

CERTIFIED TRUE EXTRACT OF MINUTES OF THE 69th ANNUAL GENERAL MEETING OF WIPRO LIMITED HELD ON JULY 22, 2015 AT 04:00 P.M AT WIPRO'S CAMPUS, CAFETERIA HALL EC-3, GROUND FLOOR, OPP. TOWER 8, NO. 72, KEONICS ELECTRONICS CITY, HOSUR ROAD, BANGALORE- 561229, INDIA.

Directors Present:

- 1) Mr. Azim H Premji Chairman and Managing Director
- 2) Mr. Narayanan Vaghul Director & Chairman of Audit Committee
- 3) Dr. Ashok S Ganguly Director & Chairman of Board Governance, Nomination and Compensation Committee
- 4) Dr. Jagdish N Sheth Director
- 5) Mr. William A Owens Director & Chairman of Strategy Committee
- 6) Mr. M.K Sharma Director & Chairman of Administrative and Shareholder/Investor Grievance Committee
- 7) Mr. Vyomesh Joshi Director
- 8) Ms. Ireena Vittal Director
- 9) Mr. T.K Kurien Chief Executive Officer & Executive Director
- 10) Mr. Rishad A Premji Chief Strategy Officer and Executive Director

In attendance

- Mr. Jatin P Dalal Chief Financial Officer
Mr. M Sanaula Khan Company Secretary
Mr. Supreet Sachdev Partner, BSR & Co. LLP, Statutory Auditor
Mr. V Sreedharan Scrutinizer

Members Present:

- 1) In Person - 295
- 2) By Proxy – 24, representing 1,58,57,06,881 shares

Pursuant to Article 106 of Articles of Association of the Company, Mr. Azim H Premji being the Chairman of the Board took the chair and conducted the proceedings of the Meeting.

The Chairman welcomed the members to the meeting and after ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

The Chairman introduced the Board Members to the Shareholders.

With the permission of the Chair, and Members present, the notice convening the meeting was taken as read.

The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2015, Director's and Auditor's report had been posted/emailed as the case may be, to all the Members and that the original documents along with the statutory registers and Secretarial Auditors' Report were available for inspection. After taking consent of Members, the Chairman further declared that the report of the Directors and the financial statements be taken as read.

The Chairman then requested the Company Secretary to read the Auditors' report to the Members which was accordingly read. Further, there were no remarks, qualifications and observations made by the Secretarial Auditors in their report.

Opening Remarks

Before taking up items of agenda for voting, Chairman dwelt on the business highlights covered as below:

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For WIPRO LIMITED,
M Sanaula Khan
Company Secretary

1. Economy:
The Chairman gave the economic highlights of the US, Europe, Chinese and other new geographies and the state of economy in India.
2. Financials and Dividends
The Chairman discussed the key financial highlights for the year 2014-15 and the dividends declared.
3. Technology Up-gradation
The Chairman explained the emerging trends in recent times and the Company's adoption of the same. He mentioned about significant investment made by the Company to upgrade the skills of its workforce to take advantage of the new business opportunities. He also mentioned the acquisition of Designit in the month of July 2015.

The Chairman appreciated that the year 2015 marks the 70th year of the founding of the Company. In these years, the management has continuously strived to enhance stakeholder value by operating in a sustainable and ethical manner. In the year 2015, the Company was recognized as the "World's Most Ethical Companies®", for the fourth year in succession, by the Ethisphere Institute, an independent center of research promoting best practices in corporate ethics and governance. On the sustainability front, the Company was selected as a member of the Dow Jones Sustainability Index for the 5th time in a row.

The Chairman thanked all stakeholders for their engagement, commitment and continuing support for the past 70 years.

The Chairman then invited clarifications from the members on financial statements. Replies were given by the Chief Financial Officer and the Chairman himself to the queries raised by the shareholders.

The Chairman informed the shareholders, that in terms of Section 108 and 109 of the Companies Act 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Mr. V Sreedharan, Member, Institute of Company Secretaries of India has been appointed as the Scrutiniser for the Poll at this meeting and to report on the combined voting results of e-voting and the Poll for each of the items as per the notice. Further, E-voting facility had been provided to all shareholders to vote electronically as required under the Act and Clause 35B of Listing Agreement. The e-voting was enabled on July 18, 2015 and was disabled on July 21, 2015 at 5 PM.

ORDINARY BUSINESS:

1. Adoption of audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).

The Chairman informed that The Companies Act requires adoption of financial statements for every financial year by the members. Thus, an ordinary resolution was required to be passed by the members. Accordingly, the Chairman took the first item on the agenda and requested for a proposer and seconder on the following resolution:

"RESOLVED THAT, the Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2015 duly audited and the Directors

Report and the Auditors Report thereon be and are hereby approved, considered and adopted.”

Tara M Ramesh, a shareholder proposed the above resolution and the same was seconded by Aureenulla Khan, another shareholder.

2. To confirm the payment of Interim Dividend of Rs 5/- per equity shares and to declare final dividend of Rs 7/- per share on equity shares (Ordinary Resolution).

It was informed by the Chairman that the law requires the confirmation of interim dividend declared by the Board and approval of the final dividend proposed by the Board. Such confirmation is required to proceed the payment of the declared dividend. Hence, an ordinary resolution was required to be passed by the members. Thus the Chairman took the second item on the agenda and requested for a proposer and a seconder for the following resolution:

“RESOLVED FURTHER that the Interim Dividend of Rs 5 per share paid in January, 2015 be and is hereby confirmed and final dividend of Rs 7/- per equity share, be and is hereby approved for payment for the year ended March 31, 2015 to the Members whose names appear in the Register of Members as on closing hours of July 21, 2015.”

A shareholder, Mr Dipak Kumar proposed the above resolution and R Girija Shankar, another shareholder seconded the same.

3. Re-appointment of the retiring Director Mr T K Kurien (DIN 03009368) (Ordinary Resolution).

As per the requirements under the Companies Act, 2013, Mr. TK Kurien retires by rotation and offers himself for re-appointment. Thus the Chairman informed that an ordinary resolution was required to be passed by the members. The Chairman took the next item on the agenda and requested for a proposer and a seconder for the following resolution:

“RESOLVED that Mr. T. K Kurien, Director who retires by rotation at this meeting, in accordance with the section 152 of the Companies Act, 2013 and the Articles of Association and being eligible, offered himself for re-appointment be and is hereby re- appointed as Director subject to retirement by rotation.”

Narayan, a shareholder, proposed the above resolution and D Prabhu, another shareholder seconded the same.

4. Appointment of Statutory Auditors (Regn No.101248W / W-100022) (Ordinary Resolution).

The Chairman further informed that the re-appointment of the auditors from the conclusion of this meeting till the conclusion of the next Annual General Meeting was required as per the requirements under the Companies Act, 2013. Thus the members of the Company had to pass an ordinary resolution to approve this re-appointment. The Chairman took the next item of appointment of BSR & Co LLP (Registration No. 101248W/ W-100022 with ICAI) as Statutory Auditors and requested for a proposer and a seconder for the following resolution:

“RESOLVED that M/s. BSR & Co LLP (Registration Number 101248W /W-100022 with the Institute of Chartered Accountants of India) be and is 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 a remuneration to be decided by the Audit/Risk and Compliance Committee of the Board in consultation with the Auditors, which fee may be

paid on a progressive billing basis to be agreed between the Auditor and the Audit/Risk and Compliance Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.”

A shareholder, Mr Roy proposed the above resolution and another shareholder Ms Priya seconded the same.

The Chairman then vacated the Chair and with the permission of the members, requested Dr. Ashok S Ganguly, Director and Chairman of the Board Governance, Nomination and Compensation Committee took the Chair.

SPECIAL BUSINESS

5. Re-appointment of Mr. Azim H Premji (DIN 00234280), as Executive Chairman and Managing Director of the Company (Special Resolution).

Mr. Azim H Premji was appointed Chairman and Managing Director by the members to hold office upto July 30, 2015 and attained the age of 70 years on July 24, 2015 and hence continuation of his employment as Executive Chairman and Managing Director required the approval of members by way of a special resolution. Dr. Ashok S Ganguly, the Chairman informed the shareholders that the Company had received a request from a shareholder along with a deposit of Rs. 1 Lac proposing the candidature of Mr Azim H Premji for re-appointment as Executive Chairman and Managing Director. Accordingly, the next item on the agenda was taken and the Chairman requested for a proposer and a seconder for the following resolution:

“RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Azim H Premji, as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company with effect from July 31, 2015 to July 30, 2017, 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 is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Azim H Premji.

RESOLVED FURTHER THAT the remuneration payable to Mr. Azim H Premji, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed 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.

R Girija Shankar, a shareholder proposed the above resolution which was seconded by Sharath J Rai, another shareholder.

6. Appointment of Mr. Rishad Azim Premji (DIN 02983899), as Whole-time Director of the Company (Ordinary Resolution)

Mr. Rishad A Premji was appointed as an Additional Director on April 21, 2015 by the Board Governance, Nomination and Compensation Committee the Board of Directors of the Company. Mr. Rishad Premji held office up to the date of the Annual General Meeting i.e. July 22, 2015 and was eligible for election subject to the approval of the shareholders. It was informed by the Chairman that the Company had received a request from a shareholder along with a deposit of Rs. 1 Lac proposing the appointment of Mr Rishad A Premji as an Executive Director. Accordingly, the next item on the agenda was taken and the Chairman requested for a proposer and a seconder for the following resolution:

“RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rishad Azim Premji, as Whole-time Director of the Company with effect from May 01, 2015 to April 30, 2020, 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 is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rishad Azim Premji.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rishad Azim Premji, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed 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.”

A shareholder, Madhusudan Rao P proposed the above resolution and it was seconded by N.R. Gurupuaranna

Dr. Ashok Ganguly then vacated the Chair and with the permission of the Members, Mr. Azim H Premji, Chairman of the Company took the chair once again.

The Chairman requested the shareholders to deposit the poll papers in the poll boxes placed in the meeting hall to give effect to the votes cast by them. The Chairman then declared the proceedings of the meeting as completed and the meeting concluded at 5.45 PM by mentioning that the combined results of the votes cast through e-voting during the period July 18, 2015 to July 21, 2015 and poll taken at the meeting on all resolutions would be uploaded on the Company's website and will be intimated to the Stock Exchanges as per the Listing Agreement. The Chairman thanked to all the shareholders for attending and participating at this meeting.

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For WIPRO LIMITED


M Sanaulia Khan
Company Secretary