



July 25, 2014

**The Manager – Listing**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**The Manager - Listing**

National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051.

Dear Sir,

**Re: Clause 35A of the Listing Agreement – Annual General Meeting – Voting Results**

**Ref: BSE Stock code: 507685 and NSE stock code Wipro**

In accordance with the clause 35A of the listing agreement, we give in the Annexure A below the details on the votes on resolutions approved by the shareholders through e-voting and through poll, at the Annual General Meeting held on July 23, 2014. Other details regarding the attendance at the AGM are provided below;

SLNO	DESCRIPTION					
A	DATE OF AGM					<b>23-07-2014</b>
B	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE					<b>229325</b>
C	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY					<b>290</b>
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	<b>12</b>	<b>10</b>	<b>22</b>	<b>1382308344</b>	<b>56.02</b>
	PUBLIC	<b>175</b>	<b>93</b>	<b>268</b>	<b>112454656</b>	<b>4.56</b>
	TOTAL	<b>187</b>	<b>103</b>	<b>290</b>	<b>1494763000</b>	<b>60.58</b>
E	No. of shareholders attended the meeting through Video conferencing : Not applicable					
	Promoters and Promoter group : Not applicable					
	Public : Not applicable					



The details on each of the agenda items, mode of voting, the report of Scrutinizer for E-Voting and the Report of Scrutinizer in Form No.MGT-13 for Poll, are attached in Annexure A.

Kindly take this on record.

Thanking you

Yours faithfully  
For **Wipro Limited**

**V Ramachandran**  
**Company Secretary**  
Encl:a/a

Resolution 1 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Adoption of audited financial statements for the financial year ended on 31.03.21 and approval of the Board of Directors and the Auditors thereon	Promoter	31,202,246	64,602,543	35.65	64,570,642	26,500	99.96	0.04
	Promoter Group							
	Public - Institutional	25,249,992	11,730,031	46.49	11,508,794	2,001,764	98.24	1.71
	Public - others	4,027,132	1,328,830	3.29	1,328,830	0	100.00	0.00
<b>Total</b>	<b>24,672,354</b>	<b>77,664,893</b>		<b>77,497,964</b>	<b>2,967,744</b>	<b>99.79</b>	<b>0.23</b>	

Resolution 2 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Confirmation of Interim dividend paid during the year 2021-21 and approval of the Board of Directors for 2021-21	Promoter	18,120,246	64,602,543	35.65	64,570,642	26,500	99.96	0.04
	Promoter Group							
	Public - Institutional	25,249,992	11,730,031	46.49	11,713,058	0	99.34	0.00
	Public - others	4,027,132	1,328,830	3.29	1,328,830	0	100.00	0.00
<b>Total</b>	<b>24,672,354</b>	<b>77,664,893</b>		<b>77,659,844</b>	<b>26,500</b>	<b>99.96</b>	<b>0.03</b>	

Resolution 3 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Re-appointment of Mr. K. K. Kurien, who retires by rotation	Promoter	18,120,246	64,602,543	35.65	64,570,642	26,500	99.96	0.04
	Promoter Group							
	Public - Institutional	25,249,992	11,730,031	46.49	11,565,625	27,442	97.60	2.34
	Public - others	4,027,132	1,328,830	3.29	1,328,830	0	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>77,664,893</b>		<b>77,565,927</b>	<b>301,047</b>	<b>99.60</b>	<b>0.33</b>	

Resolution 4 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Re-appointment of Mr. BSK & Co. LLP Chartered Accountants, as Auditors	Promoter	18,120,246	64,602,543	35.65	64,570,642	26,500	99.96	0.04
	Promoter Group							
	Public - Institutional	25,249,992	11,730,031	46.49	11,567,465	14,909	99.32	0.12
	Public - others	4,027,132	1,328,830	3.29	1,328,830	0	100.00	0.00
<b>Total</b>	<b>24,672,354</b>	<b>77,664,893</b>		<b>77,465,846</b>	<b>40,409</b>	<b>99.94</b>	<b>0.05</b>	

Resolution 5 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Appointment of Mr. V. Senthil Kumar as an Independent Director	Promoter	18,120,246	64,602,543	35.65	64,570,642	26,500	99.96	0.04
	Promoter Group							
	Public - Institutional	25,249,992	11,730,031	46.49	11,596,590	0	99.87	0.00
	Public - others	4,027,132	1,328,830	3.29	1,328,830	0	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>77,664,893</b>		<b>77,596,472</b>	<b>26,500</b>	<b>99.92</b>	<b>0.03</b>	

Resolution 1 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Adoption of audited financial statements for the financial year ended on 31.03.21 and approval of the Board of Directors and the Auditors thereon	Promoter	31,202,246	72,437,693	39.98	72,437,693	0	100.00	0.00
	Promoter Group							
	Public - Institutional	25,249,992	44,761,733	17.73	44,761,733	0	100.00	0.00
	Public - others	4,027,132	3,620,269	9.00	3,620,269	0	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>80,599,615</b>		<b>80,599,615</b>	<b>0</b>	<b>99.99</b>	<b>0.00</b>	

Resolution 2 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Confirmation of Interim dividend paid during the year 2021-21 and approval of the Board of Directors for 2021-21	Promoter	18,120,246	72,437,693	39.98	72,437,693	0	100.00	0.00
	Promoter Group							
	Public - Institutional	25,249,992	44,761,733	17.73	44,761,733	0	100.00	0.00
	Public - others	4,027,132	3,620,269	9.00	3,620,269	0	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>80,599,615</b>		<b>80,599,615</b>	<b>0</b>	<b>99.99</b>	<b>0.00</b>	

Resolution 3 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Re-appointment of Mr. K. K. Kurien, who retires by rotation	Promoter	18,120,246	72,437,693	39.98	72,437,693	0	100.00	0.00
	Promoter Group							
	Public - Institutional	25,249,992	44,761,733	17.73	44,746,693	7,040	99.98	0.02
	Public - others	4,027,132	3,620,269	9.00	3,620,269	0	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>80,599,615</b>		<b>80,522,912</b>	<b>7,040</b>	<b>99.98</b>	<b>0.02</b>	

Resolution 4 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Re-appointment of Mr. BSK & Co. LLP Chartered Accountants, as Auditors	Promoter	18,120,246	72,437,693	39.98	72,437,693	0	100.00	0.00
	Promoter Group							
	Public - Institutional	25,249,992	44,761,733	17.73	44,113,276	6,498	98.55	1.45
	Public - others	4,027,132	3,620,269	9.00	3,620,269	0	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>80,599,615</b>		<b>79,031,508</b>	<b>12,717,085</b>	<b>98.94</b>	<b>1.06</b>	

Resolution 5 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Appointment of Mr. V. Senthil Kumar as an Independent Director	Promoter	18,120,246	72,437,693	39.98	72,437,693	0	100.00	0.00
	Promoter Group							
	Public - Institutional	25,249,992	44,761,733	17.73	44,761,733	0	99.98	0.02
	Public - others	4,027,132	3,620,269	9.00	3,620,269	0	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>80,599,615</b>		<b>80,937,691</b>	<b>0</b>	<b>99.99</b>	<b>0.01</b>	

Resolution 1 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Adoption of audited financial statements for the financial year ended on 31.03.21 and approval of the Board of Directors and the Auditors thereon	Promoter	18,120,246	13,700,245	75.63	13,701,345	2,500	99.98	0.02
	Promoter Group							
	Public - Institutional	25,249,992	16,214,174	64.21	16,007,937	2,001,764	98.77	1.23
	Public - others	4,027,132	4,958,810	12.29	4,958,810	3,031	99.99	0.01
<b>Total</b>	<b>24,672,354</b>	<b>18,202,929</b>		<b>13,707,094</b>	<b>2,887,795</b>	<b>99.85</b>	<b>0.14</b>	

Resolution 2 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Confirmation of Interim dividend paid during the year 2021-21 and approval of the Board of Directors for 2021-21	Promoter	18,120,246	13,700,245	75.63	13,701,345	2,500	99.98	0.02
	Promoter Group							
	Public - Institutional	25,249,992	16,214,174	64.21	16,007,937	0	99.96	0.00
	Public - others	4,027,132	4,958,810	12.29	4,958,810	1,651	100.00	0.00
<b>Total</b>	<b>24,672,354</b>	<b>18,202,929</b>		<b>18,131,067</b>	<b>2,645</b>	<b>99.98</b>	<b>0.02</b>	

Resolution 3 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Re-appointment of Mr. K. K. Kurien, who retires by rotation	Promoter	18,120,246	13,700,245	75.63	13,701,345	2,500	99.98	0.02
	Promoter Group							
	Public - Institutional	25,249,992	16,214,174	64.21	16,007,938	27,133	98.26	1.70
	Public - others	4,027,132	4,958,810	12.29	4,958,810	0	99.67	0.30
<b>Total</b>	<b>24,672,354</b>	<b>18,202,929</b>		<b>13,707,454</b>	<b>27,633</b>	<b>99.79</b>	<b>0.21</b>	

Resolution 4 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Re-appointment of Mr. BSK & Co. LLP Chartered Accountants, as Auditors	Promoter	18,120,246	13,700,245	75.63	13,701,345	2,500	99.98	0.02
	Promoter Group							
	Public - Institutional	25,249,992	16,214,174	64.21	16,120,214	79,077	99.47	0.49
	Public - others	4,027,132	4,958,810	12.29	4,979,251	1,277,988	74.31	25.69
<b>Total</b>	<b>24,672,354</b>	<b>18,202,929</b>		<b>18,827,314</b>	<b>1,277,465</b>	<b>79.12</b>	<b>0.17</b>	

Resolution 5 - Ordinary Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
Appointment of Mr. V. Senthil Kumar as an Independent Director	Promoter	18,120,246	13,700,245	75.63	13,701,345	2,500	99.98	0.02
	Promoter Group							
	Public - Institutional	25,249,992	16,214,174	64.21	16,175,123	7,040	99.76	0.00
	Public - others	4,027,132	4,958,810	12.29	4,948,959	80,144	99.84	0.16
<b>Total</b>	<b>24,672,354</b>	<b>18,202,929</b>		<b>18,127,427</b>	<b>33,214</b>	<b>99.85</b>	<b>0.03</b>	

FOR WIPRO LIMITED

(V. Ramachandran)  
Company Secretary

**Resolution B - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04
Promoter Group							
Public - Institutional	252499992	117380031	46.49	102941759	11213108	85.34	5.55
Public - Others	402713122	13238430	3.29	10050478	241280	98.18	1.82
Total	2467235546	776643893		766624259	11735890	97.96	2.53

Appointment of Mr. M. K. Sharma as an Independent Director

**Resolution C - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04
Promoter Group							
Public - Institutional	252499992	117380031	46.49	102941759	11213108	90.12	9.55
Public - Others	402713122	13238430	3.29	12959382	241343	98.18	1.82
Total	2467235546	776643893		74509001	11735890	98.44	1.51

Appointment of Dr. Anand S. Ganguly as an Independent Director

**Resolution D - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04
Promoter Group							
Public - Institutional	252499992	117380031	46.49	113228328	3788762	96.46	3.21
Public - Others	402713122	13238430	3.29	13327533	975	99.99	0.01
Total	2467235546	776643893		772228113	4024237	99.43	0.52

Appointment of Dr. Jagdish N. Shekh as an Independent Director

**Resolution E - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04
Promoter Group							
Public - Institutional	252499992	117380031	46.49	116855665	0	99.55	0.00
Public - Others	402713122	13238430	3.29	12346711	876	99.99	0.01
Total	2467235546	776643893		774952789	265000	99.30	0.03

Appointment of Mr. William Arthur Owens as an Independent Director

**Resolution B - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04
Promoter Group							
Public - Institutional	252499992	117380031	46.49	10050478	13755468	86.95	11.72
Public - Others	402713122	13238430	3.29	13327533	888	99.99	0.01
Total	2467235546	776643893		74509001	14021546	97.99	1.81

Appointment of Mr. M. K. Sharma as an Independent Director

**Resolution B - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00
Promoter Group							
Public - Institutional	252499992	44761733	17.73	4447643	314090	99.30	0.70
Public - Others	402713122	36252402	9.00	34724985	1497820	95.87	4.13
Total	2467235546	803590017		80357243	381910	99.77	0.22

Appointment of Mr. M. K. Sharma as an Independent Director

**Resolution C - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00
Promoter Group							
Public - Institutional	252499992	44761733	17.73	4447643	314090	99.30	0.70
Public - Others	402713122	36252402	9.00	34724985	1497820	95.87	4.13
Total	2467235546	803590017		80357243	381910	99.77	0.22

Appointment of Dr. Anand S. Ganguly as an Independent Director

**Resolution D - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00
Promoter Group							
Public - Institutional	252499992	44761733	17.73	4445643	302090	99.33	0.67
Public - Others	402713122	36252402	9.00	3596564	28424	99.27	0.78
Total	2467235546	803590017		80402720	38564	99.39	0.67

Appointment of Dr. Jagdish N. Shekh as an Independent Director

**Resolution E - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00
Promoter Group							
Public - Institutional	252499992	44761733	17.73	4474693	7040	99.88	0.01
Public - Others	402713122	36252402	9.00	3619096	12134	99.66	0.33
Total	2467235546	803590017		80420212	19174	99.76	0.22

Appointment of Mr. William Arthur Owens as an Independent Director

**Resolution B - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00
Promoter Group							
Public - Institutional	252499992	44761733	17.73	4474693	7040	99.88	0.02
Public - Others	402713122	36252402	9.00	3596564	6521	99.82	0.18
Total	2467235546	803590017		80420212	6522	99.92	0.08

Appointment of Mr. M. K. Sharma as an Independent Director

**Resolution B - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	137002345	75.63	137013745	265000	99.98	0.02
Promoter Group							
Public - Institutional	252499992	162141764	64.21	146892402	1152798	90.55	7.11
Public - Others	402713122	49692832	12.29	47292934	1799120	96.48	3.51
Total	2467235546	350039441		346883181	3333208	98.81	0.86

Appointment of Mr. M. K. Sharma as an Independent Director

**Resolution C - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	137002345	75.63	137013745	265000	99.98	0.02
Promoter Group							
Public - Institutional	252499992	162141764	64.21	15023125	1152798	92.55	7.11
Public - Others	402713122	49692832	12.29	47292934	1799120	96.48	3.51
Total	2467235546	350039441		346883181	3333208	98.81	0.86

Appointment of Dr. Anand S. Ganguly as an Independent Director

**Resolution D - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	137002345	75.63	137013745	265000	99.98	0.02
Promoter Group							
Public - Institutional	252499992	162141764	64.21	157687921	407053	93.75	2.57
Public - Others	402713122	49692832	12.29	4928027	28449	99.42	0.57
Total	2467235546	350039441		357028133	461801	99.48	0.52

Appointment of Dr. Jagdish N. Shekh as an Independent Director

**Resolution E - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	137002345	75.63	137013745	265000	99.98	0.02
Promoter Group							
Public - Institutional	252499992	162141764	64.21	16102019	7040	99.37	0.00
Public - Others	402713122	49692832	12.29	4928027	13200	99.42	0.25
Total	2467235546	350039441		351118041	38600	99.34	0.59

Appointment of Mr. William Arthur Owens as an Independent Director

**Resolution B - Ordinary Resolution**

Promoter/Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes in against on votes polled (7) = [(5)/(2)]*100
Promoter	181202464	137002345	75.63	137013745	265000	99.98	0.02
Promoter Group							
Public - Institutional	252499992	162141764	64.21	14681171	1375298	90.55	8.49
Public - Others	402713122	49692832	12.29	4882020	659120	98.67	1.33
Total	2467235546	350039441		346883181	2035418	98.97	0.93

Appointment of Mr. M. K. Sharma as an Independent Director

**FOR WIPRO LIMITED**

**(M. Ramachandran)**  
Managing Secretary





Resolution 11 - Ordinary Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Appointment of Mr. Umajitpal as an Independent Director	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	103319236	1367734	84.02	11.65
	Total		402713122	176488363	43.79	723389593	13944232	89.32	13.80

Resolution 12 - Ordinary Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Adoption of new draft Articles of Association of the Company	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	116995500	0	99.67	0.00
	Total		402713122	176488363	43.79	132383836	31	99.99	0.00

Resolution 13 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	116478910	517680	99.23	0.44
	Total		402713122	176488363	43.79	132364942	783680	99.99	0.01

Resolution 14 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for Amendments to the Memorandum and Articles of Association of the Company	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	60955101	5615457	51.93	48.03
	Total		402713122	176488363	43.79	100665333	3170959	76.04	23.95

Resolution 15 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	44761733	0	100.00	0.00
	Total		402713122	176488363	43.79	802377765	265000	99.77	0.23

Resolution 16 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	167141764	0	99.76	0.20
	Total		402713122	176488363	43.79	812902196	265000	99.93	0.17

Resolution 17 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	161540643	517680	99.44	0.32
	Total		402713122	176488363	43.79	807201075	783360	99.53	0.46

Resolution 18 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	21836690	0	100.00	0.00
	Total		402713122	176488363	43.79	864127322	265000	99.77	0.63

Resolution 19 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	1370137345	265000	99.98	0.02
	Holder	Public - others	252499942	117380031	46.49	161540643	517680	99.44	0.32
	Total		402713122	176488363	43.79	498754388	782680	99.53	0.46

Resolution 20 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for Amendments to the Memorandum and Articles of Association of the Company	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	89555101	5615457	51.93	48.03
	Total		402713122	176488363	43.79	100665333	3170959	76.04	23.95

Resolution 21 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	645760432	265000	99.96	0.04
	Holder	Public - others	252499942	117380031	46.49	72437913	0	100.00	0.00
	Total		402713122	176488363	43.79	802377765	265000	99.97	0.03

Resolution 22 - Special Resolution	Promoter/Public		No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes in against on votes polled (7) = (5)/(2)*100
	Promoter	Public - Institutional							
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	Promoter	Public - Institutional	181202464	646025432	35.65	1370137345	265000	99.98	0.02
	Holder	Public - others	252499942	117380031	46.49	162141764	0	99.76	0.20
	Total		402713122	176488363	43.79	498754388	265000	99.53	0.46

Note : the difference between the aggregate of (% of votes in favour plus % of votes against) and total votes polled is due to non voting and abstained categories.

3/3

**FOR WIPRO LIMITED**  
 (R Ramachandran)  
 Company Secretary

**V. Sreedharan & Associates**

Company Secretaries

Tel : 080-22290394  
Fax : 080-22116252  
Mobile : 98452 14399, 99867 71214  
compliance@sreedharancs.com  
GNR Complex, 1st 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,

Chairman

Annual General Meeting of the Equity Shareholders of "**Wipro Limited**" held on,  
July 23, 2014 at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8,  
No.72, Keonics Electronic City, Hosur Road, Bangalore-561229 at 04.00 P.M.

Sir,

I, V.Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries,  
Bangalore, was appointed as Scrutinizer for the purpose scrutinizing the poll taken  
on the below mentioned resolutions, at the Annual General Meeting of the Equity  
Shareholders of "**Wipro Limited**", held on Wednesday, July 23, 2014 at 'Wipro's  
Campus, Cafeteria Hall EC-3, Ground Floor, Opp.Tower 8, No.72, Keonics Electronic  
City, Hosur Road, Bangalore-561229.

**Certified true copy**

**FOR WIPRO LIMITED**

  
**(V. Ramachandran)**  
Company Secretary



We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes 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. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the Poll is as under:

**a) RESOLUTION 1**

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the Reports of the directors and Auditors thereon.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
171	80,53,95,410	100





(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
8	3031	Negligible

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	595



**b) RESOLUTION 2**

To confirm the payment of Interim Dividend of Rs.3 per equity share and to declare a Final Dividend Rs.5 per equity share.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
172	80,53,98,911	100

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
6	1,399	Negligible



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	605

**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 and the re-appointment shall be on the same terms as approved by the shareholders at the Annual General Meeting held on July 19, 2011.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
163	805222912	99.98



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
14	166380	0.02

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	620

**d) RESOLUTION 4**

**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 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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
164	79,20,31,508	98.34

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
14	1,33,66,049	1.66



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	603

**e) RESOLUTION 5**

**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.



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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
170	80,53,02,709	99.99

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
9	86,312	0.01

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	586



**f) RESOLUTION 6**

**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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
164	80,35,79,542	99.78





(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
15	18,11,920	0.22

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	586

**g) RESOLUTION 7**

**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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
164	80,35,77,521	99.78

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
15	18,11,910	0.22



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	586

**h) RESOLUTION 8**

**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.



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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
165	80,48,02,720	99.93

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
14	5,85,564	0.07

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	586





**i) RESOLUTION 9**

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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
167	80,52,62,212	99.98



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
12	1,28,174	0.02

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	586

**j) RESOLUTION 10**

**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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
169	80,47,26,190	99.92

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
10	6,65,272	0.08



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	586

**k) RESOLUTION 11**

**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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
168	80,47,25,986	99.92

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
11	6,64,493	0.08



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	586

**I) RESOLUTION 12**

**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 contains 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.



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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
168	80,53,12,813	99.99

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
9	81,985	0.01

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	618





**m) RESOLUTION 13**

**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 Acts 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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
166	80,51,59,591	99.97

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
12	2,27,983	0.03



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	596

**n) RESOLUTION 14**

**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
- ii. Cheque

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 BPS 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 (115U 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 I 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 ("135U 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 135Us I 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.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
115	74,97,94,751	93.10



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
63	5,55,93,011	6.90

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	1,316

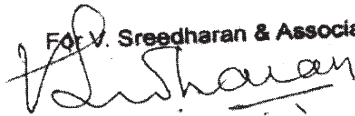
4. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



5. 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.
6. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this report.

Thanking You,

Yours faithfully

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

Place: Bangalore

Dated: July 24, 2014

**V. Sreedharan & Associates**  
Company Secretaries

Tel : 080-22290394  
Fax : 080-22116252  
Mobile : 98452 14399, 99867 71214  
compliance@sreedharancs.com  
GNR Complex, 1st Floor, 32/33, 8th Cross,  
Opp. Wilson Garden Police Station,  
Wilson Garden, Bangalore - 560 027.

July 22, 2014

**REPORT OF SCRUTINIZER**

**[E – VOTING]**

[Pursuant to Clause 35B of Listing Agreement and pursuant to section 108 of the  
Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and  
Administration) Rules, 2014]

To,  
The Chairman,  
Wipro Limited,  
Doddakannelli, Sarjapur Road,  
Bangalore - 560035

Sir,

I, V.Sreedharan, Partner of M/s V. Sreedharan and Associates, Company Secretaries,  
Bangalore, was appointed as Scrutinizer for the 68<sup>th</sup> (Sixty Eighth) Annual General  
Meeting of the Equity Shareholders of "**Wipro Limited**" to be held on  
Wednesday July, 23, 2014 at 04.00 P.M. at 'Wipro's Campus, Cafeteria Hall EC-  
3,Ground Floor, Opp. Tower 8,No.72, Keonics Electronic City, Hosur Road,  
Bangalore-561229' for the purpose of scrutinizing the E Voting process in a fair and

Certified true copy

**FOR WIPRO LIMITED**

  
**(V. Ramachandran)**  
Company Secretary

Page 1 of 28



transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on Friday, July 18, 2014 up to 06.00PM on Sunday, July 20, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on Friday 20, June, 2014, who were entitled to vote on the proposed 14 (Fourteen) resolutions as mentioned in the Notice of the Annual General Meeting of "**Wipro Limited**" (Item Number 1 (One) to 14 (Fourteen) of the Notice of the Annual General Meeting of Wipro Limited).
3. The votes were unblocked on July 22, 2014 around 11.35 A.M. in the presence of two witnesses, namely, Ms. Padmasri M.V, residing at 146/224, 'D' 18<sup>th</sup> Main, 5<sup>th</sup> Phase, J.P Nagar, Bangalore 560078 and Mr. Vijayesh Rajendran, residing at 56/5-1, G-7, Silverline Tulip Apartments, 9<sup>th</sup> Cross, Sarraki Main Road, J.P Nagar I Phase, Bangalore 560078 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
**(Padmasri M.V)**

  
**(Vijayesh Rajendran)**



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E- Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).

5. The result of the e-voting is as under:

**a) RESOLUTION 1**

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the Reports of the directors and Auditors thereon.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
487	77,43,07,584	99.71

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	22,66,764	0.29





(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	67,184

**b) RESOLUTION 2**

To confirm the payment of Interim Dividend of Rs.3 per equity share and to declare a Final Dividend Rs.5 per equity share.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
489	77,63,09,368	99.96

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	2,65,052	0.03



(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	67,112

**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 and the re-appointment shall be on the same terms as approved by the shareholders at the Annual General Meeting held on July 19, 2011.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
471	77,35,63,592	99.61

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
14	30,10,497	0.39



(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	67,443

**d) RESOLUTION 4**

**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 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:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
466	77,61,65,806	99.95



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
18	4,08,416	0.05

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	67,310

**e) RESOLUTION 5**

**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.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
474	77,59,94,478	99.96

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	2,65,872	0.03

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	3,81,182



**f) RESOLUTION 6**

**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.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
407	76,08,02,239	98.48



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
51	1,17,19,388	1.52

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
34	41,19,905

**g) RESOLUTION 7**

**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.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
427	76,45,40,901	98.49

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
53	1,17,19,449	1.51

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	3,81,182





**h) RESOLUTION 8**

**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.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
457	77,22,26,113	99.48



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
22	40,34,237	0.52

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	3,81,182

**i) RESOLUTION 9**

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.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
469	77,58,52,769	99.97

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
7	2,65,876	0.03

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
15	5,22,887



**j) RESOLUTION 10**

**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.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
451	76,10,57,360	98.19



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	1,40,21,356	1.81

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
19	15,62,816

**k) RESOLUTION 11**

**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.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
466	76,23,16,361	98.20

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
13	1,39,43,229	1.80



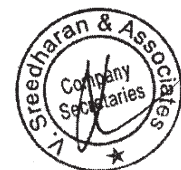
(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	3,81,942

**I) RESOLUTION 12**

**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 contains 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.



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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
480	77,59,95,348	99.97

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	2,65,031	0.03

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	3,81,153

**m) RESOLUTION 13**

**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





Acts 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.



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
459	77,54,75,816	99.89

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
22	7,84,548	0.10

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
10	3,81,168

**n) RESOLUTION 14**

**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

ii. Cheque

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 BPS 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 (115U 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 I 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 ("135U 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 135Us I 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.





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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
335	71,67,82,116	92.30

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
152	5,97,91,446	7.70

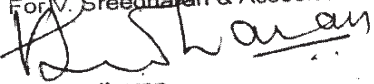
(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	67,970

Thanking you,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan

Partner

F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: 22 July, 2014