



NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Fifth ANNUAL GENERAL MEETING of WIPRO LIMITED will be held at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore - 561 229, on Tuesday, July 19, 2011 at 4.30 pm to transact the following businesses:

ORDINARY BUSINESS

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2011, and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares.
3. Appoint a Director in place of Mr Suresh C Senapaty, who retires by rotation and being eligible, offers himself for reappointment.
4. Appoint a Director in place of Mr William Arthur Owens, who retires by rotation and being eligible, offers himself for re-appointment.
5. Appoint a Director in place of Mr B C Prabhakar, who retires by rotation and being eligible, offers himself for re-appointment.
6. Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION :**

RESOLVED that M/s. BSR & Co. (Registration Number 101248W with Institute of Chartered Accountants of

India) be and are hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be decided by the Audit/Risk and Compliance Committee in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit/Risk and Compliance Committee or such other officer of the Company as may be approved by the Board/Committee.

SPECIAL BUSINESS

7. Appointment of Mr M K Sharma as Director of the Company.

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

RESOLVED THAT pursuant to Section 257 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, Mr M K Sharma be and is hereby elected as a Director of the Company.

8. Appointment of Mr.T.K.Kurien as Director of the Company.

Consider and if thought fit, to pass with or without

modification, the following resolutions as **ORDINARY RESOLUTION:**

RESOLVED that Mr. T K Kurien who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 1, 2011, and who holds office till the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 198, 269, 309, and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment and terms of remuneration of Mr. T.K Kurien as CEO (IT Business) and Executive Director of the Company for a period of five years with effect from February 1, 2011 upon the terms and conditions set out in the Explanatory Statement annexed hereto and Agreement entered into with Mr. T.K Kurien, which Agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or Agreement in such manner as may be agreed to between the Board of Directors and Mr. T.K Kurien.

9. Re-appointment of Mr. Azim H Premji as Chairman and Managing Director of the Company.

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

RESOLVED THAT pursuant to recommendation of the Board Governance and Nomination Committee, the

Compensation Committee and approval of the Board and subject to the provisions of Sections 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Azim H. Premji as Chairman and Managing Director (designated as "Chairman") of the Company with effect from July 31, 2011 until July 30, 2013 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which explanatory statement is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or agreement, in such manner as may be agreed to between the Board of Directors and Mr. Azim H. Premji,

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

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

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

RESOLVED that subject to the provisions of Sections 198, 269, 309, and other applicable provisions, if any,

of the Companies Act, 1956 and in partial modification of the resolution approved by the Board of Directors on April 18, 2008 and by members of the Company on July 17, 2008, and pursuant to the approval by the Board Governance and Nomination Committee and by the Board of Directors of the Company on January 21, 2011, members of the Company hereby approve a one-time severance pay of Rs.70 Million, subject to applicable deductions, in addition to Director remuneration and stock based compensation the Director was entitled to till January 31, 2011, to Mr Girish S Paranjpe who resigned from the Company as Joint CEO (IT Business) and Director with effect from close of business hours of January 31, 2011.

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

RESOLVED that subject to the provisions of Sections 198, 269, 309, and other applicable provisions, if any, of the Companies Act, 1956 and in partial modification of the resolution approved by the Board of Directors on April 18, 2008 and by members of the Company on July 17, 2008, and pursuant to the approval by the Board Governance and Nomination Committee and by the Board of Directors of the Company on January 21, 2011, members of the Company hereby approve a one-time severance pay of Rs.70 Million, subject to applicable deductions, in addition to Director remuneration and stock based compensation the Director was entitled to till January 31, 2011, to Mr Suresh Vaswani who resigned from the Company as Joint CEO (IT Business) and Director with effect from close of business hours of January 31, 2011.

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

RESOLVED that in continuation of the earlier resolution approved by the members of the Company at the Annual General Meeting held on July 18, 2006 and pursuant to Section 309 (4) of the Companies Act, 1956 and other applicable laws as amended from time to time and Article 175 of the Articles of Association of the Company and subject to the limits stipulated in Section 309 (4) of the Companies Act, 1956, the Company be and is hereby authorized to pay remuneration by way of commission to any one or more or all of the existing Non Executive Directors or Non Executive Directors to be appointed in future, for a further period of five years commencing from April 1, 2012, such commission, as the Board/Committee may from time to time determine, (to be divided amongst them in such proportion as may be determined by the Board/Committee from time to time) and that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 (1) of the Companies Act, 1956 and other applicable laws as amended from time to time).

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

V Ramachandran
Company Secretary

Registered Office:
Doddakannelli, Sarjapur Road
Bangalore 560 035
Date: June 17, 2011

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A proxy cannot vote except on a poll.
3. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders and in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
4. Members are requested to bring their copies of Annual Report together with notice for the meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP id to enable us to give you a duly filled attendance slip for your signature.
5. The dividend declared at the Annual General Meeting will be paid to those members whose names are on the Register of Members of the Company as at the opening hours of July 01, 2011. The Register of Members of the Company will remain closed from July 01, 2011 to July 19, 2011, (both days inclusive) under Section 154 of the Companies Act, 1956 for the purpose of payment of Dividend
6. Final Dividend on equity shares as recommended by the Directors for the year ended March 31, 2011, when declared at the meeting, will be paid on July 21, 2011 :
 - i. To those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company on or before June 30, 2011.
 - ii. In respect of shares held in electronic form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the opening hours of July 01, 2011.
7. As per RBI notification, with effect from October 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks pursuant to implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transaction.

In this regard, shareholders holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by the bank,(after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
8. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their

concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company, in case of such demat shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories.

9. Physical shares – Payment of dividend through NECS: Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number latest by June 30, 2011 to our Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, Karvy House, Unit : Wipro Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
10. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
11. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The change in the residential status on return to India for permanent settlement
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
12. The certificate from the Auditors of the Company for Wipro Employee Stock Option Plan 1999, Wipro Employee Stock Option Plan 2000, ADS Stock Option Plan 2000, Wipro Employee Restricted Stock Unit Plan 2004 and ADS Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2005 and Wipro Employee Restricted Stock Unit Plan 2007 in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 will be available for inspection at the Annual General Meeting.
13. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (Karvy Computershare Pvt. Ltd.). Members are requested to note that dividends not encashed or claimed within seven years and 30 days from the date of declaration of the Dividend, will, as per Section 205A (5) read with Section 205C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund of Government of India. In view of this, members are advised to send all the unencashed dividend warrants pertaining to these years to our Registrars for revalidation and encash them before the due dates.

Information in respect of such unclaimed Dividend when due for transfer to the Investor Education and Protection Fund of Government of India are given below including the unclaimed amount since 2003-04 as of March 31, 2011:

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Unclaimed amount (Rs.)	Due date for transfer to Investor Education and Protection Fund
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
2009-10 (Final Dividend)	July 22, 2010	July 21, 2017	19,91,262	August 20, 2017
2010-11 (Interim Dividend)	January 21, 2011	January 20, 2018	19,40,769	February 19, 2018

14. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to Individuals holding shares of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
15. The Statutory Register under the Companies Act, 1956 (Register under Section 307 and Section 301 of the Companies Act, 1956) is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays and will be made available at the venue of the meeting.
16. Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby

clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /RTAs for registration of such transfer of shares.

17. Web based Query Redressal System:

Members may utilize this facility extended by M/s. Karvy Computershare Pvt. Ltd., the Registrars and Transfer Agents for redressal of their queries.

Please visit [http:// karisma.karvy.com](http://karisma.karvy.com) and click on "Investors" option for query registration through free identity registration to log on. Investors can submit the query in the "QUERIES" option provided on the web site, which would give the grievance registration number. For accessing the status/ response to your query, please use the same number at the option "VIEW REPLY" after 24 hrs. The investors can continue to seek answers to additional queries relating to the case till they are satisfied.

Annexure A

Details of Directors as on March 31, 2011 seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on July 19, 2011
(Pursuant to Clause 49 (IV)(E) and 49(IV)(G)(i) of the Listing Agreement)

Name of Director	Mr Suresh C Senapaty	William Arthur Owens	Mr. B C Prabhakar	Mr T K Kurien	Azim H Premji	M K Sharma
Date of Birth	03/03/1957	05/08/1940	09/05/1943	17/11/1958	24/07/1945	04/05/1947
Date of Appointment	18/04/2008	01/07/2006	20/02/1997	01/02/2011	01/09/1968	01/07/2011
Relationship with Directors	None	None	None	None	None	None
Expertise in Specific Function area	Finance and wide management experience	Wide management experience	Labour Law	Finance, Sales and wide management experience	Wide managerial experience	HR, Legal & Secretarial, Corporate Affairs and wide management experience
Qualification	B. Com, FCA	BA, BS, MA and MBA	BA in Political Science and Sociology BL from Mysore University	B.E, CA	Bachelor of Science in Electrical Engineering	Bachelor of Arts, Bachelor of Law, Post Graduate Diploma in Personnel Management and Diploma in Labour Law.
Board Membership of other companies as on March 31, 2011	Indian companies: Wipro Trademarks Holding Limited Wipro Chandrika Limited	Foreign companies: Century Link Polycom	Automotive Axles Limited 3 M India Limited	Wipro GE Healthcare Private Limited	Hasham Premji Pvt. Limited Napean Trading & Investment Co. Pvt. Ltd. Vidya Investment & Trading Co. Pvt. Ltd.	ICI Lombard General Insurance Co. Ltd. Fulford (India) Limited (Indian affiliate of MSD) Schradler Duncan Ltd.
	Wipro Travel Services Limited Wipro Technology Services Limited Wipro GE Healthcare Private Limited Cygnus Negri Investments Private Limited Wipro Consumer Care Limited	Intelies Unifrax Flow Mobile			Regal Investment & Trading Co. Pvt. Ltd. Prazim Trading & Investment Co. Pvt. Ltd. Zash Investment & Trading Co. Pvt. Ltd.	Thomas Cook (India) Ltd. Birla Corporation Ltd. KEC International Ltd.
					Tarish Investment & Trading Co. Pvt. Ltd. Hasham Investment & Trading Co. Pvt. Ltd.	
					Azim Premji Foundation (India) Pvt. Ltd. Wipro GE Healthcare Pvt. Ltd.	
					Azim Premji Foundation	

Name of Director	Mr Suresh C Senapaty	William Arthur Owens	Mr. B C Prabhakar	Mr T K Kurien	Azim H Premji	M K Sharma
					Azim Premji Foundation for Development	
					Azim Premji Trust	
					Azim Premji Trustee Company Private Ltd.	
					Azim Premji Trust Services Private Ltd.	
					Azim Premji Safe Deposits Private Ltd.	
					Azim Premji Custodial Services Private Ltd.	
					Non Official Director on Central Board of Reserve Bank of India	
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2011	Administrative/Shareholder & Investor Grievance Committee: Member	Board Governance and Nomination Committee - Member.	Administrative/Shareholder & Investor Grievance Committee: Chairman Audit, Risk and Compliance Committee: Member	Administrative/Shareholder & Investor Grievance Committee: Member	-	-
Chairman/Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2011	-	-	-	-	-	-
a. Audit Committee	Wipro Technology Services Limited – Chairman	Century Link – Member	Automotive Axles Limited 3 M India Limited	-	-	Fulford (India) Ltd. - Member
b. Shareholders' Grievance Committee	-	-	3 M India Limited	-	-	Thomas Cook (India) Ltd. - Member
c. Board Governance and Nomination Committee	-	-	-	-	-	Thomas Cook (India) Ltd. - Member
d. Compensation Committee/ Remuneration Committee	-	Century Link – Member Polycom - Member	-	-	-	ICI Lombard General Insurance Co. Ltd. - Chairman
e. Other Committees	-	-	-	-	-	ICI Lombard General Insurance Co. Ltd. - Chairman
Number of shares held in the Company as on March 31, 2011	91,083	0	5,000	25,012	95679433* (Includes shares held jointly with immediate family members)	-
Relationship with other Directors	-	-	-	-	None	-

* Please also refer Page No. 51 of Annual Report for shareholding details of Promoters.

Annexure B

Explanatory Statement (as required under Section 173 (2) of the Companies Act, 1956)

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following explanatory statement sets out all material facts relating to the items of Special Business mentioned under item Nos. 7 to 12 of the accompanying notice dated June 17, 2011.

Item No. 7

Mr M K Sharma was appointed by the Board of Directors as an Additional Director of the Company with effect from July 1, 2011 in accordance with Section 260 of the Companies Act, 1956 and Article 185 of the Articles of Association to hold office till the date of the Annual General Meeting of the Company scheduled to be held in July 2011.

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

Except Mr M K Sharma, none of the other Directors are interested or concerned in this resolution.

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

Item No. 8

Mr T K Kurien, was appointed as Additional Director of the Company with effect from February 1, 2011. As per the provisions of Section 260 of the Companies Act, 1956, Mr T

Kurien holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr T K Kurien, proposing his appointment as a Director of the Company, along with the requisite deposit.

The principal terms and conditions of appointment and remuneration for Mr T K Kurien as Chief Executive Officer-(IT Business) and Executive Director ("CEO –IT Business and Executive Director") and as contained in his agreement with the Company are as follows:

- a. Period of appointment : 5 years with effect from February 1, 2011.
- b. Remuneration:
 - i. Salary: Salary in the range of minimum of Rs 30 million per annum to a maximum of Rs 100 Million per annum. Salary to include periodic increments as may be approved by the Board based on the recommendation of the Committee during the tenure of the appointment within the above limits. The annual increments each year will be decided based on certain performance criteria to be laid down by the Committee and approved by the Board taking into account the Company's performance. The above Salary will also include Variable Pay, Leave Travel Allowance, Commutation Allowance, Educational Allowance, Leased Accommodation, House Rent Allowance, Company provided car and driver, Furniture and Equipment, Provident Fund, Gratuity, other Retirement benefit contributions, telephone facility at residence

and other benefits from time to time as per Company's policy.

- ii. Variable Pay included in b i. above will be based on certain performance criteria laid down by the Committee and approved by the Board.
- iii. In addition to the remuneration as per b i and b ii above, the CEO shall be entitled to perquisites and allowances which are not included in b i and b ii above. These are Personal Accident Insurance and Group Life Insurance, club fees subject to a maximum of two clubs, medical reimbursement, annual health check up and Insurance cover, reimbursement of entertainment expenses actually and properly incurred in the course of business as per Company's policy, Leave with full pay and allowance as per Company's policy, grant of Restricted Stock units, Employee Stock Options and other stock based compensation as may be decided by the Board based on the recommendation of the Committee from time to time and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors based on the recommendation of the Committee, from time to time.
- iv. Minimum remuneration : Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary including perquisites and allowance as specified above.
- c. The terms and conditions of the said appointment may be revised, enhanced, altered and varied from

time to time by the Board of Directors of the Company based on the recommendation of the Committee in such manner as may be agreed to by the Board within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 1956, or any amendments made hereafter in this regard.

- d. The Agreement shall stand terminated on the expiry of tenure of five years unless the term has been extended for further period(s) in writing and by mutual consent of the parties.

Either the Company or the CEO may terminate the Agreement by giving written notice. If the Agreement is terminated by the CEO, he will have to give prior written notice of 6 (six) months to the Company.

If the Company terminates the Agreement, the Company will communicate the same in writing to the CEO and the CEO will be eligible for "Severance Benefits" as follows:

- 12 (twelve) months' last drawn Salary. "Salary" for the purpose of this clause includes Basic Pay, Benefits & Allowances and Variable Pay.
- The unvested options/RSUs shall vest proportionately to the completed months in service from the last vesting/grant date of each grant, whichever is later, till the date of termination of this Agreement. This is applicable only to a grant where one year has lapsed since the date of grant, at the time of termination.
- e. The appointment of Mr T K Kurien is by virtue of his employment in the Company and is subject to the provisions of Section 283(1) (l) of the Companies Act, 1956.

- f. The CEO shall not become interested or otherwise concerned directly or through their spouse and/ or children, in any sole selling agency of the Company.
- g. The CEO shall not be entitled to Sitting Fees for attending the meetings of the Board of Directors or Committees thereof.
- h. The CEO shall not be subject to retirement by rotation.
- i. For the purpose of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr T K Kurien will be considered as continuous service from the date of his joining Wipro Group.

The abstract of terms of appointment of CEO-IT Business and Director and Memorandum of Interest pursuant to Section 302 of the Companies Act, 1956 was circulated to the shareholders in the second week of February 2011.

A copy of the agreement entered into by the Company with Mr T K Kurien is available for inspection by the members of the Company at its Registered Office between 11.00 am to 1.00 pm on any working day of the Company, up to the date of the Annual General Meeting. Brief resume regarding the Director is given in the Annexure A to the notice attached.

In compliance with the provisions of Section 269 and 309 read with Schedule XIII of the Companies Act, 1956 the terms of appointment and remuneration as specified above, are now placed before the Members in the Annual General Meeting for their approval.

No other director is concerned or interested in the terms and conditions except Mr T K Kurien in so far as it relates to his own appointment.

Item No. 9

In terms of the Corporate Governance guidelines of the Company and pursuant to the recommendation of the Board Governance & Nomination Committee and of the Compensation Committee, the Board of Directors of the Company vide circular resolution of June 17, 2011 re-appointed Mr. Azim H. Premji, as Chairman and Managing Director (designated as "Chairman") of the Company for a further period of two years with effect from July 31, 2011 to July 30, 2013 subject to the approval of the shareholders at this Annual General Meeting.

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

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

- i. Salary: Rs. 2,50,000/- per month (Rs.3,000,000 per annum) which is eligible for revision on a date to be determined by the Compensation Committee.
- ii. Special Allowance: Rs. 1,10,000/- per month (Rs.1,320,000 per annum)
- iii. Commission: The following commission will be calculated and payable every quarter on the quarterly net profits of the Company computed in accordance with Section 198 read with Section 349 of the Companies Act, 1956. The Commission payable on a quarterly basis shall be adjusted for the relative performance of the Company as per method approved by the Compensation Committee.

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

Period	Commission
July 31, 2011 to July 30, 2013	Not exceeding 0.3% of the incremental net profits of the Company over previous year

iv. Perquisites :

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

- a. Housing : The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per company policy. In case no accommodation is provided by the Company, the Chairman shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary.
- b. Medical Reimbursement : Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- c. Leave Travel Concession : For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
- d. Club Fees : Fees of clubs, subject to a maximum of three clubs.
- e. Personal Accident Insurance/Group Life Insurance : Premium not to exceed Rs.7,200 per annum.

- f. Provident Fund/Pension : Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- g. Gratuity : Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- h. Use of Car with Driver : The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the chairman for business and personal use.
- i. Telephone facility at residence : Telephone facility shall be provided at the Chairman's residence. All personal long distance calls shall be billed by the Company to the Chairman.
- j. Servant : Reimbursement of servant's salary, subject to a maximum of three servants.
- k. Watchman: Reimbursement of watchman's salary, subject to a maximum of two watchmen.
- l. Gardener : Reimbursement of gardener's salary, subject to a maximum of one gardener.

Other terms and conditions:

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

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

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

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

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

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

Item No.10

Pursuant to the recommendations of the Board Governance and Nomination Committee and authorization by the Board of Directors on January 21, 2011, a severance

package of Rs 70 Million was paid to Mr Girish Paranjpe upon his resignation as Joint CEO (IT Business) and Director with effect from close of business hours on January 31, 2011.

The abstract of modification of the terms of appointment of Joint CEO (IT Business) and Director and Memorandum of Interest pursuant to Section 302 of the Companies Act, 1956 has already been sent to the shareholders.

A copy of the agreement entered into by the Company with Mr Girish S Paranjpe is available for inspection by the members of the Company at its Registered Office between 11.00 am to 1.00 pm except on holidays.

In compliance with the provisions of Section 269 and 309 read with Schedule XIII of the Companies Act, 1956, the modification in terms of appointment and remuneration as specified above, are now placed before the Members at the Annual General Meeting for their approval.

No other director is concerned or interested in these terms and conditions except Mr Girish Paranjpe, former Jt CEO (IT Business) and Director in so far as it relates to his own terms of appointment and severance.

Item No.11

Pursuant to the recommendations of the Board Governance and Nomination Committee and authorization by the Board of Directors on January 21, 2011, a severance package of Rs 70 Million was paid to Mr Suresh Vaswani upon his resignation as Joint CEO (IT Business) and Director with effect from close of business hours on January 31, 2011.

The abstract of modification of the terms of appointment of Joint CEO (IT Business) and Director and Memorandum of Interest pursuant to Section 302 of the Companies Act, 1956 has already been sent to the shareholders.

A copy of the agreement entered into by the Company with Mr Suresh Vaswani is available for inspection by the members of the Company at its Registered Office between 11.00 am to 1.00 pm except on holidays.

In compliance with the provisions of Section 269 and 309 read with Schedule XIII of the Companies Act, 1956, the modification in terms of appointment and remuneration as specified above, are now placed before the Members at the Annual General Meeting for their approval.

No other director is concerned or interested in these terms and conditions except Mr Suresh Vaswani, former Jt CEO (IT Business) and Director in so far as it relates to his own terms of appointment and severance.

Item No. 12

At the Annual General Meeting of the Company held in

July 2006, the members had approved the payment of remuneration by way of commission to non-executive Directors effective April 1, 2007 for a period of five years. The validity of this resolution will expire in July 2011 in terms of Section 309(7) of the Companies Act, 1956. It is therefore, proposed to continue with the existing resolution till its expiry on March 31, 2012 and renew the resolution for a further period of five years with effect from April 1, 2012. The criteria for payment of remuneration shall be as determined by the Compensation Committee/ Board in terms of the Corporate Governance guidelines of the Company.

All the Non Executive Directors are concerned and interested in this resolution as it relates to their payment of remuneration. The Board of Directors commends the resolution for approval of the members.



ATTENDANCE SLIP

Name of the Company : Wipro Limited
 Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560035
 Venue of the Meeting : Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229
 Date : July 19, 2011

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

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

I certify that I am the registered shareholder/proxy for the registered shareholder of the company.
 I hereby record my presence at the 65th ANNUAL GENERAL MEETING of the company held on Tuesday, July 19, 2011 at 4.30pm at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229

*Applicable for investors holding shares in Electronic form

 Signature of Shareholder/Proxy

FORM OF PROXY

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

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

*Applicable for investors holding shares in Electronic form

I/We _____ of _____
 being a member/members of Wipro Limited, hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 65th Annual General Meeting of the Company to be held on July 19, 2011 at 4.30 pm and at any adjournment thereof.

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

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

Sl. No.	Resolution	For	Against
1	Adoption of Report and Accounts as at March 31, 2011		
2	Confirmation of payment of Interim Dividend on Equity Shares and Declaration of Final Dividend on equity shares		
3	Re-appointment of Mr Suresh C Senapaty as Director		
4	Re-appointment of Mr William Arthur Owens as Director		
5	Re-appointment of Mr B C Prabhakar as Director		
6	Re-appointment of Statutory Auditors - M/s BSR Co.		
7	Appointment of Mr.M.K.Sharma as Director		
8	Appointment of Mr.T.K.Kurien as Director		
9	Re-appointment of Mr. Azim H Premji as Chairman and Managing Director		
10	Modification of the terms of appointment and payment of remuneration to Mr. Girish S Paranjpe		
11	Modification of the terms of appointment and payment of remuneration to Mr. Suresh Vaswani		
12	Payment of remuneration by way of commission to Non-Executive Director		

** This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

Signed this _____ day of _____ 2011.

Affix one Rupee Revenue Stamp
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Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

