



Dear Members,

Invitation to attend the Annual General Meeting on July 18, 2016

You are cordially invited to attend the Seventieth Annual General Meeting of the Company on Monday, July 18, 2016 at 4 p.m. at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opposite Tower 8, No. 72, Keonics, Electronics City, Hosur Road, Bangalore – 561 229, India.

The notice convening the Annual General Meeting is attached herewith.

Your Company will be providing transport facility at 2.30 p.m. on July 18, 2016 from the specified destinations given below to reach the venue comfortably.

1. Corporation Circle Bus Stop, Towards Kasturba Road, Bangalore.
2. Dr. Rajkumar Road at the entrance of Raghavendra Temple, Rajaji Nagar, Bangalore
3. Near Big Bazar, Malleswaram Circle, Bangalore.
4. BDA Complex, Koramangala Main Road, Bangalore.
5. Jayanagar 4th Block police station, Bangalore (buses will be parked facing towards outer ring road)

Those of who wish to avail of this facility are requested to get confirmation to this effect at the following numbers: 080-28440011 (Extn: 226128, Extn: 228053) (Contact : Corporate Secretarial Team)

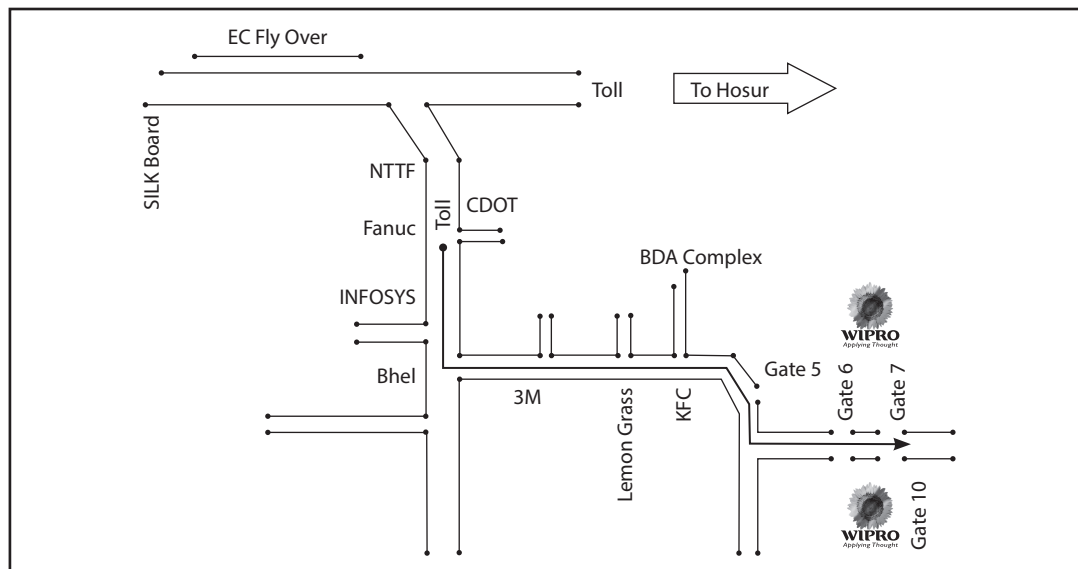
You may also send your request by fax at 080-28440051 or email to chaitanya.s09@wipro.com or shubhanshi.jain1@wipro.com Your requests must reach us latest by July 11, 2016.

Yours truly,

Azim H Premji
Chairman
Wipro Limited

Place: Bangalore
June 3, 2016

ROUTE MAP TO THE VENUE





WIPRO LIMITED, Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035, Telephone : +91 80 28440011, Fax No. +91 80 28440051, Website : www.wipro.com, Email: info@wipro.com, CIN: L32102KA1945PLC020800

NOTICE TO MEMBERS

Notice is hereby given that the Seventieth 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 18, 2016 at 4.00 pm to transact the following businesses:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2016, together with the Reports of the Directors and Auditors thereon.**
- 2. To confirm the payment of Interim Dividend of ₹ 5 per equity share and declare a Final Dividend of ₹ 1 per equity share for the financial year 2015-16.**
- 3. To consider appointment of a Director in place of Mr Rishad A Premji (DIN 02983899) who retires by rotation and being eligible, offers himself for re-appointment.**
- 4. To consider and approve appointment of Auditors and to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, consent of the Members of the Company be and is hereby accorded to re-appoint M/s. BSR & Co LLP (Registration Number 101248W/W-100022 with the Institute of Chartered Accountants of India) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company for audit of financial statements for the financial year 2016-17, at a remuneration to be decided by the Audit, Risk and Compliance Committee of the Board of Directors ("Committee") in consultation with the Auditors. The remuneration may be paid on a progressive billing basis to be agreed between the Committee or such other officers of the Company as may be approved by the Committee.

SPECIAL BUSINESS

- 5. Appointment of Dr. Patrick J Ennis (DIN 07463299) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Dr. Patrick J Ennis (DIN 07463299) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective April 1, 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Patrick J Ennis (DIN 07463299) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2016 to March 31, 2021 and the term shall not be subject to retirement by rotation.

- 6. Appointment of Mr. Patrick Dupuis (DIN 07480046) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr Patrick Dupuis (DIN 07480046) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective April 1, 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161

of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Patrick Dupuis (07480046) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2016 to March 31, 2021 and the term shall not be subject to retirement by rotation.

7. Re-appointment of Mr. N Vaghul (DIN 00002014) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. N Vaghul (DIN 00002014), Independent Director of the Company whose period of office is liable to expire on July 31, 2016, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from August 1, 2016, to July 31, 2019 and the term shall not be subject to retirement by rotation.

8. Re-appointment of Dr. Ashok S Ganguly (DIN 00010812) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Ashok S Ganguly (DIN 00010812), Independent Director of the Company whose period of office is liable to expire on July 31, 2016, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing

his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from August 1, 2016, to July 31, 2019 and the term shall not be subject to retirement by rotation.

9. Re-appointment of Mr. M K Sharma (DIN 00327684), as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT Mr. M. K. Sharma (DIN 00327684), Independent Director whose term of office ceases on June 30, 2016 and whose appointment as Additional Director with effect from July 1, 2016 has been approved by the Board pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M K Sharma (DIN 00327684), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from July 1, 2016, to June 30, 2021 and the term shall not be subject to retirement by rotation.

10. Re-appointment of Mr. T K Kurien (DIN 03009368) as an Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, consent of the

members of the Company be and is hereby accorded to re-appoint Mr. T K Kurien (DIN 03009368) as Executive Director of the Company (designated as Executive Vice Chairman) to hold office with effect from February 1, 2016 to March 31, 2017 on the terms and conditions and the remuneration payable with effect from February 1, 2016 as follows:

Remuneration:

- a. **Basic Pay:** ₹ 1,770,833 per month.
- b. **Wipro Benefits Plans & Allowances:** Wipro Benefit Plan & Allowances of ₹ 1,595,021 per month. Wipro Benefits Plan (“WBP”) is a basket of various allowances/ reimbursements like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc. which one can plan as per the Company policy.
- c. **Target Variable Pay:** Mr. T K Kurien will be eligible to receive target variable pay of ₹ 3,187,500 per month. The variable pay program may be changed or modified in part or full thereof from time to time, at the sole discretion of the Company.
- d. **Stock compensation:** Grant of Restricted Stock units, Employee Stock Options and other stock based compensation as may be decided by the recommendation of the Board Governance, Nomination and Compensation Committee (“Committee”) from time to time and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors based on the recommendation of the Committee, from time to time.
- e. **Retirals:** ₹ 522,396 per month which includes contribution to Provident Fund, Pension Fund and Survivor Benefit as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. 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 Limited.

Other Perquisites and Benefits

- f. **Furniture & Equipment Program:** As per Company policy.
- g. **Corporate Club Fees:** Fees of 2 identified clubs as per entitlement.
- h. **Personal Accident Insurance, Group Life Insurance:** Personal accident insurance cover and Group Life Insurance cover is as per the Company policy.
- i. **Medical:** Reimbursement of self, spouse and dependent children up to maximum of one month's basic as per Company policy. In addition, he will be entitled to medical insurance and annual health checkup as per Company policy.

- j. **Leave with full pay and allowance:** Leave with full pay and allowance as per Company's policy.
- k. **Reimbursement of travel, stay and entertainment expenses:** Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per Company's policy.
- l. **Minimum remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Executive Vice Chairman, 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 under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.
- m. **Separation:** The appointment may be terminated by either party by giving notice to the other party of such termination or paying Salary in lieu of notice period as shown below:

Agreement terminated by Executive Vice Chairman

- 1. If the agreement is terminated by the Executive Vice Chairman on or prior to November 17, 2016, Mr. T K Kurien is required to give prior written notice of three months or such shorter period that ends on November 17, 2016 but a period not less than a month.
- 2. If the agreement is terminated by the Executive Vice Chairman after November 17, 2016, the exit will be in line with retirement policy including vesting of unvested ESOPs/RSUs. Prior notice in such a case should be for at least a month or a shorter period mutually agreed between the Company and the Executive Vice Chairman.

Agreement terminated by the Company

- 1. If the agreement is terminated by the Company on or prior to November 17, 2016, the Company will pay to the Executive Vice Chairman severance pay based on salary for a period of three months. In case of termination by the Company, 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 last date of employment.
- 2. If the agreement is terminated by the Company after November 17, 2016, the exit will be in line with retirement policy including vesting of unvested ESOPs/RSUs. Prior notice in such a case will be for at least a month.

- n. The Executive Vice Chairman shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- o. The Executive Vice Chairman shall be subject to retirement by rotation.

RESOLVED FURTHER THAT that the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Board Governance, Nomination and Compensation Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

11. Appointment of Mr. Abidali Z Neemuchwala (DIN 02478060) as an Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and approval of the Board of Directors of the Company Mr. Abidali Z Neemuchwala (DIN 02478060), who was appointed as an Additional Director of the Company with effect from February 1, 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT that pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint Mr. Abidali Z Neemuchwala (DIN 02478060) as Chief Executive Officer and Executive Director to hold office from February 1, 2016 to January 31, 2021, subject to the approval of the Central Government as may be required and on the terms and conditions and on the remuneration payable with effect from February 1, 2016 as follows:

Remuneration:

- a. **Basic Pay:** In the range of USD 66,667 per month to USD 100,000 per month.
- b. **Target Variable Pay:** Mr Abidali Z Neemuchwala will be eligible to receive target variable pay in the range of USD 41,667 per month to USD 83,333 per month. The variable pay program may be changed or modified in part or full thereof from time to time, at the sole discretion of the Company.
- c. **Stock compensation:** 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.

Other Perquisites and Benefits

- d. **Personal Accident Insurance, Group Life Insurance:** Personal accident insurance cover and Group Life Insurance cover is as per the Company policy.
- e. **Medical:** Reimbursement of medical expenses for self, spouse and dependent children up to maximum of one month's basic as per the Company policy. In addition, he will be entitled to medical insurance and annual health checkup as per Company policy.
- f. **Leave with full pay and allowance:** Leave with full pay and allowance as per Company's policy.
- g. **Reimbursement of travel, stay and entertainment expenses:** Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per Company's policy.
- h. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Chief Executive Officer, 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 under Section II of Part II of Schedule V to the Companies Act, 2013.
- i. **Separation:** The appointment may be terminated by either party by giving notice to the other party of such termination or paying Salary in lieu of notice period as shown below:
 - If the agreement is terminated by the Chief Executive Officer, Mr. Abidali Z Neemuchwala is required to give prior written notice of six months to the Company or pay to the Company six months' base pay in lieu of the notice.
 - If the agreement is terminated by the Company, the Company is required to pay to the Chief Executive Officer severance pay equivalent of 12 months' base pay.
- j. The Chief Executive Officer shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- k. The Chief Executive Officer shall be subject to retirement by rotation.

RESOLVED FURTHER THAT that the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration

based on the recommendation of the Board Governance, Nomination and Compensation Committee subject of the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

12. Revision in the payment of remuneration to Mr. Rishad A Premji (DIN 02983899) as an Executive Director and Chief Strategy Officer of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

RESOLVED FURTHER THAT that pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Rishad A Premji, (DIN 02983899) as Executive Director and Chief Strategy Officer of the Company, with effect from April 1, 2016, as follows:

Remuneration:

- a. **Fixed Salary:** In the range of ₹ 1.3 crores per annum to ₹ 3 crores per annum. The fixed salary can be paid as basic salary and various allowances under Wipro Benefits Plans & Allowances ("WBP") which is a basket of various allowances/ reimbursements, like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc. which one can plan as per the Company policy. The Fixed salary also included contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. For the purpose of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Rishad Premji will be considered as continuous service from the date of his joining Wipro Ltd.
- b. **Target Variable Pay:** Mr. Rishad A Premji will be eligible to receive target variable pay of ₹ 70 lakhs per annum to ₹ 7 crores per annum. The variable pay program may be changed or modified in part or full thereof from time to time, at the sole discretion of the Company.

Other Perquisites and Benefits

- c. **Furniture & Equipment Program:** As per Company policy.

- d. **Corporate Club Fees:** Fees of 2 identified clubs as per entitlement.
- e. **Personal Accident Insurance, Group Life Insurance:** Personal accident cover and group life insurance cover is as per the Company policy.
- f. **Medical:** Reimbursement of self, spouse and dependent children up to maximum of one month's basic as per the Company policy. In addition, he will be entitled to medical insurance and annual health checkup as per Company policy.
- g. **Leave with full pay and allowance:** Leave with full pay and allowance as per Company's policy.
- h. **Reimbursement of travel, stay and entertainment expenses:** Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per Company's policy
- i. **Minimum remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Executive Director, 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 under Section II of Part II of Schedule V to the Companies Act, 2013.
- j. **Sitting Fee:** The Executive Director shall not be entitled to Sitting Fees for attending the meetings of the Board of Directors or Committees thereof.
- k. The other terms and conditions of his appointment remain unchanged

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Board Governance, Nomination and Compensation Committee subject of the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

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

Date: June 3, 2016
Place: Bangalore

M Sanaulla Khan
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE, THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THAT A PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. 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.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer books will remain closed on July 13, 2016 and July 14, 2016. The final dividend as recommended by the Board of Directors, if declared at the meeting, will be paid on July 22, 2016.
8. Shareholders holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by their bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP).
9. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
10. 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 to our Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, 31-32, Unit : Wipro Limited, Financial District, Nanakramguda, Gachibowli, Hyderabad 500 032.
11. 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. Members are requested to use the new Share Transfer Form SH-4 for this purpose.
12. Non-resident Indian shareholders are requested to inform about the following immediately 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.
13. The certificate from the Auditors relating to the Company's Stock Options/ Restricted Stock Units Plans under SEBI (Share Based Employee Benefits), Regulations 2014 will be available for inspection at the Annual General Meeting.
14. 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 Private Limited) for revalidation and encash them before the due dates. The details of such unclaimed dividends are available on the Company's website at www.wipro.com. Members are requested to note that the dividend remaining unclaimed for a period of seven years from the date of transfer to the Companies Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund.
15. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 22, 2015 (date of last Annual General Meeting) on the website of the Company (www.wipro.com/investors), as also on the website of the Ministry of Corporate Affairs.

16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
 17. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
 18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
 19. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
 20. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to Members to exercise their right to vote by electronic means. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on July 18, 2016.
 21. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The Company has appointed Mr. V Sreedharan, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
22. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on July 18, 2016 are provided in Annexure A of this Notice. The Company has received the consents / declarations for their appointments / re-appointments under the Companies Act, 2013 and the rules thereunder.
 23. **National ECS Facility**
Payment of Dividends through Electronic mode:
Securities and Exchange Board of India (SEBI) has vide Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 directed that Listed Companies shall mandatorily make all payments to Investors, including Dividend to shareholders, by using any Reserve Bank of India (RBI) approved electronic mode of payments Viz. ECS, LECS (Local ECS), RECS (Regional ECS), NECS (National ECS), NEFT etc.
 - a) The Company will use the bank details available with Depository Participant for electronic credit of Dividend.
 - b) In order to receive the dividend without loss of time, all the eligible shareholders holding shares in demat mode are requested to update with their respective Depository Participants before July 18, 2016 their correct Bank Account Number, including 9 digit MICR Code and 11 digit IFSC Code, E-mail ID and mobile No(s).

Shareholders holding shares in physical form may communicate details relating to their Bank Account, 9 digit MICR Code and 11 digit IFSC Code, E-mail ID and mobile No(s) to the Registrar and Share Transfer Agents Viz. Karvy Computershare Private Limited, having address at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, before July 18, 2016 by quoting the reference folio number and attaching a photocopy of the Cheque leaf of their Active Bank account and a self-attested copy of the their PAN card.

In case dividend payment by electronic mode is returned or rejected by the corresponding bank due to certain reasons, the Bank will issue a dividend warrant and print the bank account details available on its records on the said dividend warrant to avoid fraudulent encashment of the warrants.
 24. The route map to reach the venue of the Annual General Meeting is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No. 4

Though not statutorily required, the following is being provided as additional information to the members.

M/s. BSR & Co. (Registration Number 101248W/W-100022 with the Institute of Chartered Accountants of India), Chartered Accountants, were appointed as the statutory auditors of the Company for the financial year 2015-16 at the Annual General Meeting held on July 22, 2015. M/s. BSR & Co. LLP is proposed to be re-appointed for one more year as statutory auditors from the conclusion of this Annual General Meeting till the next Annual General Meeting for audit of financial statements for the financial year 2016-17. As per section 139(1) of the Companies Act, 2013, a transition period of three years from the commencement of the Companies Act, 2013 is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years with the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4. The Board of Directors recommend the resolution at Item No. 4 for approval of the members.

Item Nos. 5 and 6

The Board of Directors vide its resolutions dated March 11, 2016, and March 29, 2016 appointed Dr. Patrick J Ennis and Mr. Patrick Dupuis respectively as Additional Directors of the Company in the capacity of Independent Directors with effect from April 1, 2016 pursuant to Section 161 of the Companies Act read with the Article 164 of Articles of Association of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of ₹ 1 Lakh each proposing the candidature of Dr. Patrick J Ennis and Mr. Patrick Dupuis for appointment as Independent Directors as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Dr. Patrick Ennis and Mr. Patrick Dupuis have given declarations to the Board of Directors of the Company that they met the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of ₹ 1 Lakh each proposing the candidature of Dr. Patrick J Ennis and Mr. Patrick Dupuis to be

re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

Except Dr. Patrick J Ennis and Mr. Patrick Dupuis, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 5 and 6. The Board of Directors recommend the resolutions at Item No. 5 and 6 for approval of the Members.

Item Nos. 7 to 9

Mr. N Vaghul and Dr. Ashok S Ganguly are Independent Directors of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the Annual General Meeting held on July 23, 2014. As per the said resolutions, the term of appointment of both these Independent Directors expire on July 31, 2016.

Mr. M K Sharma is an Independent Director of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through a resolution passed at the Annual General Meeting held on July 23, 2014. As per the said resolution, the term of appointment of Mr. M K Sharma expires on June 30, 2016.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on April 20, 2016 approving appointment of Mr. N Vaghul, Dr. Ashok S Ganguly as Independent Directors for a second term of up to July 31, 2019 and Mr. M K Sharma as Independent Director for a second term of up to June 30, 2021, based on skills, experience, knowledge and performance evaluation. The re-appointments are subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolutions.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Board of Directors recommend the resolutions at Item Nos. 7 to 9 for approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of ₹ 1 Lakh each proposing the candidature of Mr. N Vaghul, Dr. Ashok Ganguly and Mr. M K Sharma to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

Except Mr. N Vaghul, Dr. Ashok S Ganguly and Mr. M K Sharma, being appointees, or their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item Nos. 7 to 9.

Item No. 10

Mr. T K Kurien was appointed as the Chief Executive Officer and Executive Director by the Members of the Company at the Annual General Meeting of the Company held in July 2011, to hold office up to January 31, 2016. In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on January 4, 2016 approving re-appointment of Mr. T K Kurien, Executive Director designated as Executive Vice Chairman of the Company with effect from February 1, 2016 to March 31, 2017. The Committee considered the significant contributions made by Mr. T K Kurien, over the last five years as CEO and Executive Director and thereby recommended to the Board elevation of Mr. T K Kurien as Executive Vice Chairman.

The re-appointment is subject to the approval of the Members at this Annual General Meeting. The terms and conditions of the re-appointment and remuneration payable to Mr. T K Kurien are provided in the resolution referred in Item No. 10.

The Board of Directors recommend the resolution at Item No. 10 for approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from a member along with a deposit of ₹ 1 Lakh proposing the candidature of Mr. T K Kurien for re-appointment as per the provisions of the Companies Act, 2013.

Upon approval by the Members, a separate agreement to give effect to the terms and conditions of appointment and remuneration payable will be executed by and between the Company and Mr. T K Kurien.

Except Mr. T K Kurien, being an appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 10.

Item No. 11

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution at their meeting held on January 4, 2016 approving appointment of Mr. Abidali Z Neemuchwala as an Additional Director on the Board of the Company with effect from February 1, 2016 to January 31, 2021 (designated as Chief Executive Officer and Executive Director) in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law.

Mr. Abidali Z Neemuchwala shall hold office up to the date of the Annual General Meeting to be held on July 18, 2016 and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting.

Approval of the Members is required by way of an Ordinary

Resolution for appointment and payment of remuneration to Mr. Abidali Z Neemuchwala.

The terms and conditions of the appointment and remuneration payable to Mr. Abidali Z Neemuchwala are provided in the resolution referred in Item No. 11.

The Board of Directors recommend the resolution at Item No. 11 for approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of ₹ 1 Lakh proposing the candidature of Mr. Abidali Z Neemuchwala to be appointed as per the provisions of the Companies Act, 2013.

Upon approval by the Members, a separate agreement to give effect to the terms and conditions of appointment and remuneration payable will be executed by and between the Company and Mr. Abidali Z Neemuchwala.

Except Mr. Abidali Z Neemuchwala, being an appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 11.

Item No. 12

Mr. Rishad A Premji was appointed as an Executive Director and Chief Strategy Officer of the Company with effect from May 1, 2015 to hold office for a term up to April 30, 2020. The said appointment and payment of remuneration was approved by the Shareholders at the Annual General Meeting held in July 2015.

Pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution at their meeting held on April 20, 2016 approving revision in payment of remuneration to Mr. Rishad A Premji, with effect from April 1, 2016, in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013.

Approval of the Members is required by way of an Ordinary Resolution for revision in payment of remuneration.

The details of revised remuneration payable to Mr. Rishad A Premji is provided in the resolution referred in Item No. 12.

The Board of Directors recommend the resolution at Item No. 12 for approval of the Members of the Company.

Except Mr. Azim H Premji, Executive Chairman, Mr. Rishad A Premji or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 12.

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

Date: June 3, 2016
Place: Bangalore

M Sanaula Khan
Company Secretary

Annexure A

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on July 18, 2016 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

Name of the Director	N Vaghul	Ashok S Ganguly	T K Kurien	M K Sharma	Abidali Z Neemuchwala	Patrick J Ennis	Patrick Dupuis	Rishad Azim Premji
Date of Birth Age	04.08.1936 79 years	28.07.1935 80 years	17.11.1958 57 years	04.05.1947 69 years	08.12.1967 48 years	12.09.1963 52 years	01.01.1963 53 years	09.01.1977 39 years
Date of Appointment	09.06.1997	01.01.1999	01.02.2011	01.07.2011	01.02.2016	01.04.2016	01.04.2016	01.05.2015
Relationship with Directors and Key Managerial Personnel	None	None	None	None	None	None	None	Relative (Son) of Mr. Azim H Premji
Expertise in specific functional area	Finance, Banking and wide management experience	Sales, marketing, Strategy and wide management experience	Finance, Sales and wide management experience	HR, Legal & Secretarial, Corporate Affairs and wide management experience	Technology, Sales, Operations and Consulting	Scientist, engineer, businessman and venture capitalist	Finance and Business Process Excellence	Economics, Finance & wide management experience
Qualification	B.Com (Hons.) in Commerce	B.Sc.(Hons), MS & PhD	Chartered Accountant	BA, Bachelors of Law, Post Graduate Diploma in Personnel Management, Diploma in Labour Laws	Master's Degree in Industrial Management and Bachelor's Degree in Electronics and Communication	PhD and MS in Physics, MBA, BS in Mathematics and Physics	Graduated from the Ecole De Management De Lyon, France	BA in Economics, MBA
Board Membership of other listed companies as on March 31, 2016	Mahindra & Mahindra Ltd. Piramal Enterprises Ltd. Apollo Hospitals Enterprise Ltd.	Dr. Reddy's Laboratories Ltd.	-	Asian Paints Ltd. Blue Star Ltd. United Spirits Ltd. ICICI Bank Ltd.	-	-	-	-
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2016								
a) Audit Committee	Piramal Enterprises Ltd.	-	-	Asian Paints Ltd. Blue Star Ltd. United Spirits Ltd.	-	-	-	-
b) Shareholders' Grievance Committee	-	-	-	-	-	-	-	-
c) Board Governance and Nomination Committee	Apollo Hospitals Enterprise Ltd.	Dr. Reddy's Laboratories Ltd.	-	Asian Paints Ltd ICICI Bank Ltd.	-	-	-	-
d) Compensation Committee	Piramal Enterprises Ltd.	Dr. Reddy's Laboratories Limited	-	Asian Paints Ltd.	-	-	-	-
e) Other Committee	Investment Committee of Apollo Hospitals Enterprise Ltd.	Science, Technology and Operations Committee of Dr. Reddy's Laboratories Limited	-	Risk Management Committee of Asian Paints Ltd. Risk Committee of ICICI Bank Ltd.	-	-	-	-
Number of shares held in the Company as on March 31, 2016	-	1,867	215,659	-	-	-	-	686,666*

Note:

- Detailed profiles of the above Directors are given as part of the Annual Report. The Directorships, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed and number of Board meetings attended by them during the year 2015-16 are provided in the Corporate Governance Report.
- The proposal for appointment/re-appointment and revision in terms of remuneration of Directors has been approved by the Board pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.

* The shares are held by Mr. Rishad Azim Premji jointly with Mr. Azim H Premji.



WIPRO LIMITED, Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035, Telephone : +91 80 28440011, Fax No. +91 80 28440051, Website : www.wipro.com, Email: info@wipro.com, CIN No.L32102KA1945PLC020800

ATTENDANCE SLIP

Venue of the meeting : **Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics Electronics City, Hosur Road, Bangalore 561229.**
Day, Date & Time : **Monday, July 18, 2016 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	

*Applicable for investors holding shares in Electronic form.

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

I hereby record my presence at the 70th Annual General Meeting of the Company on Monday, July 18, 2016 at 4.00 pm at Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics Electronics City, Hosur Road, Bangalore 561229.

Signature of Member / Proxy

Notes:

1. Electronic copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.



WIPRO LIMITED, Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035, Telephone : +91 80 28440011, Fax No.+91 80 28440051, Website : www.wipro.com, Email: info@wipro.com, CIN No.L32102KA1945PLC020800

Form No. MGT 11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Venue of the meeting : **Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics Electronics City, Hosur Road, Bangalore 561229.**
 Day, Date & Time : **Monday, July 18, 2016 at 4.00 pm**

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

Name of member(s)	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	

*Applicable for investors holding shares in Electronic form.

I/We _____ of _____ being the member/members of Wipro Limited hereby appoint the following as my/our Proxy to attend vote on a poll (for me/us and on my/our behalf at the 70th Annual General Meeting of the Company, to be held on July 18, 2016 at 04:00 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

- Name _____ Registered address _____
 Email id _____ Signature _____
 or failing him/her
- Name _____ Registered address _____
 Email id _____ Signature _____
 or failing him/her
- Name _____ Registered address _____
 Email id _____ Signature _____

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

Sl.No.	Resolution	Number of shares held	For	Against
Ordinary Business				
1.	Consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2016, together with the Reports of the Directors and Auditors thereon			
2.	Confirmation of interim dividend paid during the year 2015-16 and declaration of final dividend for 2015-16 on equity shares			
3.	Re-appointment of Mr Rishad A Premji (DIN 02983899), Director who retires by rotation			
4.	Re-appointment of M/s BSR & Co. LLP, Chartered Accountants (Registration Number 101248W/W-100022 with the Institute of Chartered Accountants of India), as Auditors			
Special Business				
5.	Appointment of Dr. Patrick J Ennis (DIN 07463299) as an Independent Director of the Company			
6.	Appointment of Mr. Patrick Dupuis (DIN 07480046) as an Independent Director of the Company			
7.	Re-appointment of Mr. N Vaghul (DIN 00002014) as an Independent Director of the Company			
8.	Re-appointment of Dr. Ashok S Ganguly (DIN 00010812) as an Independent Director of the Company			
9.	Re-appointment of Mr. M K Sharma (DIN 00327684) as an Independent Director of the Company			
10.	Re-appointment of Mr. T K Kurien (DIN 03009368) as an Executive Director of the Company			
11.	Appointment of Mr. Abidali Z Neemuchwala (DIN 02478060) as an Executive Director of the Company			
12.	Revision in the payment of remuneration to Mr. Rishad A Premji (DIN 02983899) Executive Director and Chief Strategy Officer of the Company			

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

Signature (s) of Member(s)

1. _____ 2. _____

Signed this _____ day of _____ 2016.

Affix one
Rupe
Revenue
Stamp

Notes:

- 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.
- A Proxy need not be a member of the Company.
- 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.

