past due 0 – 30 days	4,969	**3,816**
Past due 31 – 60 days	5,021	**4,468**
Past due 61 – 90 days	2,893	**2,489**
Past due over 90 days	8,117	**11,163**
Total past due and not impaired	Rs. 21,000	**Rs. 21,936**

Counterparty risk

Counterparty risk encompasses issuer risk on marketable securities, settlement risk on derivative and money market contracts and credit risk on demand and time deposits. Issuer risk is minimized by only buying securities which are at least AA rated. Settlement and credit risk is reduced by the policy of entering into transactions with counterparties that are usually banks or financial institutions with acceptable credit ratings. Exposure to these risks are closely monitored and maintained within predetermined parameters. There are limits on credit exposure to any financial institution. The limits are regularly assessed and determined based upon credit analysis including financial statements and capital adequacy ratio reviews. In addition, net settlement agreements are contracted with significant counterparties.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2010, our cash and cash equivalents are held with major banks and financial institutions.

The table below provided details regarding the contractual maturities of significant financial liabilities as of March 31, 2010#.

	As at March 31, 2010				
	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Loans and borrowings	**Rs. 44,404**	**Rs. 17,769**	**Rs. 265**	**Rs. 73**	**Rs. 62,511**
Trade payables and accrued expenses	**38,748**	**-**	**-**	**-**	**38,748**
Derivative liabilities	**1,375**	**487**	**2,395**	**-**	**4,257**

In accordance with the transition provisions of Improving Disclosures about Financial Instruments (Amendment in IFRS 7), the Company has applied these amendments for annual periods beginning April 1, 2009.

The balanced view of liquidity and financial indebtedness is stated in the table below. This calculation of the net cash position is used by the management for external communication with investors, analysts and rating agencies:

	As at March 31,	
	2009	2010
Cash and cash equivalents	Rs. 49,117	**Rs. 64,878**
Interest bearing deposits with corporates	4,250	**10,050**
Available for sale investments	16,293	**30,420**
Loans and borrowings	(56,892)	**(62,511)**
Net cash position	Rs. 12,768	**Rs. 42,837**

16. Investment in equity accounted investees

Wipro GE Medical Systems (Wipro GE)

The Company holds 49% interest in Wipro GE. Wipro GE is a private entity that is not listed on any public exchange. The carrying value of the investment in Wipro GE as at April 1, 2008, March 31, 2009 and 2010 was Rs. 1,343, Rs. 1,670 and Rs. 2,345, respectively. The Company's share of profits of Wipro GE for the year ended March 31, 2009 and 2010 was Rs. 362 and Rs. 530, respectively.

The aggregate summarized financial information of Wipro GE is as follows:

	Year ended March 31,	
	2009	2010
Revenue	Rs. 10,611	**Rs. 12,567**
Gross profit	3,269	**3,573**
Profit for the year	875	**934**

	As at March 31,	
	2009	2010
Total assets	Rs. 8,796	**Rs. 11,518**
Total liabilities	5,255	**6,709**
Total equity	Rs. 3,541	**Rs. 4,809**

Wipro GE had received tax demands from the Indian income tax authorities for the financial years ended March 31, 2001, 2002, 2003 and 2004 aggregating to Rs. 903, including interest. The tax demands were primarily on account of transfer pricing adjustments and the denial of export benefits and tax holiday benefits claimed by Wipro GE under the Indian Income Tax Act, 1961 (the "Act"). Wipro GE appealed against the said demands before the first appellate authority. The first appellate authority has vacated the tax demands for the years ended March 31, 2001, 2002, 2003 and 2004. The income tax authorities have filed an appeal for the years ended March 31, 2001, 2002, 2003 and 2004. In December 2008, Wipro GE received, on similar grounds, additional tax demand of Rs. 552 (including interest) for the financial year ended March 31, 2005. Wipro GE has filed an appeal against the said demand within the time limits permitted under the statute.

In December 2009, Wipro GE received a draft assessment order, on similar grounds, with a demand of Rs. 299 (including interest) for the financial year ended March 31, 2006. Wipro GE has filed an objection against the said demand before the Dispute Resolution Panel and the Assessing officer within the time limit permitted under the statute.

Considering the facts and nature of disallowance and the order of the appellate authority upholding the claims of Wipro GE, Wipro GE believes that the final outcome of the disputes should be in its favour and will not have any material adverse effect on its financial position and results of operations.

17. Foreign currency translation reserve

The movement in foreign currency translation reserve attributable to equity holders of the Company is summarized below:

	As at March 31,	
	2009	2010
Balance at the beginning of the year	Rs. (10)	**Rs. 1,533**
Translation difference related to foreign operations	8,970	**(5,477)**
Change in effective portion of hedges of net investment in foreign operations	(7,427)	**4,202**
Total change during the year	Rs. 1,543	**Rs. (1,275)**
Balance at the end of the year	Rs. 1,533	**Rs. 258**

18. Income taxes

Income tax expense/(credit) have been allocated as follows:

	Year ended March 31,	
	2009	2010
Profit for the year	Rs. 6,035	**Rs. 9,294**
Other comprehensive income:		
unrealized gain/(loss) on investment securities	(131)	**(14)**
unrealized gain/(loss) on cash flow hedging derivatives	(2,353)	**2,091**
Total income taxes	Rs. 3,551	**Rs. 11,371**

Income tax expense/(credit) from continuing operations consist of the following:

	Year ended March 31,	
	2009	2010
Current taxes		
Domestic	Rs. 3,656	**Rs. 5,461**
Foreign	2,538	**3,403**
	Rs. 6,194	**Rs. 8,864**
Deferred taxes		
Domestic	Rs. (24)	**Rs. 40**
Foreign	(135)	**390**
	Rs. (159)	**Rs. 430**
Total income tax expense	Rs. 6,035	**Rs. 9,294**

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

	Year ended March 31,	
	2009	2010
Profit before taxes	Rs. 44,895	**Rs. 55,410**
Enacted income tax rate in India	33.99%	**33.99%**
Computed expected tax expense	15,260	**18,834**
Effect of:		
Income exempt from tax	(10,368)	**(10,802)**
Basis differences that will reverse during a tax holiday period	328	**898**
Income taxed at higher/ (lower) rates	(166)	**(475)**
Income taxes relating to prior years	(370)	**(442)**
Changes in unrecognized deferred tax assets	314	**811**
Expenses disallowed for tax purposes	1,024	**456**
Others, net	13	**14**
Total income tax expense	Rs. 6,035	**Rs 9,294**

The components of deferred tax assets and liabilities are as follows:

	As at April 1,	As at March 31,	
	2008	2009	2010
Carry-forward business losses	Rs. 1,605	Rs. 2,185	**Rs. 1,817**
Accrued expenses and liabilities	514	715	**482**
Allowances for doubtful accounts receivable	194	260	**268**
Cash flow hedges	-	2,353	**262**
Minimum alternate tax	126	126	**363**
Others	-	11	**34**
	2,439	5,650	**3,226**
Property, plant and equipment	Rs. (293)	Rs. (421)	**Rs. (576)**
Amortizable goodwill	(131)	(213)	**(178)**
Intangible assets	(180)	(789)	**(734)**
Investment in equity accounted investee	(260)	(332)	**(432)**
Others	(67)	-	**-**
	(931)	(1,755)	**(1,920)**
Net deferred tax assets	Rs. 1,508	Rs. 3,895	**Rs. 1,306**
Amounts presented in statement of financial position:			
Deferred tax assets	Rs. 1,508	Rs. 4,369	**Rs. 1,686**
Deferred tax liabilities	Rs. -	Rs. (474)	Rs. (380)

Deferred taxes on unrealized foreign exchange gain / loss relating to cash flow hedges is recognized in other comprehensive income and presented within equity in the cash flow hedging reserve. Deferred tax liability on the intangible assets identified and recorded separately at the time of acquisition is recorded through goodwill. Apart from these, the changes in deferred tax assets and liabilities is primarily recorded in the statement of income.

In assessing the realizability of deferred tax assets, the Company considers the extent to which, it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. Based on this, the Company believes that it is probable that the Company will realize the benefits of these deductible differences. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry-forward period are reduced. Deferred tax asset in respect of unused tax losses amounting to Rs. 932 and Rs. 1,743 as of March 31, 2009 and 2010, respectively have not been recognized by the Company.

The Company has recognized deferred tax assets of Rs. 1,793 in respect of its U.S. subsidiary that has incurred losses during the year ended March 31, 2009 and 2010. Management's projections of future taxable income and tax planning strategies support the assumption that it is probable that sufficient taxable income will be available to utilize these deferred tax assets.

Pursuant to the changes in the Indian income tax laws in fiscal 2007, Minimum Alternate Tax (MAT) has been extended to income in respect of which deduction is claimed under Sections 10A and 10B of the Act; consequently, the Company has calculated its tax liability for current domestic taxes after considering MAT. The excess tax paid under MAT provisions over and above normal tax liability can be carried forward and set-off against future tax liabilities computed under normal tax provisions. The Company was required to pay MAT and accordingly, a deferred tax asset of Rs. 126 and Rs. 363 has been recognized in the statement of financial position as of March 31, 2009 and 2010, respectively, which can be carried forward for a period of ten years from the year of recognition.

A substantial portion of the profits of the Company's India operations are exempt from Indian income taxes being profits attributable to export operations and profits from undertakings situated in Software Technology and Hardware Technology Parks. Under the tax holiday, the taxpayer can utilize an exemption from income taxes for a period of any ten consecutive years. The tax holidays on all facilities under Software Technology and Hardware Technology Parks were scheduled to expire in stages with mandated maximum expiry period of March 31, 2010. However, the Finance (No. 2) Act, 2009 has extended the availability of the 10-year tax holiday by a period of one year such that the tax holiday will now be available until the earlier of fiscal year 2011 or ten years after the commencement of a tax holiday for an individual undertaking. Additionally, under the Special Economic Zone Act, 2005 scheme, units in designated special economic zones providing service on or after April 1, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits and gains for a further five years. Certain tax benefits are also available for a further five years subject to the unit meeting defined conditions. Profits from certain other undertakings are also eligible for preferential tax treatment. In addition, dividend income from certain category of investments is exempt from tax. The difference between the reported income tax expense and income tax computed at statutory tax rate is primarily attributable to income exempt from tax.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Accordingly, deferred income tax liabilities on cumulative earnings of subsidiaries amounting to Rs. 4,415 and Rs. 9,622 as of March 31, 2009 and 2010, respectively has not been recognized. Further it is not practicable to estimate the amount of the unrecognized deferred tax liabilities for these undistributed earnings.

We are subject to U.S. tax on income attributable to our permanent establishment in the United States due to operation of our U.S. branch. In addition, the Company is subject to a 15% branch profit tax in the United States on the "dividend equivalent amount" as that term is defined under U.S. tax law. The Company has not triggered the branch profit tax till year ended March 31, 2010. The Company intends to maintain the current level of net assets in the United States commensurate with its operation and consistent with its business plan. The Company does not intend to repatriate out of the Unites States any portion of its current profits. Accordingly, the Company did not record current and deferred tax provision for branch profit tax.

The Indian tax laws levy an additional income tax on companies called a "Fringe Benefit Tax" or FBT. Pursuant to this tax, companies are deemed to have provided fringe benefits to their employees if certain defined expenses and employee stock option expenses are incurred. These expenses, or a portion thereof, are deemed to be fringe benefits to the employees and subject the Company to tax at a rate of 30%, exclusive of applicable surcharge and cess. The Finance Act (No. 2), 2009 has abolished the levy of FBT. The perquisites provided to the employees are taxable as salary in the hands of employees.

19. Dividends

The Company declares and pays dividend in Indian rupees. According to the Indian law any dividend should be declared out of accumulated distributable profits only after the transfer to a general reserve of a specified percentage of net profit computed in accordance with current regulations.

The cash dividends paid per equity share were Rs. 4 and Rs. 4 during the years ended March 31, 2009 and 2010, respectively.

The Board of directors in their meeting on April 23, 2010 proposed a final dividend of Rs. 6 per equity share. The proposal is subject to approval of shareholders at the Annual General Meeting to be held on July 22, 2010, and if approved, would result in a cash outflow of approximately Rs. 10,092, including corporate dividend tax thereon.

The Board of Directors in their meeting on April 23, 2010 also approved a stock dividend, commonly known as issue of bonus shares in India, which is subject to the approval of shareholders. The proposed stock dividend has been submitted to shareholders for approval through Postal Ballot and the announcement of results is scheduled to be held on June 4, 2010. If approved, the stock dividend to be declared is two equity shares for every three equity shares outstanding on the record date and two ADSs for every three ADSs outstanding on the record date. The stock dividend, if approved, will not affect the ratio of ADSs to equity shares, such that each ADS after the stock dividend will continue to represent one equity share of par value of Rs.2 per share.

20. Additional capital disclosures

The key objective of the Company's capital management is to ensure that it maintain a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing distributing annual dividends in future periods. During the year ended March 31, 2009 and 2010, the Company distributed Rs. 4 and Rs. 4, respectively in dividend per equity share. The amount of future dividends will be balanced with effort to continue to maintain an adequate liquidity status.

The capital structure as of March 31, 2009 and 2010 was as follows:

	As at March 31,		
	2009	2010	% Change
Total equity attributable to the equity shareholders of the Company	Rs. 147,144	**Rs. 196,112**	33.28%
As percentage of total capital	72%	**76%**	
Current loans and borrowings	37,211	**44,404**	
Non-current loans and borrowings	19,681	**18,107**	
Total loans and borrowings	56,892	**62,511**	9.88%
As percentage of total capital	28%	**24%**	
Total capital (loans and borrowings and equity)	Rs. 204,036	**Rs. 258,623**	26.75%

The Company is predominantly equity-financed. This is also evident from the fact that loans and borrowings represented only 20% and 19% of total assets as of March 31, 2009 and 2010, respectively. Further, the Company have consistently been a net cash company with our cash and bank balance along with available for sale investments being in excess of debt.

21. Revenues

	Year ended March 31,	
	2009	2010
Rendering of services	Rs. 193,009	**Rs. 202,990**
Sale of goods	63,882	**68,967**
Total revenues	Rs. 256,891	**Rs. 271,957**

22. Expenses by nature

	Year ended March 31,	
	2009	2010
Employee compensation	Rs. 107,266	**Rs. 107,230**
Raw materials, finished goods, process stocks and stores and spares consumed	47,179	**51,813**
Sub contracting/technical fees/ third party application	15,890	**17,527**
Travel	9,313	**8,064**
Depreciation and amortization	6,948	**7,831**
Repairs	4,045	**5,020**
Advertisement	3,221	**4,534**
Communication	3,006	**3,157**
Rent	2,526	**3,062**
Power and fuel	1,863	**1,797**
Legal and professional fees	1,502	**1,593**
Rates, taxes and insurance	955	**1,023**
Carriage and freight	885	**950**
Provision for doubtful debt	939	**566**
Sales commission	515	**459**
Miscellaneous expenses	5,985	**5,104**
Total cost of revenues, selling and marketing expenses and general and administrative expenses	Rs. 212,038	**Rs. 219,730**

23. Finance expense

	Year ended March 31,	
	2009	2010
Interest expense	Rs. 2,333	**Rs. 1,232**
Exchange fluctuation on foreign currency borrowings, net	1,491	**(241)**
Total	Rs. 3,824	**Rs. 991**

24. Finance and other income

	Year ended March 31,	
	2009	2010
Interest income	Rs. 1,964	**Rs. 2,610**
Dividend income	2,265	**1,442**
Gain on sale of investments	681	**308**
Others	147	**-**
Total	Rs. 5,057	**Rs. 4,360**

25. Earnings per equity share

A reconciliation of profit for the year and equity shares used in the computation of basic and diluted earnings per equity share is set out below:

Basic: Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period, excluding equity shares purchased by the Company and held as treasury shares. Equity shares exercised through a non-recourse loan by the Wipro Equity Reward Trust ('WERT'), have been reduced from the equity shares outstanding for computing basic earnings per share.

	Year ended March 31,	
	2009	2010
Profit attributable to equity holders of the Company	Rs. 38,761	**Rs. 45,931**
Weighted average number of equity shares outstanding	1,454,135,089	**1,457,415,146**
Basic earnings per share	Rs. 26.66	**Rs. 31.52**

Diluted: Diluted earnings per share is calculated adjusting the weighted average number of equity shares outstanding during the period for assumed conversion of all dilutive potential equity shares. Shares exercised through a non-recourse loan by the WERT and employee share options are dilutive potential equity shares for the Company.

The calculation is performed in respect of share options to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares during the period). The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	Year ended March 31,	
	2009	2010
Profit attributable to equity holders of the Company	Rs. 38,761	**Rs. 45,931**
Weighted average number of equity shares outstanding	1,454,135,089	**1,457,415,146**
Effect of dilutive equivalent share options	8,501,123	**12,415,847**
Weighted average number of equity shares for diluted earnings per share	1,462,636,212	**1,469,830,993**
Diluted earnings per share	Rs. 26.50	**Rs. 31.25**

26. Employee stock incentive plans

The stock compensation expense recognized for employee services received during the year ended March 31, 2009 and 2010 is Rs. 1,868 and Rs. 1,302, respectively.

Wipro Equity Reward Trust (WERT)

In 1984, the Company established a controlled trust called the Wipro Equity Reward Trust ("WERT"). The WERT purchases shares of the Company out of funds borrowed from the Company. The Company's compensation committee recommends to the WERT certain officers and key employees, to whom the WERT grants shares from its holdings at nominal price. Such shares are then held by the employees subject to vesting conditions. The shares held by the WERT are reported as a reduction in stockholders' equity.

The movement in the shares held by the WERT is given below:

	Year ended March 31,	
	2009	2010
Shares held at the beginning of the period	7,961,760	**7,961,760**
Shares granted to employees	-	-
Grants forfeited by employees	-	-
Shares held at the end of the period	7,961,760	**7,961,760**

Wipro Employee Stock Option Plan and Restricted Stock Unit Option Plan

A summary of the general terms of grants under stock option plans and restricted stock unit option plans are as follows:

Name of Plan	Authorized Shares	Range of Exercise Prices
Wipro Employee Stock Option Plan 1999 (1999 Plan)	30,000,000	Rs. 171 - 490
Wipro Employee Stock Option Plan 2000 (2000 Plan)	150,000,000	Rs. 171 - 490
Stock Option Plan (2000 ADS Plan)	9,000,000	$ 3 - 7
Wipro Restricted Stock Unit Plan (WRSUP 2004 plan)	12,000,000	Rs. 2
Wipro ADS Restricted Stock Unit Plan (WARSUP 2004 plan)	12,000,000	$ 0.04
Wipro Employee Restricted Stock Unit Plan 2005 (WSRUP 2005 plan)	12,000,000	Rs. 2
Wipro Employee Restricted Stock Unit Plan 2007 (WSRUP 2007 plan)	10,000,000	Rs. 2

Employees covered under the stock option plans and restricted stock unit option plans (collectively "stock option plans") are granted an option to purchase shares of the Company at the respective exercise prices, subject to requirement of vesting conditions (generally service conditions). These options generally vests in tranches over a period of five years from the date of grant. Upon vesting, the employees can acquire one equity share for every option. The maximum contractual term for these stock option plans is generally ten years.

The activity in these stock option plans is summarized below:

	For the year ended March 31,									
	2009					2010				
	Range of Exercise Prices		Number	Weighted Average Exercise Price		**Range of Exercise Prices**		**Number**	**Weighted Average Exercise Price**	
Outstanding at the beginning of the period	Rs.	229 - 265	1,219,926	Rs.	264	**Rs.**	**229 - 265**	**1,140**	**Rs.**	**254**
	Rs.	489	-	Rs.	-	**Rs.**	**489**	**120,000**	**Rs.**	**489**
	$	4 - 6	8,706	$	5	**$**	**4 - 6**	**1,606**	**$**	**4.7**
	Rs.	2	9,700,163	Rs.	2	**Rs.**	**2**	**13,799,549**	**Rs.**	**2**
	$	0.04	1,885,236	$	0.04	**$**	**0.04**	**2,470,641**	**$**	**0.04**
Granted	Rs.	229 - 265	-	Rs.	-	**Rs.**	**229 - 265**	**-**	**Rs.**	**-**
	Rs.	489	120,000	Rs.	489	**Rs.**	**489**	**-**	**Rs.**	**-**
	$	4 - 6	-	$	-	**$**	**4 - 6**	**-**	**$**	**-**
	Rs.	2	6,882,415	Rs.	2	**Rs.**	**2**	**5,000**	**Rs.**	**2**
	$	0.04	1,484,261	$	0.04	**$**	**0.04**	**137,100**	**$**	**0.04**
Exercised	Rs.	229 - 265	(345,099)	Rs.	263	**Rs.**	**229 - 265**	**-**	**Rs.**	**-**
	Rs.	489	-	Rs.	-	**Rs.**	**489**	**-**	**Rs.**	**-**
	$	4 - 6	(4,400)	$	4.7	**$**	**4 - 6**	**-**	**$**	**-**
	Rs.	2	(1,762,283)	Rs.	2	**Rs.**	**2**	**(2,736,924)**	**Rs.**	**2**
	$	0.04	(446,841)	$	0.04	**$**	**0.04**	**(493,519)**	**$**	**0.04**
Forfeited and lapsed	Rs.	229 - 265	(873,687)	Rs.	264	**Rs.**	**229 -265**	**(1,140)**	**Rs.**	**254**
	Rs.	489	-	Rs.	-	**Rs.**	**489**	**-**	**Rs.**	**-**
	$	4 - 6	(2,700)	$	5.82	**$**	**4 - 6**	**-**	**$**	**-**
	Rs.	2	(1,020,746)	Rs.	2	**Rs.**	**2**	**(805,722)**	**Rs.**	**2**
	$	0.04	(452,015)	$	0.04	**$**	**0.04**	**(348,401)**	**$**	**0.04**

	For the year ended March 31,									
	2009					**2010**				
	Range of Exercise Prices		Number	Weighted Average Exercise Price		**Range of Exercise Prices**		**Number**	**Weighted Average Exercise Price**	
Outstanding at the end of the period	Rs.	229 - 265	1,140	Rs.	254	Rs.	229 - 265	-	Rs.	-
	Rs.	489	120,000	Rs.	489	Rs.	489	120,000	Rs.	489
	$	4 - 6	1,606	$	4.7	$	4 - 6	1,606	$	4.7
	Rs.	2	13,799,549	Rs.	2	Rs.	2	10,261,903	Rs.	2
	$	0.04	2,470,641	$	0.04	$	0.04	1,765,821	$	0.04
Exercisable at the end of the period	Rs.	229 - 265	1,140	Rs.	254	Rs.	229 - 265	-	Rs.	-
	Rs.	489	-	Rs.	-	Rs.	489	-	Rs.	-
	$	4 - 6	1,606	$	4.7	$	4 - 6	1,606	$	4.7
	Rs.	2	2,975,987	Rs.	2	Rs.	2	4,719,739	Rs.	2
	$	0.04	208,412	$	0.04	$	0.04	645,341	$	0.04

The following table summarizes information about outstanding stock options:

		As of April 1,				As of March 31,							
		2008				2009				**2010**			
Range of Exercise price		Numbers	Weighted average remaining Life (Months)	Weighted Average Exercise Price		Numbers	Weighted average remaining Life (Months)	Weighted Average Exercise Price		**Numbers**	**Weighted average remaining Life (Months)**	**Weighted Average Exercise Price**	
Rs.	229 - 265	1,219,926	14	Rs.	264	1,140	3	Rs.	254	**-**	**-**		**-**
Rs.	489	-	-		-	120,000	61	Rs.	489	**120,000**	**49**	**Rs.**	**489**
$	4 - 6	8,706	14	$	5	1,606	12	$	4.70	**1,606**	**1**	**$**	**4.70**
Rs.	2	9,700,163	42	Rs.	2	13,799,549	44	Rs.	2	**10,261,903**	**37**	**Rs.**	**2**
$	0.04	1,885,236	51	$	0.04	2,470,641	51	$	0.04	**1,765,821**	**44**	**$**	**0.04**

The weighted-average grant-date fair value of options granted during the year ended March 31, 2009 and 2010 was Rs. 319 and Rs. 814 for each option, respectively. The weighted average share price of options exercised during the year ended March 31, 2009 and 2010 was Rs. 360.96 and Rs. 557.52 for each option, respectively.

The fair value of 120,000 options granted during the year ended March 31, 2009 (other than at nominal exercise price) has been estimated on the date of grant using the Binomial option pricing model. The fair value of share options has been determined using the following assumptions:

Expected term	5-7 years
Risk free interest rates	7.36 - 7.42
Volatility	35.81 - 36.21
Dividend yield	1%

27. Employee benefits

a) *Employee costs include:*

	Year ended March 31,	
	2009	**2010**
Salaries and bonus	Rs. 102,661	**Rs. 103,194**
Employee benefit plans		
Defined benefit plan	310	**276**
Contribution to provident and other funds	2,427	**2,458**
Share based compensation	1,868	**1,302**
	Rs. 107,266	**Rs. 107,230**

The employee benefit cost is recognized in the following line items in the statement of income:

	Year ended March 31,	
	2009	**2010**
Cost of revenues	Rs. 90,321	**Rs. 90,350**
Selling and marketing expenses	10,594	**9,126**
General and administrative expenses	6,351	**7,754**
	Rs. 107,266	**Rs. 107,230**

Defined benefit plans:

Amount recognized in the statement of income in respect of gratuity cost (defined benefit plan) is as follows:

	Year ended March 31,	
	2009	2010
Interest on obligation	Rs. 135	**Rs. 133**
Expected return on plan assets	(92)	**(122)**
Actuarial losses/(gains) recognized	(102)	**(63)**
Current service cost	369	**328**
Net gratuity cost/(benefit)	Rs. 310	**Rs. 276**
Actual return on plan assets	Rs. 106	**Rs. 138**

The principal assumptions used for the purpose of actuarial valuation are as follows:

	As at March 31,	
	2009	2010
Discount rate	6.75%	**7.15%**
Expected return on plan assets	8%	**8%**
Expected rate of salary increase	5%	**5%**

The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Change in present value of defined benefit obligation is summarized below:

	As at March 31,	
	2009	2010
Defined benefit obligation at the beginning of the year	Rs. 1,515	**Rs. 1,858**
Acquisitions	34	**-**
Current service cost	369	**328**
Interest on obligation	135	**133**
Benefits paid	(118)	**(214)**
Actuarial losses/(gains)	(77)	**(45)**
Defined benefit obligation at the end of the year	Rs. 1,858	**Rs. 2,060**

Change in plan assets is summarized below:

	As at March 31,	
	2009	2010
Fair value of plan assets at the beginning of the year	Rs. 1,244	**Rs. 1,416**
Acquisitions	19	**-**
Expected return on plan assets	92	**122**
Employer contributions	154	**625**
Benefits paid	(118)	**(214)**
Actuarial gains/(losses)	25	**18**
Fair value of plan assets at the end of the year	1,416	**1,967**
Present value of unfunded obligation	Rs. (442)	**Rs. (93)**
Recognized liability	Rs. (442)	**Rs. (93)**

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

	As at March 31,	
	2009	2010
Difference between expected and actual developments:		
of fair value of the obligation	(59)	**(84)**
of fair value of plan assets	26	**18**

As at March 31, 2009 and 2010, 100% of the plan assets were invested in insurer managed funds.

The expected future contribution and estimated future benefit payments from the fund are as follows:

Expected contribution to the fund during the year ending March 31, 2011	Rs.	454
Estimated benefit payments from the fund for the year ending March 31:		
2011	Rs.	303
2012		351
2013		411
2014		429
2015		465
Thereafter		2,054
Total	Rs.	4,013

The expected benefits are based on the same assumptions used to measure the Company's benefit obligations as of March 31, 2010.

In May 2010, the Government of India has amended the Payment of Gratuity Act, 1972 to increase the limit of gratuity payment from Rs. three lacs fifty thousand to Rs. ten lacs. The effect of this amendment would be accounted in Fiscal 2011.

28. Related party relationships and transactions

List of subsidiaries as of March 31, 2010 are provided in the table below.

Direct Subsidiaries	Step Subsidiaries		Country of Incorporation
Wipro Inc.			U.S.
	Wipro Gallagher Solutions Inc.		U.S.
	Enthink Inc.		U.S.
	Infocrossing Inc.		U.S.
		Infocrossing. LLC,	U.S.
cMango Pte Limited			Singapore
Wipro Japan KK			Japan
Wipro Shanghai Limited			China
Wipro Trademarks Holding Limited			India
	Cygnus Negri Investments Private Limited		India
Wipro Travel Services Limited			India
Wipro Consumer Care Limited			India
Wipro Holdings (Mauritius) Limited			Mauritius
	Wipro Holdings UK Limited		U.K.
		Wipro Technologies UK Limited	U.K.
		BVPENTE Beteiligungsverwaltung GmbH[(A)]	Austria
		3D Networks (UK) Limited	U.K.
Wipro Cyprus Private Limited			Cyprus
	Wipro Technologies S.A DE C.V		Mexico
	Wipro BPO Philippines Ltd. Inc.		Philippines
	Wipro Holdings Hungary Korlátolt Felelösségü Társaság		Hungary
	Wipro Technologies Argentina SA		Argentina
	Wipro Information Technology Egypt SAE		Egypt
	Wipro Arabia Limited*		Saudi Arabia
	Wipro Poland Sp Zoo		Poland
	Wipro Information Technology Netherlands BV (formerly RetailBox BV)		Netherland
		Wipro Portugal S.A.[(A)] (Formerly Enabler Informatica SA)	Portugal
		Wipro Technologies Limited, Russia	Russia
	Wipro Technologies Oy		Finland
	Wipro Infrastructure Engineering AB		Sweden
		Wipro Infrastructure Engineering Oy	Finland
		Hydrauto Celka San ve Tic	Turkey
	Wipro Technologies SRL		Romania
	Wipro Singapore Pte Limited		Singapore
		PT WT Indonesia	Indonesia
		Unza Holdings Limited [(A)]	Singapore

Direct Subsidiaries	Step Subsidiaries		Country of Incorporation
		Wipro Technocentre (Singapore) Pte Limited Wipro (Thailand) Co Limited Wipro Bahrain Limited WLL	Singapore Thailand Bahrain
	Wipro Yardley FZE		Dubai
Wipro Australia Pty Limited			Australia
Wipro Networks Pte Limited (formerly 3D Networks Pte Limited)			Singapore
Planet PSG Pte Limited			Singapore
	Planet PSG SDN BHD		Malaysia
Wipro Chengdu Limited			China
Wipro Chandrika Limited			India
WMNETSERV Limited			Cyprus
	WMNETSERV (U.K.) Limited		U.K.
	WMNETSERV INC		U.S.
Wipro Technology Services Limited			India
Wipro Airport IT Services Limited			India
Wipro Yardley Consumer Care Private Limited			India

*All the above direct subsidiaries are 100% held by the Company except that the Company hold 66.67% of the equity securities of Wipro Arabia Limited, 90% of the equity securities of Wipro Chandrika Limited and 76% of the equity securities of Wipro Airport IT Services Limited.

As of March 31, 2010, the Company also held 49% of the equity securities of Wipro GE Medical Systems Private Limited that is accounted for as an equity method investment.

(A) Step Subsidiary details of Unza Holdings Limited, BVPENTE Beteiligungsverwaltung GmbH and Wipro Portugal S.A, are as follows :

Step Subsidiaries	Step Subsidiaries		Country of Incorporation
Unza Company Pte Limited			Singapore
Unza Indochina Pte Limited			Singapore
	Unza Vietnam Co., Limited		Vietnam
Unza Cathay Limited			Hong Kong
Unza China Limited			Hong Kong
	Dongguan Unza Consumer Products Limited		China
PT Unza Vitalis			Indonesia
Unza Thailand Limited			Thailand
Unza Overseas Limited			British virgin islands
Unza Africa Limited			Nigeria
Unza Middle East Limited			British virgin islands
Unza International Limited			British virgin islands
Unza Nusantara Sdn Bhd			Malaysia
	Unza Holdings Sdn Bhd		Malaysia
	Unza Malaysia Sdn Bhd		Malaysia

Step Subsidiaries	Step Subsidiaries		Country of Incorporation
		UAA (M) Sdn Bhd	Malaysia
	Manufacturing Services Sdn Bhd		Malaysia
		Shubido Pacific Sdn Bhd[(a)]	Malaysia
	Gervas Corporation Sdn Bhd		Malaysia
		Gervas (B) Sdn Bhd	Malaysia
	Formapac Sdn Bhd		Malaysia
BVPENTE Beteiligungsverwaltung GmbH			Austria
	New Logic Technologies GmbH		Austria
	New Logic Technologies SARL		France
Wipro Portugal S.A.			
	SAS Wipro France (formerly Enabler France SAS)		France
	Wipro Retail UK Limited (formerly Enabler UK Limited)		U.K.
	Wipro do Brasil Technologia Ltda (formerly Enabler Brazil Ltda)		Brazil
	Wipro Technologies GmbH (formerly Enabler & Retail Consult GmbH)		Germany

[(a)] All the above subsidiaries are 100% held by the Company except Shubido Pacific Sdn Bhd in which the Company holds 62.55% of the equity securities.

The list of controlled trusts are:

Name of entity	Nature	Country of Incorporation
Wipro Equity Reward Trust	Trust	India
Wipro Inc Trust	Trust	USA

The other related parties are:

Name of entity	Nature	% of holding	Country of Incorporation
Wipro GE Healthcare Private Limited	Associate	49%	India
Azim Premji Foundation	Entity controlled by Director		
Hasham Premji (partnership firm)	Entity controlled by Director		
Prazim Traders (partnership firm)	Entity controlled by Director		
Zash Traders (partnership firm)	Entity controlled by Director		
Regal Investment & Trading Company Private Limited	Entity controlled by Director		
Vidya Investment & Trading Company Private Limited	Entity controlled by Director		
Napean Trading & Investment Company Private Limited	Entity controlled by Director		
Key management personnel			
– Azim Premji	Chairman and Managing Director		
– Suresh C. Senapaty	Chief Financial Officer and Director		
– Suresh Vaswani	Jt CEO, IT Business and Director		
– Girish S. Paranjape	Jt CEO, IT Business and Director		
– Dr. Ashok Ganguly	Non-Executive Director		
– Narayan Vaghul	Non-Executive Director		

Name of entity	Nature	% of holding	Country of Incorporation
Dr. Jagdish N. Sheth	Non-Executive Director		
P.M. Sinha	Non-Executive Director		
B.C. Prabhakar	Non-Executive Director		
Bill Owens	Non-Executive Director		
Dr. Henning Kagermann	Non-Executive Director		
Relative of Key management personnel			
– Rishad Premji	Relative of the director		

The Company has the following related party transactions:

Transaction/ Balances	Associate		Entities controlled by Directors		Key Management Personnel	
	2009	**2010**	2009	**2010**	2009	**2010**
Sale of goods and services	15	**7**	1	**1**	-	**-**
Dividend	-	**-**	4,418	**4,418**	230	**234**
Royalty income	36	**32**	-	**-**	-	**-**
Key management personnel#						
Remuneration and short-term benefits					85	**175**
Other benefits					32	**34**
Remuneration to relative of key management personnel					3	**4**
Balances as on March 31,						
Receivables	-	**1**	-	**-**	-	**-**
Payables	-	**-**	-	**2**	4	**44**

Post employment benefit comprising gratuity, and compensated absences are not disclosed as these are determined for the Company as a whole.

29. Commitments and contingencies

Operating leases: The Company leases office and residential facilities under cancelable and non-cancelable operating lease agreements that are renewable on a periodic basis at the option of both the lessor and the lessee. Rental payments under such leases were Rs. 2,526 and Rs. 3,062, for the year ended March 31, 2009 and 2010, respectively.

Details of contractual payments under non-cancelable leases are given below:

	As at April 1,	As at March 31,	
	2008	2009	**2010**
Not later than one year	Rs. 773	Rs. 1,064	**Rs. 1,396**
Later than one year but not later than five years	2,433	3,670	**4,319**
Later than five years	2,826	3,168	**2,554**
	Rs. 6,032	Rs. 7,902	**Rs. 8,269**

Capital commitments: As at April 1, 2008, March 31, 2009 and 2010, the Company had committed to spend approximately Rs. 7,266, Rs. 5,371 and Rs. 2,782, respectively, under agreements to purchase property and equipment. These amounts are net of capital advances paid in respect of these purchases.

Guarantees: As at April 1, 2008, March 31, 2009 and 2010, performance and financial guarantees provided by banks on behalf of the Company to the Indian Government, customers and certain other agencies amount to approximately Rs. 4,392, Rs. 6,103 and Rs. 14,526, respectively, as part of the bank line of credit.

Contingencies and lawsuits: The Company had received tax demands from the Indian income tax authorities for the financial years ended March 31, 2001, 2002, 2003 and 2004 aggregating to Rs. 11,127 (including interest of Rs. 1,503). The tax demands were primarily on account of the Indian income tax authority's denial of deductions claimed by the Company under Section 10A of the Income Tax Act 1961, in respect of profits earned by the Company's undertakings in Software Technology Park at Bangalore. The appeals filed by the Company for the above years to the first appellate authority were allowed in favour of the Company, thus deleting a substantial portion of the demands raised by the Income tax authorities. On further appeal filed by the income tax authorities, the second appellate authority upheld the claims of the Company for the years ended March 31, 2001, 2002, 2003 and 2004. In December 2008, the Company received, on similar grounds, an additional tax demand of Rs. 5,388 (including interest of Rs. 1,615) for the financial year ended March 31, 2005. The Company has filed an appeal against the said demand within the time limits permitted under the statute.

In December 2009, the Company received the draft assessment order, on similar grounds, with a demand of Rs. 6,757 (including interest of Rs. 2,050) for the financial year ended March 31, 2006. The Company has filed an objection against the said demand before the Dispute Resolution Panel and the Assessing officer within the time limits permitted under the statute.

Considering the facts and nature of disallowance and the order of the appellate authority upholding the claims of the Company for earlier years, the Company believes that the final outcome of the above disputes should be in favour of the Company and there should not be any material impact on the consolidated financial statements.

The Contingent liability in respect of disputed demands for excise duty, customs duty, income tax, sales tax and other matters amounts to Rs. 872 and Rs. 1,384 as of March 31, 2009 and 2010, respectively.

The Company is subject to legal proceedings and claims which have arisen in the ordinary course of its business. The resolution of these legal proceedings is not likely to have a material and adverse effect on the results of operations or the financial position of the Company.

Other commitments: The Company's Indian operations have been established as a Software Technology Park Unit under a plan formulated by the Government of India. As per the plan, the Company's India operations have export obligations to the extent of 1.5 times the employee costs for the year on an annual basis and 5 times the amount of foreign exchange released for capital goods imported, over a five year period. The consequence of not meeting this commitment in the future would be a retroactive levy of import duties on certain computer hardware previously imported duty free. As at March 31, 2010, the Company has met all commitments required under the plan.

30. Segment Information

The Company is currently organized by segments, which includes IT Services (comprising of IT Services and BPO Services), IT Products, Consumer Care and Lighting and 'Others'.

The Chairman of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by IFRS 8, Operating Segments. The Chairman of the Company evaluates the segments based on their revenue growth, operating income and return on capital employed. The management believes that return on capital employed is considered appropriate for evaluating the performance of its operating segments. Return on capital employed is calculated as operating income divided by the average of the capital employed at the beginning and at the end of the period. Capital employed includes total assets of the respective segments less all liabilities, excluding loans and borrowings.

Information on reportable segments is as follows:

	Year ended March 31, 2009						
	IT Services and Products						
	IT Services	IT Products	Total	Consumer Care and Lighting	Others	Reconciling Items	Entity Total
Revenues	191,613	34,277	225,890	19,249	8,995	1,204	255,338
Cost of revenues	(128,473)	(30,886)	(159,359)	(10,782)	(8,679)	(1,395)	(180,215)
Selling and marketing expenses	(10,672)	(1,361)	(12,033)	(4,750)	(294)	(236)	(17,313)
General and administrative expenses	(12,271)	(667)	(12,938)	(1,125)	(316)	(131)	(14,510)
Operating income of segment	40,197	1,363	41,560	2,592	(294)	(558)	43,300
Finance expense							(3,824)
Finance and other income							5,057
Share of profits of equity accounted investees							362
Profit before tax							44,895
Income tax expense							(6,035)
Profit for the year							38,860
Depreciation and amortization expense			6,283	377	268	20	6,948
Total assets			181,303	22,862	6,748	73,342	284,255
Total liabilities			70,869	5,803	2,465	57,738	136,875
Opening capital employed			93,845	17,359	6,149	53,080	170,433
Closing capital employed			115,089	18,782	5,638	64,763	204,272
Average capital employed			104,467	18,070	5,893	58,923	187,353
Return on capital employed			40%	14%	(5)%	-	23%
Additions to:							
Goodwill			5,437	-	-	-	5,437
Intangible assets			1,629	124	-	-	1,753
Property, plant and equipment			14,463	726	445	646	16,280

	Year ended March 31, 2010						
	IT Services and Products						
	IT Services	IT Products	Total	Consumer Care and Lighting	Others	Reconciling Items	Entity Total
Revenues	202,490	38,205	240,695	22,584	7,143	819	271,241
Cost of revenues	(132,144)	(34,151)	(166,295)	(11,805)	(7,446)	(753)	(186,299)
Selling and marketing expenses	(10,492)	(1,275)	(11,767)	(6,492)	(323)	(26)	(18,608)
General and administrative expenses	(12,446)	(1,015)	(13,461)	(1,207)	(210)	55	(14,823)
Operating income of segment	47,408	1,764	49,172	3,080	(836)	95	51,511
Finance expense							(991)
Finance and other income							4,360
Share of profits of equity accounted investees							530
Profit before tax							55,410
Income tax expense							(9,294)
Profit for the year							46,116
Depreciation and amortization expense			7,095	424	294	18	7,831
Total assets			191,535	25,233	8,779	104,381	329,928
Total liabilities			61,009	5,707	4,284	62,379	133,379
Opening capital employed			115,089	18,782	5,638	64,763	204,272
Closing capital employed			135,829	20,074	7,068	96,092	259,063
Average capital employed			125,459	19,428	6,353	80,427	231,667
Return on capital employed			39%	16%	(13)%	-	22%
Additions to:							
Goodwill			1,557	1,019	-	-	2,576
Intangible assets			18	1,031	-	-	1,049
Property, plant and equipment			12,223	627	538	11	13,399

The Company has four geographic segments: India, the United States, Europe and Rest of the world. Revenues from the geographic segments based on domicile of the customer are as follows:

	Year ended March 31,	
	2009	2010
India	Rs. 54,945	**Rs. 62,179**
United States	115,022	**119,537**
Europe	57,109	**56,780**
Rest of the world	28,262	**32,745**
	Rs. 255,338	**Rs. 271,241**

No client individually accounted for more than 10% of the revenues during the year ended March 31, 2009 and 2010.

Notes:

a) *The company has the following reportable segments:*

(i) *IT Services:* The IT Services segment provides IT and IT enabled services to customers. Key service offering includes software application development, application maintenance, research and development services for hardware and software design, data center outsourcing services and business process outsourcing services.

(ii) *IT Products:* The IT Products segment sells a range of Wipro personal desktop computers, Wipro servers and Wipro notebooks. The Company is also a value added reseller of desktops, servers, notebooks, storage products, networking solutions and packaged software for leading international brands. In certain total outsourcing contracts of the IT Services segment, the Company delivers hardware, software products and other related deliverables. Revenue relating to these items is reported as revenue from the sale of IT Products.

(iii) Consumer care and lighting: The Consumer Care and Lighting segment manufactures, distributes and sells personal care products, baby care products, lighting products and hydrogenated cooking oils in the Indian and Asian markets.

(iv) The Others' segment consists of business segments that do not meet the requirements individually for a reportable segment as defined in IFRS 8.

(v) Corporate activities such as treasury, legal and accounting, which do not qualify as operating segments under IFRS 8, have been considered as 'reconciling items'.

b) Revenues include excise duty of Rs. 1,054 and Rs. 842 for the year ended March 31, 2009 and 2010, respectively. For the purpose of segment reporting, the segment revenues are net of excise duty. Excise duty are reported in reconciling items.

c) For the purpose of segment reporting only, the Company has included the impact of 'foreign exchange gains / (losses), net' in revenues (which is reported as a part of operating profit in the statement of income). Further, the Company obtains short-term foreign currency borrowings for its working capital requirements. A portion of these foreign currency borrowings is used as a natural hedge for the foreign currency monetary assets. For segment purposes, exchange fluctuations relating to such foreign currency borrowings amounting to Rs. Nil and Rs. 333 is recorded in the respective segment of the underlying monetary assets, and eliminated in reconciling items for the year ended March 31, 2009 and 2010, respectively.

d) For evaluating performance of the individual business segments, stock compensation expense is allocated on the basis of straight line amortization. The incremental impact of accelerated amortization of stock compensation expense over stock compensation expense allocated to the individual business segments is reported in reconciling items.

e) The Company generally offers multi-year payment terms in certain total outsourcing contracts. These payment terms primarily relate to IT hardware, software and certain transformation services in outsourcing contracts. Corporate treasury provides internal financing to the business units offering multi-year payments terms. Accordingly, such receivables are reflected in capital employed in reconciling items. As of March 31, 2009 and 2010, capital employed in reconciling items includes Rs. 5,549 and Rs. 8,516 respectively, of such receivables on extended collection terms.

f) Operating income of segments is after recognition of stock compensation expense arising from the grant of options:

Segments	**Year ended March 31,**	
	2009	2010
IT Services	Rs. 1,523	**Rs. 1,159**
IT Products	112	**93**
Consumer Care and Lighting	76	**71**
Others	21	**18**
Reconciling items	136	**(39)**
Total	Rs. 1,868	**Rs. 1,302**

g) Management believes that it is currently not practicable to provide disclosure of geographical location wise assets, since the meaningful segregation of the available information is onerous.

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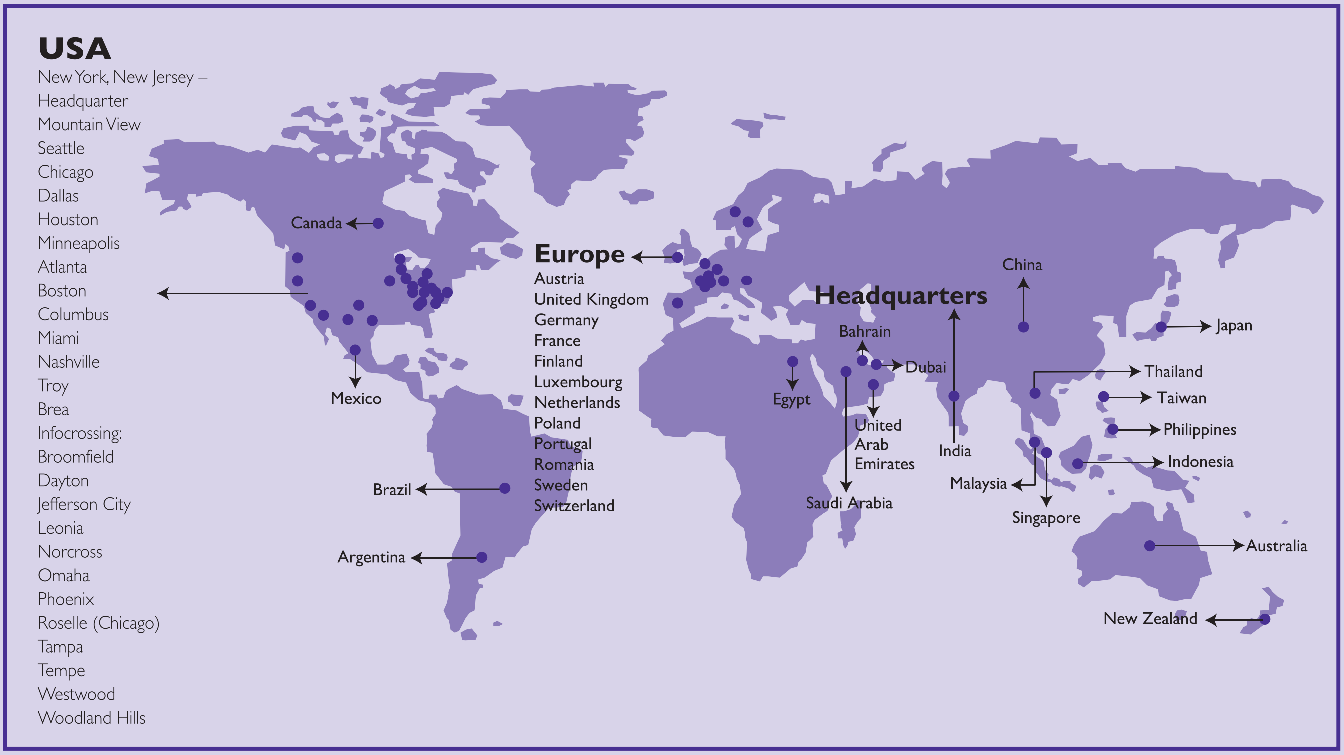
Glossary

ROCE	Return on Capital Employed; PBIT/Average Capital Employed
Effective Tax Rate	Income Tax Expense/Profit Before Tax
Networth	Share Capital and Reserves and Surplus
Cash & Investments	Cash and Cash Equivalents and Investments excluding Investments in associates
Return on Average Networth	Profit After Tax/Average Networth
Return on Invested Capital	PBIT/Average Capital Employed (Net of Cash and Investments)
Book Value	Networth/Outstanding Equity Shares
PE Ratio	Share Price/Basic Earnings Per Share
Days Sales Outstanding	Debtors/Sales for Q4 of Fiscal Year x 90
Capital Employed	Total Assets Less Current Liabilities
PBIT	Profit Before Interest and Taxes
CAGR	Compounded Annual Growth Rate

Our Global Presence



Indicative Map, Not to scale.

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