



July 24, 2015

The Manager – Listing  
BSE Limited,

The Manager – Listing  
National Stock Exchange of India Ltd.

Dear Sir,

**Sub: Clause 35A of the Listing Agreement – Voting Result**

Ref: BSE Stock code: **507685** and NSE Stock code : **WIPRO**

In accordance with the Clause 35A of the listing agreement, please find enclosed the voting results and Scrutinizer's Report on the resolutions passed at the Annual General Meeting held on July 22, 2015 for your information and records.

Other details regarding the attendance at the Annual General Meeting are provided below;

NAME: **WIPRO LIMITED**

SL	DESCRIPTION					
A	DATE OF AGM					July 22, 2015
B	TOTAL NUMBER OF SHAREHOLDERS					227456
C	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY					319
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	6	12	18	1812022464	73.38
	PUBLIC	289	12	301	60113063	2.43
	TOTAL	295	24	319	1872135527	75.81
D	No. of shareholders attended the meeting through Video : Not Applicable Promoters and Promoter Group: : Not Applicable Public : Not Applicable					

Thanking You  
For **WIPRO LIMITED**

**M Sanaula Khan**  
Company Secretary  
Bangalore

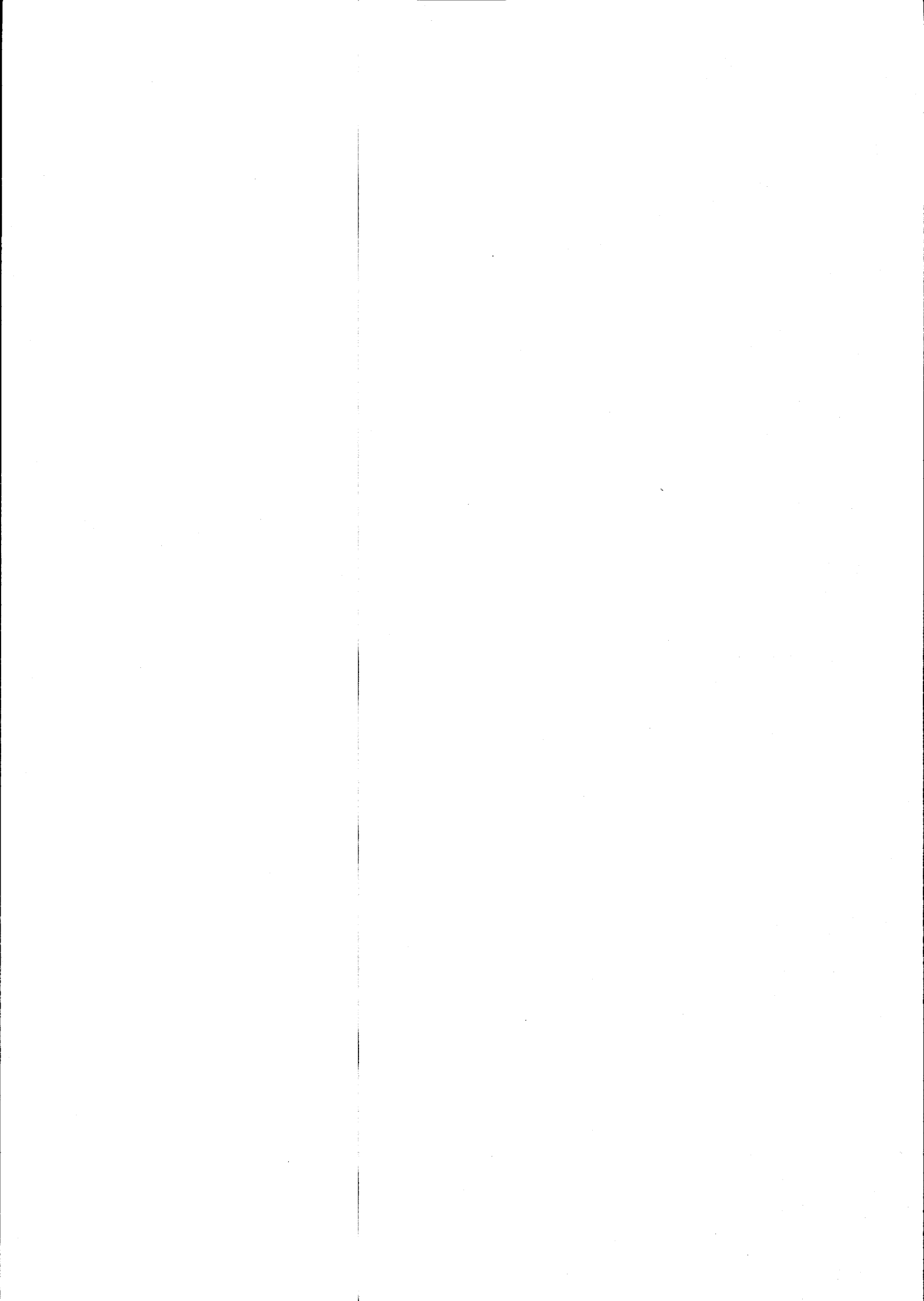
**WIPRO LIMITED**

**Voting results as per Clause 35A of the Listing Agreement**

Resolution No.	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter and Promoter Group	1812022464	1812022464	100	1812022464	0	100	0
	Public – Institutional Holders	325828945	212966007	65.3613	212183039	782968	99.6323	0.3676
	Public-Others	331623209	38783542	11.6951	38781915	1627	99.9958	0.0041
	<b>Total</b>	<b>2469474618</b>	<b>2063772013</b>	<b>83.5713</b>	<b>2062987418</b>	<b>784595</b>	<b>99.9620</b>	<b>0.0380</b>
2	Promoter and Promoter Group	1812022464	1812022464	100	1812022464	0	100	0
	Public – Institutional Holders	325828945	218707961	67.1236	218707961	0	100	0
	Public-Others	331623209	38789188	11.6968	38785476	3712	99.9904	0.0095
	<b>Total</b>	<b>2469474618</b>	<b>2069519613</b>	<b>83.8040</b>	<b>2069515901</b>	<b>3712</b>	<b>99.9998</b>	<b>0.0002</b>
3	Promoter and Promoter Group	1812022464	1812022464	100	1812022464	0	100	0
	Public – Institutional Holders	325828945	218707961	67.1236	217310065	1397896	99.3608	0.6391
	Public-Others	331623209	38766014	11.6898	37400956	1365058	96.4787	3.5212
	<b>Total</b>	<b>2469474618</b>	<b>2069496439</b>	<b>83.8031</b>	<b>2066733485</b>	<b>2762954</b>	<b>99.8665</b>	<b>0.1335</b>
4	Promoter and Promoter Group	1812022464	1812022464	100	1812022464	0	100	0
	Public – Institutional Holders	325828945	214901768	65.9554	213323367	1578401	99.2655	0.7344
	Public-Others	331623209	37190511	11.2147	37087596	102915	99.7232	0.2767
	<b>Total</b>	<b>2469474618</b>	<b>2064114743</b>	<b>83.5852</b>	<b>2062433427</b>	<b>1681316</b>	<b>99.9185</b>	<b>0.0815</b>
5	Promoter and Promoter Group	1812022464	1812022464	100	1812022464	0	100	0
	Public – Institutional Holders	325828945	218707961	67.1236	210962997	7744964	96.4587	3.5412
	Public-Others	331623209	38768312	11.6905	34997328	3770984	90.273	9.7269
	<b>Total</b>	<b>2469474618</b>	<b>2069498737</b>	<b>83.8032</b>	<b>2057982789</b>	<b>11515948</b>	<b>99.4435</b>	<b>0.5565</b>
6	Promoter and Promoter Group	1812022464	1812022464	100	1812022464	0	100	0
	Public – Institutional Holders	325828945	218707961	67.1236	213293690	5414271	97.5244	2.4755
	Public-Others	331623209	38750604	11.6851	37807362	943242	97.5658	2.4341
	<b>Total</b>	<b>2469474618</b>	<b>2069481029</b>	<b>83.8025</b>	<b>2063123516</b>	<b>6357513</b>	<b>99.6928</b>	<b>0.3072</b>

**FOR WIPRO LIMITED**

M Sansulla Khan  
Company Secretary



**V. Sreedharan & Associates**

Company Secretaries

Tel : 080-22290394

Fax : 080-22116252

Mobile : 98452 14399, 99867 71214

compliance@sreedharancs.com

GNR Complex, 1st & 2nd Floor, 32/33,  
8th Cross, Opp. Wilson Garden Police Station,  
Wilson Garden, Bangalore - 560 027.

**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

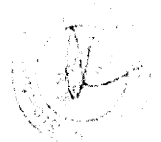
[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 69<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
"Wipro Limited" held on July 22, 2015 at Wipro's Campus, Cafeteria Hall EC-3,  
Ground Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore  
- 561 229 at 04.00 PM.

Sir,

I, V. Sreedharan, Partner of M/s V. Sreedharan and Associates, Company  
Secretaries, Bangalore, was appointed as Scrutinizer pursuant to Section 108 of the  
Companies Act, 2013 read with Rule 20 of the Companies (Management and  
Administration) Rules, 2014 and pursuant to clause 35B of the Listing Agreement,  
for the purpose of scrutinizing the remote e-voting process and voting by poll taken  
at the 69<sup>th</sup> Annual General Meeting of the Equity Shareholders of "Wipro Limited"  
held on Wednesday, July 22, 2015 at Wipro's Campus, Cafeteria Hall EC-3, Ground  
Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore - 561  
229.

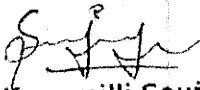



We submit our report as under:

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 A.M on Saturday, July 18, 2015 up to 5.00 P.M on Tuesday, July 21, 2015.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was sent by post.
3. The e-voting event was unblocked on July 21, 2015 around 5.25 P.M. in presence of two witnesses, namely Ms. Kanumilli Soujanya, residing at No. 39, 'Anood', 10<sup>th</sup> Cross, LIC Colony, Jayanagar 3<sup>rd</sup> Block East, Bangalore - 560011 and Mr. Pradeep B. Kulkarni residing at No.53/1-A, SPL Sree Theertha Apartment, 4<sup>th</sup> Main, 17<sup>th</sup> Cross, Malleshwaram, Bangalore 560055 who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:

  
(Kanumilli Soujanya)

  
(Pradeep B. Kulkarni)



**B. Relating to voting by Poll:**

1. After the time fixed for closing of the poll by the Chairman, the ballot box were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

**C. Result of E-Voting and Poll is as under:**

1. The voting rights were reckoned as on July 15, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 22, 2015 at 5.51 PM. The ballot boxes were opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).
4. The combined result of remote e-voting and poll is as under:



a) **RESOLUTION 1**

Consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon.

(i) Voted **in favour** of Resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	655	181	836
Number of votes cast by them	197,54,41,769	8,75,45,649	206,29,87,418
% of Total Number of valid votes cast	99.96	100	99.96

(ii) Voted **against** the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	2	5
Number of votes cast by them	7,82,986	1,609	7,84,595
% of Total Number of valid votes cast	0.04	Negligible	0.04



(iii) **Invalid Votes**

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	32	33
Number of votes cast by them	NIL	1,05,137	58,47,156

**b) RESOLUTION 2**

Confirm the payment of Interim Dividend of  5 per equity share and to declare a Final Dividend  7 per equity share.

(i) **Voted in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	680	180	860
Number of votes cast by them	198,19,66,715	8,75,49,186	206,95,15,901
% of Total Number of valid votes cast	100	100	100





(ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	1	4
Number of votes cast by them	8	3,704	3,712
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) **Invalid** Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	34	35
Number of votes cast by them	NIL	1,05,347	1,05,399



**c) RESOLUTION 3**

Re-appoint Mr. T K Kurien (DIN 03009368) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	664	175	839
Number of votes cast by them	198,05,56,432	8,61,77,053	206,67,33,485
% of Total Number of valid votes cast	99.99	98.45	99.87

(ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	19	8	27
Number of votes cast by them	14,10,287	13,52,667	27,62,954
% of Total Number of valid votes cast	Negligible	1.55	0.13



(iii) **Invalid** Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	32	32
Number of votes cast by them	NIL	1,05,137	1,05,137

**c) RESOLUTION 4**

Appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as

**ORDINARY RESOLUTION:**

RESOLVED that M/s. BSR & Co LLP (Registration Number 101248W/W-100022 with the 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 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.



(i) Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	633	174	807
Number of votes cast by them	197,63,77,929	8,60,55,498	206,24,33,427
% of Total Number of valid votes cast	99.92	99.89	99.92

(ii) Voted **against** the resolution –

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	31	5	7
Number of votes cast by them	15,80,925	1,00,391	16,81,316
% of Total Number of valid votes cast	0.08	0.116	0.08



(iii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	36	36
Number of votes cast by them	NIL	1,05,749	1,05,749

**e) RESOLUTION 5**

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

Consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL 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 term



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.

(i) Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	639	180	819
Number of votes cast by them	197,42,11,999	8,37,70,790	205,79,82,789
% of Total Number of valid votes cast	99.99	95.6926	99.44



(ii) Voted **against** the resolution –

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	46	2	48
Number of votes cast by them	77,45,207	37,70,741	1,15,15,948
% of Total Number of valid votes cast	0.0036	4.3074	0.56

(iii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	33	33
Number of votes cast by them	NIL	1,05,157	1,05,157



**f) RESOLUTION 6**

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

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

(i) Voted **in favour** of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	650	171	821
Number of votes cast by them	197,65,41,568	8,65,81,948	206,31,23,516
% of Total Number of valid votes cast	99.72	98.9238	99.95



(ii) Voted **against** the resolution –

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	31	8	10
Number of votes cast by them	54,15,568	9,41,944	63,57,512
% of Total Number of valid votes cast	0.27	1.01	0.31

(iii) **Invalid** Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	NIL	36	36
Number of votes cast by them	NIL	1,16,126	1,16,126

5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan  
Partner  
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: July 23, 2015