



NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Sixth 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 Monday, July 23, 2012 at 4.00 pm to transact the following businesses:

ORDINARY BUSINESS

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2012, 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 Dr Jagdish N Sheth who retires by rotation and being eligible, offers himself for reappointment.
4. Appoint a Director in place of Dr Henning Kagermann who retires by rotation and being eligible, offers himself for re-appointment.
5. Appoint a Director in place of Mr Shyam Saran 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

Amendment to Articles of Association of the Company

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

RESOLVED THAT following clauses of Articles of Association of Wipro Limited be amended as follows-

RESOLVED THAT the following para be added at the end of existing Article 103-

For the purpose of quorum, at any General Meeting participation by members in a General Meeting through video conferencing or teleconferencing or through any other electronic or other media shall also be considered as valid as permitted by applicable laws from time to time."

RESOLVED THAT the following para be added at the end of existing Article no. 106

The Chairman be permitted holding the position of both the Chairman of the General Meeting as well as Managing Director/ CEO/ equivalent position thereof in the Company as per the recommendations of the Board Governance and Nomination Committee and approved by the Board of Directors and as permitted by applicable laws from time to time.

RESOLVED THAT the following para be added at the end of both the existing Article Nos. 111 (1) and 112 (4)

Such voting in a General Meeting or by postal ballot shall also include electronic voting in a General meeting or Postal ballot as permitted by applicable laws from time to time.

RESOLVED THAT the following para be added at the end of both the existing articles- Article 193 and Article 195-

For the purpose of quorum participation of Directors through video conferencing or teleconferencing or through any other electronic or other media shall also be considered as valid as permitted by applicable laws from time to time;

RESOLVED THAT the following para be added at the end of existing Article no 200.

The Chairman be permitted holding the position of both the Chairman of the Meeting of Board of Directors as well as the position of Managing Director/ CEO/ equivalent position thereof in the Company as per

the recommendations of the Board Governance and Nomination Committee and approved by the Board of Directors and as permitted by applicable laws 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 15, 2012

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 to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting we request you to please bring your folio number / demat account number/ DP ID- Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
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, 2012. The Register of Members of the Company will remain closed from July 01, 2012 to July 23, 2012, (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, 2012, when declared at the meeting, will be paid on July 25, 2012 :
 - 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, 2012.
 - 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, 2012.
7. As per RBI notification, with effect from October 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks pursuant to implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transaction.

In this regard, shareholders holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by your bank,(after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
8. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. 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, in case of such demat shares.
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, 2012 to our Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, Karvy House, Unit : Wipro Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.

- 10 Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
- 11 Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The change in the residential status on return to India for permanent settlement
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
- 12 The certificate from the Auditors of the Company for Wipro Employee Stock Option Plan 1999, Wipro Employee Stock

Option Plan 2000, ADS Stock Option Plan 2000, Wipro Employee Restricted Stock Unit Plan 2004, ADS Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2005 and Wipro Employee Restricted Stock Unit Plan 2007 in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 will be available for inspection at the Annual General Meeting.

- 13 Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (Karvy Computershare Pvt. Ltd.). Members are requested to note that dividends not encashed or claimed within seven years and 30 days from the date of declaration of the Dividend, will, as per Section 205A (5) read with Section 205C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund of Government of India. In view of this, members are advised to send all the unencashed dividend warrants pertaining to these years to our Registrars for revalidation and encash them before the due dates.

Information in respect of such unclaimed Dividend when due for transfer to the Investor Education and Protection Fund of Government of India are given below including the unclaimed amount since 2004-05 as of May 31, 2012:

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Unclaimed Amount (Rs) as on May 31, 2012	Due date for transfer to Investor Education and Protection Fund
2004-2005	21-Jul-05	20-Jul-12	1,104,970	19-Aug-12
2005-2006	18-Jul-06	17-Jul-13	2,994,210	16-Aug-13
2006-2007 (Interim Dividend)	23-Mar-07	22-Mar-14	2,030,720	21-Apr-14
2006-2007 (Final Dividend)	18-Jul-07	17-Jul-14	1,039,601	16-Aug-14
2007-2008 (Interim Dividend)	19-Oct-07	18-Oct-14	2,504,444	17-Nov-14
2007-2008 (Final Dividend)	17-Jul-08	16-Jul-15	2,567,528	15-Aug-15
2008-2009 (Final Dividend)	21-Jul-09	20-Jul-16	2,102,160	19-Aug-16
2009-10 (Final Dividend)	22-Jul-10	21-Jul-17	1,902,462	20-Aug-17
2010-11 (Interim Dividend)	21-Jan-11	20-Jan-18	1,359,426	19-Feb-18
2010-11 (Final Dividend)	21-Jul-11	20-Jul-18	2,725,220	19-Aug-18
2011-12 (Interim Dividend)	24-Jan-12	23-Jan-19	1,408,564	22-Feb-19

- 14 As per the provisions of the Companies Act, 1956, the facility for making nominations is now available to Individuals holding shares of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
- 15 The Statutory Register under the Companies Act, 1956 (Register under Section 307 and Section 301 of the Companies Act, 1956) is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays and will be made available at the venue of the meeting.
16. The securities and exchange board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /RTAs for registration of such transfer of shares.

17. Web based Query Redressal System;

Members may utilize this new 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. Investors could also send their queries to Karvy Computershare by

post/e-mail to the following address

Karvy Computershare Private Limited,
Karvy House, Plot No. 17-24, Vittal Rao Nagar,
Madhapur, Hyderabad - 500 081

Shareholders can also send e-mail to the designated e-mail id: einward.ris@karvy.com.

18. Please refer to Annual Report for more details about the Company's performance etc.
19. Company will be disclosing to the Stock Exchanges, as per Clause 35A of Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.

Annexure A

Details of Directors as on March 31, 2012 seeking re-appointment at the Annual General Meeting scheduled to be held on July 23, 2012.

(Pursuant to Clause 49 (IV)(E) and 49(IV)(G)(i) of the Listing Agreement)

Name of Director	Dr Jagdish N Sheth	Dr Henning Kagermann	Mr Shyam Saran
Date of birth	3.9.1938	12.7.1947	4.9.1946
Date of appointment	1.1.1999	27.10.2009	1.7.2010
Relationship with Directors	None	None	None
Expertise in specific functional area	Rich experience in Marketing	Wide management experience	Foreign and Security Policy, Climate Change and Renewable energy
Qualification	Master of Business Administration, B. Com (Hons) and Ph.D. in behavioural sciences from the Pittsburgh University	Doctorate in Theoretical Physics, TU Braunschweig, Germany and Honorary Doctorate from the University of Magdeburg, Germany	Post Graduate degree in Economics
Board membership of other companies as on March 31, 2012	Safari Industries (India) Limited Manipal AcuNova Academy of Indian Marketing Professionals	Duetsche Post/DHL, Nokia, Duetsche Bank AG, Munich Re, BMW	Indian Oil Corporation Limited
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2012	Nil	Nil	Nil
Chairman/member of the Committee of Directors of other companies in which he is a director as on March 31, 2012			
a. Audit Committee		Munich Re	Nil
b. Shareholders' Grievance Committee		Nil	Nil
c. Board Governance and Nomination Committee		Nil	Nil
d. Compensation Committee	Safari Industries (India) Limited		
e. Other Committees	Nil	Personnel Committee – Nokia Risk Committee – Duetsche Bank AG	Nil
Number of shares held in the Company as on March 31, 2012	Nil	Nil	Nil

Annexure B

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

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following explanatory statement sets out all the material facts relating to the item of Special Business mentioned under item No. 7 of the Notice dated June 15, 2012 and the same should be taken as forming part of the Notice.

Item No.7

Amendment of Articles of Association of the Company

Pursuant to changes proposed in the Companies Bill, 2011 various enabling provisions are sought to be introduced in the Articles of Association of the Company to permit the Company to adopt such practices. Following amendments have been proposed in the Articles of Association of the Company.

- a. Article no. 103 amendment for conducting General meetings through video conferencing or tele conferencing and through any other electronic or other media as permitted by law.
- b. Article nos. 111 and 112 amendment to permit voting by shareholders through electronic or other media as permitted by law.
- c. Article nos. 193 and 195 amendment for determining quorum of Directors participating in Board/Committee meetings through video conferencing or tele conferencing and through any other electronic or other media as permitted by law.
- d. Article nos. 106 and 200 amendment to permit holding the position of Chairman and CEO/ Managing Director or equivalent position by the same person, as per the recommendations of the Board Governance and Nomination Committee and approved by the Board of Directors and as permitted by applicable laws from time to time.



Name of the Company : Wipro Limited
 Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560035
 Venue of the Meeting : Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229
 Date & time : July 23, 2012 at 4.00 pm

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

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

I certify that I am the registered shareholder/proxy for the registered shareholder of the company.
 I hereby record my presence at the 66th ANNUAL GENERAL MEETING of the company held on Monday, July23, 2012 at 4.00pm at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229

*Applicable for investors holding shares in Electronic form

Signature of Shareholder/Proxy

FORM OF PROXY

Name of the Company : Wipro Limited
 Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560035
 Venue of the Meeting : Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No 72, Keonics Electronic City, Hosur Road, Bangalore 561229
 Date & time : July 23, 2012 at 4.00 pm

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 66th Annual General Meeting of the Company to be held on July 23, 2012 at 4.00 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, 2012		
2	Confirmation of payment of Interim Dividend on Equity Shares and Declaration of Final Dividend on equity shares		
3	Re-appointment of Dr Jagdish Sheth as Director		
4	Re-appointment of Dr Henning Kagermann as Director		
5	Re-appointment of Mr Shyam Saran as Director		
6	Re-appointment of Statutory Auditors - M/s BSR Co.		
7	Amendment to Articles of Association		

** 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 _____ 2012.

Affix one
Rupee
Revenue
Stamp

Notes:

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

