



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			23-07-2014		
B	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE			229325		
C	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			290		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	12	10	22	1382308344	56.02
	PUBLIC	175	93	268	112454656	4.56
	TOTAL	187	103	290	1494763000	60.58
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

Consolidated						
No. of Share holder (1)	No of votes pollard (2)	% of Votes Pollard on outstanding shares (3)=(1)/(1+10)	No. of votes in Favour (4)	No. of votes in Against (5)	% of votes in Favour on votes pollard (6)=(4)/(2)+100	% of votes in applied on votes pollard (7)= (5)/(2)+100
181022464	137002345	75.63	137013745	765000	99.98	0.02/0.02
252499962	162141764	64.21	16007927	2001764	98.72	1.23/0.23
403710172	49498870	12.29	48495122	3031	99.99	0.01/0.01
246725546	158204279		157702294	2269795	99.85	0.15/0.15

Controlled						
No. of shares held (%)	No. of votes polled (%)	% of votes polled on outstanding (4)/(3)*100	Favour (%)	No. of votes in Against (%)	% of votes in favour on votes polled (6)/(5)*100	% of votes in favour on votes polled (7)/(6)*100
1812022466	1370027385	75.68	1370137385	265000	99.98	0.02
2534899862	162181754	64.21	162077291	0	99.98	0.00
240711122	49506059	12.29	48408443	1451	100.00	0.00
246728354	1582004608		1581086728	256831	99.98	0.02

Consolidated						
No. of Shares held (%)	No. of votes Pollable (%)	% of Votes Pollable on outstanding (B/(B+D)) * 100	No. of votes in Favour (%)	No. of votes Against (%)	% of votes in favour on votes pollable (6/(6+7)) * 100	% of votes in against on votes pollable (7/(6+7)) * 100
1812022464	1370082345	75.65	1370137345	265000	99.58	0.02
252698965	1651841764	64.21	155920956	7751332	98.76	1.70
400713122	49486956	12.50	4638201	116564	98.54	0.52
246723584	154038005		15378746504	3136877	98.74	0.32

Considered						
No. of States Total (1)	No. of votes polls (2)	% of Votes Polls on outstanding (3)/(2)*(100)	No. of votes in Favour (4)	No. of votes Against (5)	% of votes in Favour on votes polls (6)/(5)*(100)	% of votes in opinion on votes polls (7)=(6)/(2)*(100)
1810023466	1370002485	75.83	1370137245	265900	99.98	0.02
75298960	167181766	64.31	162800314	792972	99.87	0.49
400713342	48607944	12.36	35707055	1377468	96.43	25.99
246723524	158200053		156187218	1377468	96.43	25.99

Consolidated							
	No. of States held (1)	No of votes polling (2)	% of Votes Polling on electronic system [B]/[B+(1)]*100	No. of votes in Favour (4)	No. of votes Against (5)	% of votes in Favour on votes polling (6) = [4]/(2)*100	% of votes in Against on votes polling (7) = [5]/(2)*100
18/0022/2464	13/0402/345	75.63	13/0117/345	265/300		99.98	0.02
253699963	16/141756	64.71	16/175/1283	7040		99.76	0.00
402713172	604648331	12.35	16/183/252	82/140		99.84	0.16
2467233584	16/04101590						

(V. Mamachandran)
Company Secretary

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04	
Public - Institutional	352489962	117380031	46.49	103319238	1387754	88.02	11.65	
Public - others	402713122	13238430	3.29	13238693	31	99.99	0.01	
Appointment of Ms. Ireena Vittal as an Independent Director	2467235546	776643893		78218461	13948239	94.16	1.80	
Total								

Resolution 13 - 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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00	
Public - Institutional	352489962	44761733	17.73	44754693	7040	99.98	0.02	
Public - others	402713122	36252432	9.00	35294380	657635	98.18	1.81	
Appointment of Ms. Ireena Vittal as an Independent Director	2467235546	805380065		804723946	664493	99.92	0.08	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	1370402345	75.63	137037345	265900	99.98	0.02	
Public - Institutional	352489962	162141764	64.21	148077929	13664394	91.32	8.44	
Public - others	402713122	40488662	12.28	404881073	6383378	98.67	1.33	
Appointment of Ms. Ireena Vittal as an Independent Director	2467235546	1582039099		1582039099	14607722	99.05	0.92	
Total								

Resolution 15 - 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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04	
Public - Institutional	352489962	117380031	46.49	116966590	0	99.67	0.00	
Public - others	402713122	13238430	3.29	13238430	31	99.99	0.00	
Adoption of new draft Articles of Association of the Company	2467235546	776643893		779995348	265031	99.92	0.08	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00	
Public - Institutional	352489962	44761733	17.73	44761733	0	100.00	0.00	
Public - others	402713122	36252432	9.00	36174167	81985	99.77	0.23	
Adoption of new draft Articles of Association of the Company	2467235546	805380065		805318313	61985	99.99	0.01	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	1370402345	75.63	137037345	265900	99.98	0.02	
Public - Institutional	352489962	162141764	64.21	161758323	0	99.76	0.00	
Public - others	402713122	40488662	12.29	404812493	82016	99.83	0.17	
Adoption of new draft Articles of Association of the Company	2467235546	1582039099		1581308361	347916	99.95	0.02	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04	
Public - Institutional	352489962	117380031	46.49	116478910	517860	99.23	0.44	
Public - others	402713122	13238430	3.29	13236474	1868	99.99	0.01	
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	2467235546	776643893		774973451	784548	99.45	0.10	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00	
Public - Institutional	352489962	44761733	17.73	44761733	0	100.00	0.00	
Public - others	402713122	36252432	9.00	36020845	227983	99.37	0.63	
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	2467235546	805380065		805318951	227983	99.97	0.03	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	1370402345	75.63	137037345	265900	99.98	0.02	
Public - Institutional	352489962	162141764	64.21	161260643	517860	99.44	0.32	
Public - others	402713122	40488662	12.29	40257419	228651	99.53	0.46	
Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time directors	2467235546	1582039099		1580615407	3012531	99.91	0.06	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	64605432	35.65	645760432	265000	99.96	0.04	
Public - Institutional	352489962	117380031	46.49	60955101	56555457	51.93	48.01	
Public - others	402713122	13238430	3.29	10066583	3170989	76.04	23.95	
Special Resolution for Amendments to Wipro Employee Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2002, Wipro Employee Restricted Stock Unit Plan 2007, Wipro Employee Restricted Stock Unit Plan 2010, Wipro Employee Restricted Stock Purchase scheme 2013, and Wipro Equity Reward Trust (WERT)	2467235546	776643893		716732136	5973146	92.28	7.70	
Total								

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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	724376913	39.98	724376913	0	100.00	0.00	
Public - Institutional	352489962	44761733	17.73	3581146	41180585	8.00	92.00	
Public - others	402713122	36252432	9.00	2188690	14412426	60.24	39.76	
Special Resolution for Amendments to Wipro Employee Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2002, Wipro Employee Restricted Stock Unit Plan 2007, Wipro Employee Restricted Stock Purchase scheme 2013, and Wipro Equity Reward Trust (WERT)	2467235546	805380065		740794793	5559001	93.10	6.90	
Total								

Resolution 23 - 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)/(5)*100	% of votes in against on votes polled (7) = (5)/(4)*100
Promoter	181202464	1370402345	75.63	137037345	265900	99.98	0.02	
Public - Institutional	352489962	162141764	64.21	64136236	9755002	39.40	60.15	
Public - others	402713122	40488662	12.28	31903278	17583415	64.47	35.53	
Special Resolution for Amendments to Wipro Employee Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2002, Wipro Employee Restricted Stock Unit Plan 2007, Wipro Employee Restricted Stock Purchase scheme 2013, and Wipro Equity Reward Trust (WERT)	2467235546	1582039099		1466570607	11584467	92.70	7.29	
Total								

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.

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3/3.

FOR WIPRO LIMITED

(N. 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

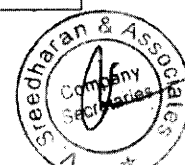


f) RESOLUTION 6

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

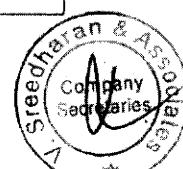


i) RESOLUTION 9

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

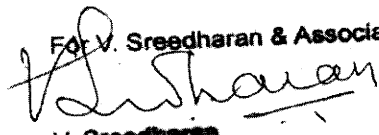
4. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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 68th (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

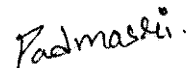


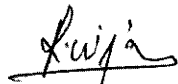
transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

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' 18th Main, 5th Phase, J.P Nagar, Bangalore 560078 and Mr. Vijayesh Rajendran, residing at 56/5-1, G-7, Silverline Tulip Apartments, 9th Cross, Sarraiki 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



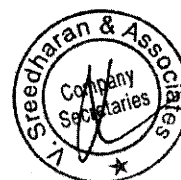
(iii) **Invalid Votes:**

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:

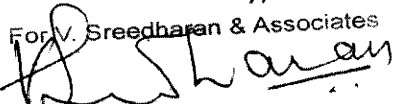
Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
152	5,97,91,446	7.70

(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