



March 20, 2019

The Manager - Listing
BSE Limited
(BSE: 507685)

The Manager - Listing
National Stock Exchange of India Limited
(NSE: WIPRO)

Dear Sir/Madam,

Sub: Minutes of the Resolutions passed by way of Postal Ballot

We are enclosing copy of the minutes of resolutions passed by postal ballot on February 22, 2019. The results of postal ballot were announced vide our letter dated February 24, 2019.

This is for your information and records.

For Wipro Limited


M Sanaula Khan
Company Secretary



Encl: As above

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WIPRO LIMITED

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) BY MEMBERS OF THE COMPANY ON FEBRUARY 22, 2019, RESULTS OF WHICH WERE DECLARED ON FEBRUARY 24, 2019

At its meeting held on January 18, 2019, the Board of Directors ("Board") of the Company approved the proposal to conduct a Postal Ballot pursuant to section 110 of the Company's Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to seek approval of the Members for the following ordinary resolutions:

1. Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company
2. Issue of Bonus Shares

The Board appointed Mr. V.Sreedharan/Mr. Pradeep B. Kulkarni, Partners of V.Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through Karvy Fintech Private Limited (Karvy). The postal ballot and e-voting period commenced at 9 a.m. IST on Thursday, January 24, 2019 and ended at 5 p.m. IST on Friday, February 22, 2019. A newspaper advertisement as required under the Companies Act, 2013 was published in Business Standard-all editions and Kannada Prabha (regional newspaper- Kannada Language) newspapers on January 24, 2019.

The Scrutinizer submitted his report on postal ballot & e-voting process to the Chairman of the Company on February 24, 2019. Summary of the Scrutinizer's Report is as under:

1. The postal ballot notice dated January 18, 2019 was sent to all the Members whose names appeared on the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on January 11, 2019. For the Members whose e-mail ids were registered, the Company sent the postal ballot notice to their email addresses registered with their Depository Participant and for the Members whose e-mail ids were not registered, the Company completed physical despatch of the postal ballot notice, postal ballot forms and postage prepaid, self-addressed business reply envelope on January 23, 2019.
2. Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
3. The votes cast through electronic means were unblocked on February 22, 2019 at 5.01 p.m. The postal ballot forms were scrutinized on February 23, 2019 at Karvy Fintech Private Limited, Hyderabad.
4. The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the register of members/list of beneficial owners as on Friday, January 11, 2019.
5. All postal ballot form and votes cast through electronic means received upto 5.00 p.m (IST) on February 22, 2019, being the last time and date fixed by the Company for receipt of forms and votes cast through electronic means, were considered for scrutiny.

For WIPRO LIMITED


Company Secretary

6. No mutilated or defaced Postal Ballot Forms were found.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated February 24, 2019 to the Chairman of the Company. Based on the report, all the resolutions set out in the postal ballot notice dated January 18, 2019 have been passed with requisite majority.

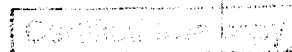
The details of voting on the ordinary resolutions as per the Scrutinizer's report are as under:

1. Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, and the provisions of Article 72 of the Articles of Association of the Company, approval of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 1126,50,00,000/- (Rupees One Thousand One Hundred and Twenty Six Crores and Fifty Lakhs) divided into 550,00,00,000/- (Five Hundred and Fifty Crores) equity shares of ₹ 2/- (Rupees Two) each, 2,50,00,000 (Two Crore Fifty Lakhs) preference shares of ₹ 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty thousand) 10% optionally convertible cumulative preference shares of ₹ 100/- (Rupees One Hundred) each to ₹ 2526,50,00,000/- (Rupees Two Thousand Five Hundred and Twenty Six Crores and Fifty Lakhs) by creation of additional 700,00,00,000 (Seven Hundred Crores) equity shares of ₹ 2/- (Rupees Two) each and consequently, existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

"The Authorised Share Capital of the Company is ₹ 2526,50,00,000/- (Rupees Two Thousand Five Hundred and Twenty Six Crores and Fifty Lakhs) divided into 1250,00,00,000 (One Thousand Two Hundred and Fifty Crores) equity shares of ₹ 2/- (Rupees Two) each, 2,50,00,000 (Two Crore Fifty Lakhs) preference shares of ₹ 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 10% optionally convertible cumulative preference shares of ₹ 100/- (Rupees One Hundred) each, with power to increase and reduce or consolidate or sub-divide the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to verify, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."



For WIPRO LIMITED


Mr. Sanjiv K. Khan
Company Secretary

Result of voting through Postal Ballot and e-voting was as follows:

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e.11/01/2019) 452,50,76,573 Equity Shares)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs.2/- each)	No. of member voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
Postal ballot forms /e-votes with assent for the Resolution as a percentage of net valid shares polled	1,527	6,37,993	1,319	336,00,51,833	2,846	336,06,89,826	98.82
Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	13	386	77	4,00,26,602	90	4,00,26,988	1.18

2. Issue of Bonus Shares

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the provisions of Article 137 of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or the capital redemption reserve account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of ₹ 2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository

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for WITRO LIMITED


K. Saurabh Khan
Company Secretary

Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 3 (Three) existing equity shares held by the Members.

RESOLVED FURTHER THAT consequent to the issue of bonus equity shares, as hereinbefore resolved, in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to any registration statement to be filed with the Securities and Exchange Commission, USA (SEC), and any other requirement under any law, approval of the Members be and is hereby accorded to the Board for the purpose of issue of stock dividend (Bonus), credited as fully paid-up American Depositary Shares (ADS) to the holders of the existing ADS of the Company in consideration of their said holding and whose names appear on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) ADS for every 3 (Three) existing ADS held by the ADS holders.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully-paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments necessary for the issue of bonus equity shares/stock dividend (on ADS) as aforesaid, to the stock options and Restricted Stock Units (RSUs) which have been granted (whether vested or not) to employees of the Company under ADS Stock Option Plan 2000, Wipro Restricted Stock Unit Plan 2004, ADS Restricted Stock Unit Plan 2004, Wipro Restricted Stock Unit Plan 2005, Wipro Restricted Stock Unit Plan 2007 and Wipro Equity Reward Trust Employee Stock Purchase Plan 2013, pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the number of stock options/RSUs which are available for granting and those already granted but not exercised as on the record date shall be appropriately adjusted.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed

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For WIPRO LIMITED


M. Sumanth Khan
Company Secretary

among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares and ADS as resolved hereinbefore, the issuance of equity shares and/or ADS or instruments or securities representing the same, the methodology for dealing with fractional shares, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEC and/or the SEBI, listing the additional equity shares and/or ADS on BSE Limited, National Stock Exchange of India Limited and New York Stock Exchange (NYSE) as the case may be, amending, if necessary, the relevant sections of the agreement entered into between the Company, JP Morgan Chase Bank, N.A., New York (the depositary to the Company's ADS) and the American Depositary Receipt Holders ('the Depositary Agreement') in connection with the Company's ADS offering, listing on NYSE, and entering into of any depositary arrangements in regard to any such bonus as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit."

Result of voting through Postal Ballot and e-voting was as follows:

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e.11/01/2019) 452,50,76,573 Equity Shares)
	No.of members voted through Postal ballot forms	No.of votes cast (Equity Shares of Rs.2/- each)	No. of member voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
Postal ballot forms /e-votes with assent for the Resolution as a percentage of net valid shares polled	1,526	6,40,929	1,373	339,37,96,394	2,899	339,44,37,323	99.81

For WIPACO LHM LTD

 Company Secretary

Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	3	51	31	63,87,998	34	63,88,049	0.19
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The Chairman noted the results of voting as stated above and it was declared and recorded that all resolutions as set out in the Notice of Postal Ballot dated January 18, 2019, were duly passed by the Members on February 22, 2019 with requisite majority.

Sd/-

CHAIRMAN

Confirmed

Minutes preparation date: March 06, 2019

For WIPPO LIMITED



Md Farman Khan
Company Secretary