



WIPRO LIMITED, Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035, Telephone : +91 80 28440011, Fax No.+91 80 28440054, Website : www.wipro.com, Email: info@wipro.com, CIN No.L32102KA1945PLC020800

NOTICE TO MEMBERS

NOTICE is hereby given that the 69th 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 Wednesday, July 22, 2015 at 04:00 PM to transact the following businesses:

ORDINARY BUSINESS

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.
2. Confirm the payment of Interim Dividend of ₹ 5 per equity share and to declare a Final Dividend ₹ 7 per equity share.
3. Re-appoint Mr. T K Kurien (DIN 03009368) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
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.

SPECIAL BUSINESS

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 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.

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.

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

M Sanaulla Khan
Company Secretary

Date: June 3, 2015

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. 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.
5. 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.
6. 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, members are requested to please bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. 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.
8. The Register of Members of the Company will remain closed on July 22, 2015 (Book Closure Date) for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting.
9. Final Dividend on equity shares as recommended by the Directors for the year ended March 31, 2015, when declared at the meeting, will be paid on July 31, 2015:
 - 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 July 21, 2015.
 - 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 closing hours of July 22, 2015.
10. Members 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). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.
11. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Karvy Computershare Private Limited or the Secretarial Department of the Company immediately.
12. 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 July 20, 2015 to our Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B,

Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Phone: 040-23420818, Fax: 040 23420814.

13. 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.
14. 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.
15. 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, Wipro Employee Restricted Stock Unit Plan 2007 and Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection at the Annual General Meeting.
16. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed interim dividend for the financial year 2006-07 and unclaimed final dividend for the year 2006-07 on due date to the Investor Education and Protection Fund established by the Central Government.
17. 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 dividend lying with the Company as on July 23, 2014 (date of last Annual General Meeting) on the website of the Company (www.wipro.com/investors) and on the website of the Ministry of Corporate Affairs.
18. 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.) for revalidation and encash them before the due dates.
19. 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.
20. 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 /Registrar and Share Transfer Agent for registration of such transfer of shares.
21. Web based Query Redressal System;

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

Please visit <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 Private Limited by post/e-mail to the following address:

Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Phone: 040-23420818, Fax: 040 23420814.

Shareholders can also send e-mail to the designated e-mail id: einward.ris@karvy.com
22. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant 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.
23. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

24. 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 of the Company.
25. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35 B of the listing agreement, the Company is pleased to provided the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. 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 22, 2015.

The Company has appointed Mr. V Sreedharan, Practising Company Secretary and Partner of V Sreedharan and Associates, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

26. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on July 22, 2015 and are provided in Annexure A of this Notice.

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

M/s. BSR & Co. LLP (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 2014-15 at the Annual General Meeting held on July 23, 2014. M/s. BSR & Co. LLP is proposed to be re-appointed for one year as statutory auditors for financial year 2015-16. 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 auditors' 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 recommends the resolution at Item No. 4 for approval of the members.

Item No. 5

Mr. Azim H Premji, who was appointed Chairman and Managing Director by the members to hold office upto July 30, 2015 will attain the age of 70 years on July 24, 2015 and hence continuation of his employment as Executive Chairman and Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mr. Azim H Premji has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Azim H Premji as Executive Chairman and Managing Director designated as Executive Chairman.

Mr. Azim H Premji is a graduate in Electrical Engineering from Stanford University, USA has been at the helm of Wipro Limited since the late 1960s turning what was then a \$2 million Company into a \$ 7.54 billion revenue IT, BPS and R&D Services organization with a presence in 60 countries, that it is today. The overall Wipro group revenues are \$ 8.64 billion.

Mr. Premji guided the Company through four decades of diversification and growth to emerge as a world leader in the Software industry.

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 on April 21, 2015 approving re-appointment of Mr. Azim H Premji, as Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company for a further period of two years with effect from July 31, 2015 to July 30, 2017. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

i. Salary: ₹ 2,50,000/- per month which is eligible for revision on a date to be determined by the Compensation Committee.

ii. Special Allowance: ₹ 1,10,000/- per month

iii. Commission: The following commission will be calculated and payable every quarter on the quarterly net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. The Commission payable on a quarterly basis shall be adjusted for performance of the Company as per method approved by the Board Governance, Nomination and Compensation Committee.

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

Period	Commission
July 31, 2015 to July 30, 2017	0.5% of the incremental net profits of the Company over previous year

Perquisites:

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

- Housing:** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Executive Chairman shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary.
- Medical Re-imbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

- d. Club Fees: Fees of clubs, subject to a maximum of three clubs.
- e. Personal Accident Insurance/Group Life Insurance: Premium not to exceed ₹ 7200 per annum.
- f. Provident Fund/Pension : Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- g. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- h. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the chairman for business and personal use.
- i. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Chairman.
- j. Servant: Reimbursement of servant's salary, subject to a maximum of three servants.
- k. Watchman: Reimbursement of watchman's salary, subject to a maximum of two watchmen.
- l. Gardener: Reimbursement of gardener's salary, subject to a maximum of one gardener.

Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Azim H Premji.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.
- f. The Chairman shall not be liable to retire by rotation.
- g. The perquisites as listed in para (iv) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

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

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

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Chairman and Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Azim H Premji as Executive Chairman and Managing Director of the Company along with a deposit of ₹ 1,00,000. The disclosure under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except Mr. Azim H Premji and Mr. Rishad A Premji or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Item No. 6

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 vide resolution passed on April 21, 2015 approved appointment of Mr. Rishad Azim Premji as Additional Director on the Board of the Company with effect from May 1, 2015 (designated as Whole-time Director) in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Mr Rishad Premji shall hold office up to the date of the Annual General Meeting to be held on July 22, 2015 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 Ordinary Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

- i. Salary: ₹ 416,660/- per month.
- ii. Allowances: Wipro Benefit Plan & Allowances of ₹ 301,336/- per month. Wipro Benefits Plan ("WBP") is a basket of various allowances/ reimbursements, which Mr. Rishad Premji can plan as per the Company policy and limits defined in the Company policy.
- iii. Target Variable Pay: Mr. Rishad Premji will be eligible to receive target variable pay of ₹ 750,000/- 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.
- iv. Contribution of Retirals: ₹ 122,915/- per month

Perquisites and Benefits

- a. Wipro Benefits Plan ("WBP"): Mr. Rishad Premji will be eligible for a basket of various allowances / reimbursements under WBP like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc as per Company policy.
- b. Furniture & Equipment Program: As per Company policy.
- c. Corporate Club Fees: Fees of identified clubs as per Company policy.
- d. Personal Accident Insurance, Group Life Insurance: Personal accident cover is up to ₹ 6 million and group life cover up to ₹ 10 million. Top up option upto 50% of the limit is also available as per the Company policy.
- e. Provident Fund, Pension & Survivor Benefit: Contribution to Provident Fund, Pension Fund and Survivor Benefit as per Company policy.
- f. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- g. Medical: Reimbursement of self, spouse and two dependent children up to a maximum of one month's

basic as per the Company policy. In addition, Mr. Rishad Premji will be entitled to medical insurance and annual health checkup.

All the above perquisites and benefits would be subject to the applicable Company policy.

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

The Board of Directors recommends the resolution in relation to the appointment of Whole-time Director, for the approval of the members of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Rishad Azim Premji as Whole-time Director of the Company along with a deposit of ₹ 1,00,000. The disclosure under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except Mr. Rishad A Premji and Mr. Azim H Premji and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 6.

Annexure A

Details of the directors seeking Re-Appointment in the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Azim H Premji	T K Kurien	Rishad Azim Premji
Date of Birth	July 24, 1945	November 17, 1958	January 09, 1977
Date of Appointment	September 01, 1968	February 01, 2011	May 01, 2015
Relationship with Directors	Relative (Father) of Mr. Rishad Azim Premji	None	Relative (Son) of Mr. Azim H Premji
Expertise in Specific functional area	Wide managerial experience	Finance, Sales and wide management experience	Economics, Finance & wide Business Administration experience
Qualification	BE (Electrical)	Chartered Accountant	BA, MBA
Board Membership of Companies as on March 31, 2015	<ol style="list-style-type: none"> 1. Wipro Enterprises Pvt. Ltd.* 2. Wipro GE Healthcare Pvt. Ltd. 3. Napean Trading & Investment Co. Pvt. Ltd. 4. Vidya Investment & Trading Co. Pvt. Ltd. 5. Regal Investment & Trading Co. Pvt. Ltd. 6. Prazim Trading & Investment Co. Pvt. Ltd. 7. Zash Trading & Investment Co. Pvt. Ltd. 8. Tarish Investment & Trading Co. Pvt. Ltd. 9. Hasham Investment & Trading Co. Pvt. Ltd. 10. Azim Premji Foundation (India) Pvt. Ltd. 11. Azim Premji Custodial and Management Pvt. Ltd. 12. Azim Premji Foundation for Development (Section 8 Company) 13. Azim Premji Trustee Company Pvt. Ltd. (Section 8 Company) 14. Azim Premji Trust Services Pvt. Ltd. (Section 8 Company) 15. Azim Premji Safe Deposit Pvt. Ltd. 16. Azim Premji Trust 17. Azim Premji Foundation (Section 8 Company) 18. Hasham Premji Pvt. Ltd. 19. Wipro Ltd. 	<ol style="list-style-type: none"> 1. Catalyst Inc. (a non-profit organization based in USA) 2. Wipro Limited 	<ol style="list-style-type: none"> 1. Wipro Enterprises Pvt. Ltd.* 2. Azim Premji Foundation (Section 8 Company) 3. Wipro Ltd.
Chairman/Member of the Committee of the Board of directors as on March 31, 2015	Wipro Limited Strategy Committee - Member Wipro Enterprises Pvt. Ltd.* Board Governance and Compensation Committee - Chairman	Wipro Limited <ol style="list-style-type: none"> 1. Administrative and Shareholder/ Investor Grievance Committee (Stakeholders Relationship Committee) – Member 2. Strategy Committee- Member 	Wipro Enterprises Pvt. Ltd.* Audit Committee - Member
Number of Shares held in the Company as on March 31, 2015	95,419,432** (Includes shares held jointly with immediate family members)	161,842	686,666***

* This Company was converted into Private Limited Company with effect from May 22, 2015.

** Please also refer page no. 51 of Annual Report for shareholding details of Promoters.

*** 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 28440054, 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.**
Date & Time : **July 22, 2015 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 69th Annual General Meeting of the Company held on July 22, 2015 at 4.00 at Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics Electronics City, Hosur Road, Bangalore 561229.

*Applicable for shareholders holding shares in electronic form

Signature of Member / Proxy

Note:

1. Electronic copy of the Annual Report for 2015 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 2015 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 28440054, 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.**
Date & Time : **July 22, 2015 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/We _____ of _____ being a member/members of Wipro Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 69th Annual General Meeting of the Company to be held on July 22, 2015 at 4.00 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her _____ Registered address _____
Email id _____ Signature _____.
2. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her _____ Registered address _____
Email id _____ Signature _____.
3. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her _____ 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	For	Against
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.		
2.	Confirmation of interim dividend paid during the year 2014-15 and declaration of final dividend for 2014-15 on equity shares.		
3.	Re-appointment of Mr. T K Kurien (DIN 03009368), Director who retires by rotation.		
4.	Re-appointment of M/s BSR & Co. LLP (Registration No. 101248W/W-100022 with the ICAI), Chartered Accountants, as Auditors.		
Special Business			
5.	Re-appointment of Mr Azim H Premji (DIN 00234280) as Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company.		
6.	Appointment of Mr. Rishad Azim Premji (DIN 02983899) as Whole-time Director 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. _____
3. _____

Affix one
Rupee
Revenue
Stamp

Signed this ----- day of ----- 2015.

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.



Dear Members,

Invitation to attend the Annual General Meeting on July 22, 2015

You are cordially invited to attend the Sixty Ninth Annual General Meeting of the Company on Wednesday, July 22, 2015 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 22, 2015 from the specified destinations given below to reach the venue comfortable.

1. St. Marks Road, Bangalore (Near Koshys Restaurant).
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, Jain Temple, Bangalore (Near Jayanagar Shopping Complex).

Those to who wish to avail of this facility are requested to get confirmation to this effect at the following numbers: 080-28440011 (Extn : 226574, Extn: 226128, Extn: 228053) (Contact : Corporate Secretarial Team)

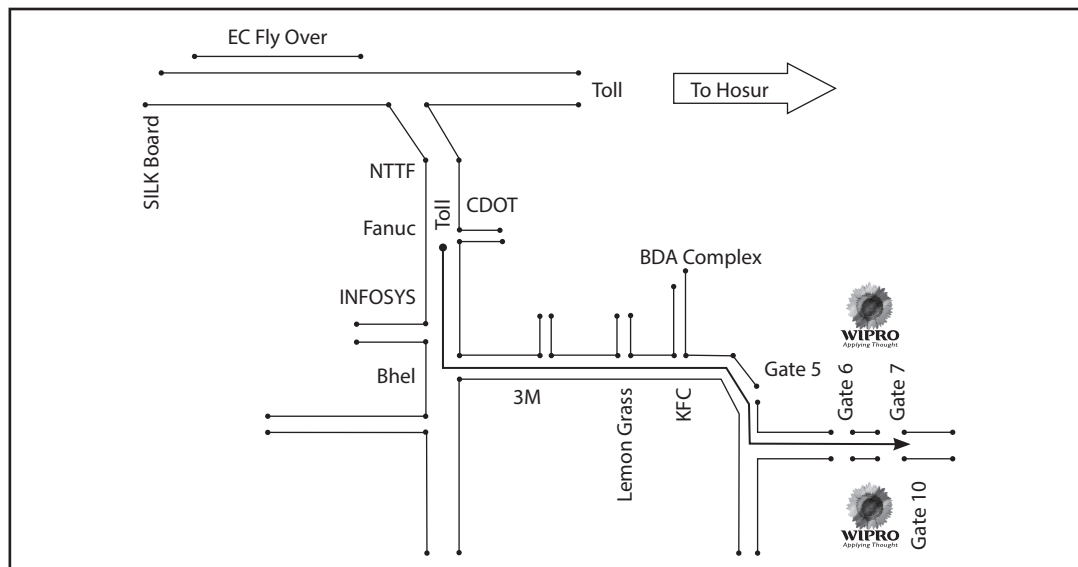
You may also send your request by fax at 080-28440051 or email to chaitanya.s09@wipro.com or shubhanshi.jain1@wipro.com or vinuta.hegde@wipro.com. Your requests must reach us latest by July 15, 2015.

Yours truly,

Azim H Premji
Chairman
Wipro Limited

Place: Bangalore
June 3, 2015

ROUTE MAP TO THE VENUE



General information and instructions relating to e-voting are as under:

- i. General information and instructions relating to e-voting are as under:
- ii. Pursuant to Section 108 and other applicable provisions, of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed in the Meeting by electronic means. The members, may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide the e-voting facility.
- v. **The Board of Directors of the Company has appointed Mr. V Sreedharan, a Practicing Company Secretary and Partner, V Sreedharan & Associates, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.**
- vi. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 15, 2015 only shall be entitled to avail the facility of remote e-voting.
- vii. Any person who becomes a member of the Company after dispatch of Notice of the Meeting and holds the shares as on the cut-off date i.e. July 15, 2015, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD**<space>E-voting Event Number+Folio No. or DP ID Client ID to **+91 9212993399**
Example for NSDL : MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXX1234567890
 - b. If e-mail address of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call Karvy's toll free number 1-800-3454-001
 - d. Members may send an e-mail request to evoting@karvy.com. If the member is already registered with the Karvy e-voting platform then such member can use his/her existing User ID and password for casting the vote through remote e-voting.
- viii. The remote e-voting facility will be available during the following period:
 - a) Commencement of remote e-voting: 9.00 a.m (IST) on July 18, 2015
 - b) End of remote e-voting: 5.00 p.m (IST) on July 21, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

- ix. The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will, not later than three days of conclusion of Meeting, make a consolidated scrutinizer's report which shall be placed on the website of the Company www.wipro.com and on the website of the Karvy <https://evoting.karvy.com> and the results shall be simultaneously communicated to Stock Exchanges.

x Instructions and other information relating to remote e-voting:

A. In case of Members receiving an e-mail from Karvy Computershare Private Limited (for members whose e-mail addresses are registered with the Company/Depository Participants)

- a. Launch an internet browser by typing the URL: <https://evoting.karvy.com>
- b. Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If you required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- c. After entering the above details Click on - Login.
- d. You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice is to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number for Wipro Limited.
- g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- i. Voting has to be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have not voted on the Resolution(s).
- l. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to Scrutinizer at e-mail ID: compliance@sreedharan.com, they may also upload the same in the e-voting module in their login. The scanned images of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case a member receives physical copy of the Notice of Annual General Meeting and Attendance Slip

- a. User ID and initial password is provided in Attendance Slip.
 - b. Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
- xi. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast vote again.
 - xii. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>