

MINUTES OF THE 68th ANNUAL GENERAL MEETING OF WIPRO LIMITED HELD ON JULY 23, 2014 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) Dr. Ashok Ganguly	Director
3) Mr. B.C. Prabhakar	Director
4) Dr Jagdish N Sheth	Director
5) Mr. Bill Owens	Director
6) Mr. Suresh Senapaty	Chief Financial Officer & Executive Director
7) Mr. T.K Kurien	Chief Executive Officer & Executive Director
8) Mr. M.K Sharma	Director
9) Mr. Vyomesh Joshi	Director
10) Mr. Narayanan Vaghul	Director & Chairman of Audit Committee
11) Ms. Ireena Vittal	Director

Also present

Mr. V Ramachandran	Company Secretary
Mr. Supreet Sachdev	Partner, BSR & Co. LLP, Statutory Auditor
Mr. V Sreedharan	Scrutinizer
Dr. Henning Kagermann	Invitee

Members Present:

- 1) In Person 187
- 2) By Proxy 103

Pursuant to Article 106 of Article of Association, Mr. Azim H Premji being the Chairman of the Board took the chair.

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.

Chairman informed that Mr. B C Prabhakar and Mr. Shyam Saran, has expressed their desire not to offer themselves for reappointment and board has accepted the same and that Mr. B C Prabhakar and Mr. Shyam Saran cease to be board members of the

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FOR WIPRO LIMITED


(V. Ramachandran)
Company Secretary

company from the close of business hours of July 23, 2014. Chairman also informed the shareholders regarding the resignation of Dr. Henning Kagermann from the board with effect from June 30, 2014. Chairman took this opportunity to thank the outgoing directors Mr. B C Prabhakar, Mr. Shyam Saran and Dr. Henning Kagermann and stated that over the years, they have made invaluable contribution to Wipro and they have played key roles in enhancing shareholder value. The company has immensely benefited from their deep insights and vast experience. The Chairman wished them all success in their future endeavours.

With the permission of the chair, and members present, the notice convening the meeting was taken as read.

The Chairman then requested the Company Secretary to read the Auditors' report to the members which was accordingly read.

The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2014 and Director's and Auditor's report had been posted/emailed as the case may be, to all the members and that the original documents 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.

Before taking up items of agenda for voting, Chairman dwelt on the business environment covering the following areas.

1) Trends in global market and political volatility

Chairman covered the broad trends and how company is prepared to take up the opportunities to enhance the Share Value.

2) Keeping pace with fast changes.

Chairman stressed on the need to be at the cutting edge of technology and the importance of upgrading the skills of the workforce to take advantage of the opportunities that arise from new and innovative technologies. Members were told that significant amount of investments are being made to re-skill and upgrade the competency of our employees.

3) Corporate governance and sustainability at Wipro

Chairman reiterated high standards of corporate governance and stressed on sustainability initiatives including interventions in the area of school education and technology education.

4) Performance highlights of the Company during 2013-14

Chairman highlighted that during the year 2013-14 Wipro's market capitalization grew by over 24% and also improved customer satisfaction and employee satisfaction scores. On the sustainability front, Wipro was selected as a member of the Dow Jones Sustainability Index for the 4th time in a row.

The Chairman thanked customers, employees, shareholders and partners for their continued support.

Chairman then invited the members to seek clarification if any, on the financial statements. Replies were given to queries raised by the shareholders. Shareholders like Mr. K.Sadananda Shastri, Mr. Srinivas Rao, Ms. Madubanti Gupta, Mr. Nagaraj and few others also raised questions regarding business performance, leadership, gender diversity apart from complementing the Board Members and Management for a good performance. Chairman, Chief Financial Officer and Executive Director, provided necessary clarifications to the queries raised by the shareholders in their respective areas. Once clarifications were given to the shareholders, the Chairman authorized Mr. V Ramachandran, Company Secretary to read out the summary of the evoting results and the process to be followed by shareholders for enabling voting by poll at the meeting for those members, who have not opted for evoting. Chairman demanded Poll individually for each of the 14 items and took up the resolutions one by one.

Mr. V Ramachandran, Company Secretary 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, Mr. V Sreedharan, Senior Council 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 evoting and the Poll for each of the 14 items as per the notice. Mr. V Ramachandran introduced Mr. Sreedharan, scrutinizer, to the shareholders.

Mr. V Ramachandran informed the shareholders that Mr. Sreedharan and his team will be available to guide on the Poll process and filling up the form, etc.

Mr. V Ramachandran also informed that in total 492 shareholders holding 31% of the total shares have participated in evoting process and the combined results of evoting done earlier and the Poll taken at the Annual General Meeting will be announced and displayed on the website of the Company by July 25th, 2014 and will also be submitted to the stock exchanges in terms of listing agreement for disseminating the results on their websites.

The Chairman demanded the Poll for each item and took up the resolution.

ORDINARY BUSINESS:

1. Adoption of Directors Report, The balance Sheet and Profit & Loss Account for the year ended March 31, 2014 (Ordinary Resolution).

The Chairman took the first item on the agenda and the members were informed that of the total shareholders who participated in evoting, 487 shareholders representing 99.71% voted in favour of the resolution, 2 shareholders representing 0.29% voted against, votes of 3 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED THAT, the Audited The balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended March 31st 2014 duly audited and the Directors Report and the Auditors Report thereon be and are hereby approved, considered and adopted.”

Poll was accordingly taken up.

2. To confirm the payment Interim Dividend of Rs 3/- per equity shares and to declare final dividend of Rs 5/- per share on equity shares (Ordinary Resolution).

The Chairman took the first item on the agenda and the members were informed that of the total shareholders who participated in evoting, 489 shareholders representing 99.96% voted in favour of the resolution, 2 shareholders representing 0.03% voted against, vote of 1 shareholder was considered as invalid as he abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED FURTHER that the Interim Dividend of Rs 3 per share paid in January, 2014 be and is hereby confirmed and final dividend of Rs 5/- per equity share of the company, be and is hereby approved and sanctioned for payment for the year ended March 31, 2014 to the members whose names appear in the Register of Members as on closing hours of July 22, 2014.”

Poll was accordingly taken up.

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

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in evoting, 471 shareholders representing 99.61% voted in favour of the resolution, 14 shareholders representing 0.39% voted against, votes of 6 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED that Mr. T. K Kurien, Director who retires by rotation at this meeting, in accordance with Article 179 of the Article of Association of the Company and being eligible, offered himself for re-appointment be and is hereby re- appointed as Director subject to retirement by rotation.”

Poll was accordingly taken up.

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

The Chairman took the next item of appointment of BSR & Co LLP (Registration No. 101248W with ICAI) as Statutory Auditors and the members were informed that of the total shareholders who participated in evoting, 466 shareholders representing 99.95% voted in favour of the resolution, 18 shareholders representing 0.05% voted against, votes of 7 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED that M/s. BSR & Co LLP (Registration Number 101248W 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.”

Poll was accordingly taken up.

SPECIAL BUSINESS

5. Appointment of Mr. Vyomesh Joshi (DIN 06404484), as an Independent Director of the Company (Ordinary Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in voting, 474 shareholders representing 99.96% voted in favour of the resolution, 5 shareholders representing 0.03% voted against, votes of 12 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following 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) and Clause 49 of the Listing Agreement, Mr Vyomesh Joshi (DIN 06404484), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 30, 2017.”

Poll was accordingly taken up.

6. Appointment of Mr N Vaghul (DIN 00002014) as an Independent Director (Ordinary Resolution)

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in voting, 407 shareholders representing 98.48% voted in favour of the resolution, 51 shareholders representing 1.52% voted against, votes of 34 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following 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) and Clause 49 of the Listing Agreement, Mr N Vaghul (DIN 00002014), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to July 31, 2016.”

Poll was accordingly taken up.

7. Appointment of Dr Ashok S Ganguly (DIN 00010812) as an Independent Director (Ordinary Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders participated in evoting, 427 shareholders representing 98.49% voted in favour of the resolution, 53 shareholders representing 1.51% voted against, votes of 12 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following 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) and Clause 49 of the Listing Agreement, Dr Ashok Ganguly (DIN 00010812), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to July 31, 2016.”

Poll was accordingly taken up.

8. Appointment of Dr Jagdish N Sheth (DIN 00332717) as an Independent Director (Ordinary Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in evoting, 457 shareholders representing 99.48% voted in favour of the resolution, 22 shareholders representing 0.52% voted against, votes of 12 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following 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) and Clause 49 of the Listing Agreement, Dr Jagdish N Sheth (DIN 00332717) Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to July 31, 2015.”

Poll was accordingly taken up.

9. Appointment of Mr William Arthur Owens (DIN 00422976) as an Independent Director (Ordinary Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in evoting, 469 shareholders representing 99.97% voted in favour of the resolution, 7 shareholders representing 0.03% voted against, votes of 15 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following 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) and Clause 49 of the Listing Agreement, Mr William Arthur Owens (DIN 00422976), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to July 31, 2017.”

Poll was accordingly taken up.

10. Appointment of Mr M K Sharma (DIN 00327684), as an Independent Director (Ordinary Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in evoting, 451 shareholders representing 98.19% voted in favour

of the resolution, 21 shareholders representing 1.81% voted against, votes of 19 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following 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) and Clause 49 of the Listing Agreement, Mr M K Sharma (DIN 00327684), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to June 30, 2016.

Poll was accordingly taken up.

11. Appointment of Ms Ireena Vittal (DIN 05195656) as an Independent Director (Ordinary Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in evoting , 466 shareholders representing 98.20% voted in favour of the resolution, 13 shareholders representing 1.80% voted against, votes of 12 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all 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) and Clause 49 of the Listing Agreement, Ms Ireena Vittal (DIN 05195656), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 1, 2013, in terms of Section 161(1) of the Companies Act, 2013 and Article 185 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to September 30, 2018.”

Poll was accordingly taken up.

12. Adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013 (Special Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in voting, 480 shareholders representing 99.97% voted in favour of the resolution, 2 shareholders representing 0.03% voted against, votes of 9 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Poll was accordingly taken up.

13. To approve payment of remuneration to non-executive directors (Special Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders who participated in voting, 459 shareholders representing 99.89% voted in favour of the resolution, 22 shareholders representing 0.10% voted against, votes of 10 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED THAT in supersession of the resolution previously passed by the members at their meeting held on July 19, 2011 approving payment of remuneration by way of commission to non-executive directors with effect from April 1, 2012, and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby authorized to pay remuneration in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of

commission, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, to any one or more or all of the existing Non-Executive Directors or Non-Executive Directors to be appointed in future, as the Board of Directors may from time to time, determine, and that such remuneration shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and subject to an individual limit of remuneration for each of the Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Board Governance, Nomination and Compensation Committee) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to his resolution including payment of such remuneration for any period or periods.”

Poll was accordingly taken up.

14. Amendments to Wipro Employee Restricted Stock Unit Plan 2004 (“RSU Plan 2004”), Wipro Employee Restricted Stock Unit Plan 2005 (“RSU Plan 2005”), Wipro Employee Restricted Stock Unit Plan 2007 (“RSU Plan 2007”) and Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 (WERT ESPS 2013) and to Wipro Equity Reward Trust (WERT) (Special Resolution).

The Chairman took the next item on the agenda and the members were informed that of the total shareholders participated in voting, 335 shareholders representing 92.30% voted in favour of the resolution, 152 shareholders representing 7.70% voted against, votes of 6 shareholders were considered as invalid as they abstained from voting.

Thereafter Chairman demanded Poll on the following resolution.

“RESOLVED THAT pursuant to the provisions of SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme, Guidelines 1999), as amended from time to time, and all other applicable statutory provisions, approval of the members of the Company be and is hereby accorded to carry out the following amendments to Wipro Employee Restricted Stock Unit Plan 2004 (“RSU Plan 2004”), Wipro Employee Restricted Stock Unit Plan 2005 (“RSU Plan 2005”), Wipro Employee Restricted Stock Unit Plan 2007 (“RSU Plan 2007”) and Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 (WERT ESPS 2013) and to Wipro Equity Reward Trust (WERT), as applicable, with effect from July 23, 2014.

a. Amendments to RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007

Following amendments to the respective clauses of RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 be carried out as follows:

1. Clause 3 k of the Plan shall be amended and be substituted by the following Clause 3 k namely-

“Exercise” means making of an application by the Eligible Employee to the Company or Wipro Equity Reward Trust, as the case may be, for issue of shares by the Company or transfer of shares from Wipro Equity Reward Trust against Restricted Stock Units vested in employee in pursuance of the Plan and paying the Exercise Price for the Shares.

2. Insertion of new Clause 3 y namely –

“Wipro Equity Reward Trust” or “WERT” means the Trust formed by Wipro Limited on April 9, 1984 read with the Rules framed thereunder.

3. Clause 4 c of the Plan shall be amended and be substituted by the following Clause 4 c namely-

Where shares are issued by the Company or shares are transferred from WERT consequent upon exercise of an RSU under the Plan, the maximum number of shares which are subject to RSU from time to time referred in Section 4(a) of the RSU Plan shall stand reduced to the extent of such shares issued by the Company or shares transferred from WERT to eligible employees as per the Plan or as may be permitted by the stock exchanges.

4. Clause 14 b of the Plan shall be amended and be substituted by the following Clause 14 b namely-

The consideration to be paid for the share to be issued by the Company or, shares to be transferred from WERT, upon exercise, including the method of payment shall be determined by the Administrator at the time of grant. Such consideration may be paid to the Company, in case of shares issued by the Company and, to WERT, in case of shares to be transferred from WERT by way of;

- i. cash, or
- ii. cheque or cheque equivalent

In making its determination as to the type of consideration to accept, the Administrator shall consider if acceptance of such consideration may be reasonably expected to benefit the Company.

5. Clause 21 a of the Plan shall be amended and be substituted by the following Clause 21 a namely –

a. Legal Compliance: Shares shall not be issued by the Company or transferred from WERT pursuant to the exercise of an RSU unless the exercise of such RSU and the issuance or transfer and delivery of such shares comply with Applicable Laws and shall be further subject to the approval of Counsel of the Company with respect to such compliance.

RESOLVED FURTHER THAT the above amendments shall be applicable to RSUs granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.

RESOLVED FURTHER THAT the above amendments shall be applicable to RSUs granted or to be granted under the Plan to the employees of the Subsidiary Companies/Holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.

RESOLVED FURTHER THAT that this resolution shall be considered as not being detrimental to the employees.

b. Amendment of Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 (“WERT ESPS 2013”)

1. Clause 3 k of the Plan shall be amended and be substituted by the following Clause 3 k namely-
“Exercise” means making of an application by the Eligible Employee to the Company or Wipro Equity Reward Trust, as the case may be, for transfer of shares from Wipro Equity Reward Trust vested in employee in pursuance of the Plan, paying the Exercise Price for the Shares and shall include exercise of RSUs under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 and such other RSU Plans to be approved in future (“RSU Plans”).

2. Clause 14 of the Plan shall be amended and substituted by the following Clause 14 namely -

Consideration payable by Grantees while exercising Share

a. The consideration payable by a Grantee for exercising a Share would be the Exercise Price as per the RSU Plans.

b. The consideration to be paid for the Share to be issued or transferred upon exercise of vested RSUs, granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 including the method of payment shall be determined by the Administrator at the time of grant. Such consideration may be paid to WERT by way of;

i. Cash or

ii. Cheque or cheque equivalent

In making its determination as to the type of consideration to accept, the Administrator shall consider if acceptance of such consideration may be reasonably expected to benefit the Company.

3. Clause 15 a of the Plan shall be amended & substituted by the following Clause 15 a namely-

a. Procedure for Exercise of Share

Any Share granted hereunder or RSUs granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 shall be exercisable according to the terms at such times and under such conditions as determined by the Administrator or set forth in the Wipro Equity Reward Trust Employee Stock Purchase Agreement or such Restricted Stock Unit Agreements as the case may be. The Share shall be deemed exercised when the Company receives;

i. written or electronic notice of exercise (in accordance with the Wipro Equity Reward Trust Employee Stock Purchase Agreement or Restricted Stock Unit agreement) from the person entitled to exercise the Share

ii. Full payment for the shares with respect to which the Share is exercised.

iii. Tax as may be applicable on the transaction

RSUs or Shares shall become exercisable in part or whole. The unexercised portion of the RSUs or Shares will continue to be available to the Grantee or the nominee, for exercise, in case of specified circumstances such as separation, death, disability, as provided in this Plan.

4. Clause 21 a of the Plan shall be amended and be substituted by the following Clause 21 a namely –

a. Legal Compliance : Shares shall not be transferred from WERT pursuant to the exercise of an RSU unless the exercise of such RSU and transfer and delivery of such shares comply with Applicable Laws and shall be further subject to the approval of Counsel of the Company with respect to such compliance.

RESOLVED FURTHER THAT the above amendments shall be applicable to any existing grants or RSUs / Shares to be granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 and such other RSU Plans to be approved in future (“RSU Plans”), to the employees and other eligible persons and shall also be applicable to grant of share or RSUs to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Share or RSU.

RESOLVED FURTHER THAT the above amendments shall be applicable to any existing grants or RSUs / Shares to be granted under RSU Plan 2004, RSU Plan 2005 and RSU Plan 2007 to the employees and other eligible persons of the Subsidiary Companies/Holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Share or RSU.


RESOLVED THAT that this resolution shall be considered as not being detrimental to the employees.”

Poll was accordingly taken up.

The Chairman then declared the proceedings of the meeting as completed and the meeting concluded by mentioning that the combined results of the vote cast through evoting earlier and poll taken at the meeting on all resolutions would be uploaded on the Company’s Website and will be intimated to the Stock Exchange by July 25, 2014.

VOTE OF THANKS

The meeting then ended with the vote of thanks to the chair.

Certified true copy
For WIPRO LIMITED.

(V. Ramachandran)
Company Secretary