



Form No. MGT-13

REPORT OF SCRUTINIZER

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

To,

The Chairman of the Seventy First Annual General Meeting of the Equity Shareholders of "Wipro Limited" held on July 19, 2017 at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opposite Tower 8, No. 72, Keonics, Electronics City, Hosur Road, Bengaluru - 561 229 at 4 p.m.

Sir,

I, V. Sreedharan, partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- (ii) Voting through electronic voting system (“Instapoll”) at the annual general meeting.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Seventy First Annual General Meeting of the Equity Shareholders dated June 02, 2017. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favor” or “against” the resolution stated in the notice of the AGM, based on the report generated from the e-voting system and Instapoll provided by Karvy Computershare Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the general meeting by Instapoll at the venue of the AGM.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 a.m. Saturday, July 15, 2017 up to 5.00 p.m. Tuesday, July 18, 2017.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.

B. Relating to voting at the AGM :

a. Instapoll

After the conclusion of the AGM, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



b. ballot

The facility for voting through ballot was also made available at the venue of the AGM and ballot box was provided. However, no member voted through ballot at the AGM.


C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:

1. The voting rights were reckoned as on Wednesday, July 12, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and instapoll at the meeting.

2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 19, 2017 at 5.40 P.M. in presence of two witnesses, namely Ms. Devika Sathyanarayana residing at 2nd Floor, No. 86, Divinity Apartments, 9th Main, RPC Layout, Vijayanagar, Bangalore 560104 and Mr. Pradeep B. Kulkarni residing at 53/1-A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bengaluru 560055 who are not in the employment of the Company.

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


(Devika Sathyanarayana)


(Pradeep B. Kulkarni)



3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted “For” or “Against” through voting at the annual general meeting by electronic means (Instapoll).

4. The combined result of remote e-voting and poll is as under:

a) **RESOLUTION 1**

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	781	166	947
Number of votes cast by them	424,08,39,866	6,76,68,714	430,85,08,580
% of Total Number of valid votes cast	100	100	100



(ii) Voted against the resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	5	2	7
Number of votes cast by them	1,107	1,773	2,880
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) Invalid Votes

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	NIL	NIL	NIL
Number of votes cast by them	NIL	NIL	NIL

b) RESOLUTION 2

To confirm the payment of Interim Dividend of 2 per equity share already paid during the year as the Final Dividend for the financial year ended March 31, 2017.



(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	776	164	940
Number of votes cast by them	424,12,91,852	6,76,69,316	430,89,61,168
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	10	4	14
Number of votes cast by them	705	1,946	2,651
% of Total Number of valid votes cast	Negligible	Negligible	Negligible



(iii) Invalid Votes

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	NIL	NIL	NIL
Number of votes cast by them	NIL	NIL	NIL

c) RESOLUTION 3

To consider appointment of a Director in place of Mr. Abidali Z Neemuchwala (DIN 02478060) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	766	167	933
Number of votes cast by them	423,97,19,054	6,69,54,875	430,66,73,929
% of Total Number of valid votes cast	99.96	98.94	99.95



(ii) Voted against the resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	19	3	22
Number of votes cast by them	15,72,002	7,13,515	22,85,517
% of Total Number of valid votes cast	0.04	1.06	0.05

(iii) Invalid Votes

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	NIL	NIL	NIL
Number of votes cast by them	NIL	NIL	NIL



d) **RESOLUTION 4**

To consider and approve appointment of Auditors.

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	773	165	938
Number of votes cast by them	424,12,90,758	6,76,70,386	430,89,61,144
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution -

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	14	3	17
Number of votes cast by them	1,319	737	2,056
% of Total Number of valid votes cast	Negligible	Negligible	Negligible



(iii) Invalid Votes:

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	NIL	NIL	NIL
Number of votes cast by them	NIL	NIL	NIL

e) RESOLUTION 5

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

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	728	165	893
Number of votes cast by them	419,51,27,833	6,01,07,970	425,52,35,803
% of Total Number of valid votes cast	98.91	88.83	98.75



(ii) Voted against the resolution -

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	60	3	63
Number of votes cast by them	4,61,64,315	75,61,155	5,37,25,470
% of Total Number of valid votes cast	1.09	11.17	1.25

(iii) Invalid Votes:

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	NIL	NIL	NIL
Number of votes cast by them	NIL	NIL	NIL

f) RESOLUTION 6

Re-appointment of Mr. William Arthur Owens (DIN 00422976) as Independent Director of the Company.



(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	756	163	919
Number of votes cast by them	423,80,76,130	6,69,25,446	430,50,01,576
% of Total Number of valid votes cast	99.93	98.90	99.91

(ii) Voted against the resolution -

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	22	4	26
Number of votes cast by them	29,24,967	7,43,675	36,68,642
% of Total Number of valid votes cast	0.07	1.10	0.09



(iii) Invalid Votes:

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	NIL	NIL	NIL
Number of votes cast by them	NIL	NIL	NIL

5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)
Partner
FCS 2347; CP No. 833



Bengaluru
July 20, 2017