



May 9, 2013

To
BSE Limited,
Mumbai

To
National Stock Exchange of India Limited,
Mumbai

Dear Sirs,

Sub: Compliance with the minimum public shareholding requirement

With regard to the captioned subject, Wipro Limited vide its letters dated April 9, 2013 and April 25, 2013 sought the approval of SEBI in terms of clause 40A sub-clause (iii) item (g) of the Listing Agreement to increase the public shareholding in the Company to comply with the minimum public shareholding requirement under Rule 19A of the Securities Contract (Regulation) Rules, 1957, by way of transfer by the Promoter Group of such number of Equity Shares of the Company as may be required to an irrevocable 'Independent Trust', for advancing philanthropic activities through the beneficiaries companies identified by the Promoter Group for such purposes.

SEBI has now vide its letter dated May 8, 2013 acceded to the proposal subject to certain conditions stated in their letter.

A copy of the SEBI letter is enclosed for your records. A copy of the press release proposed to be released by the Company is enclosed herewith

This intimation is being provided in accordance with clause 36 of the Listing Agreement and we request you to kindly take the contents on record and do the needful.

Thanking You

Yours truly

For **Wipro Limited**

V. Ramachandran
Company Secretary

Encl: As above



Share transfer by Wipro Promoter Group to 'Irrevocable Independent Trust' to be categorized as Public Shareholding

Bangalore, India and East Brunswick, New Jersey, USA – May 9, 2013 – Wipro Limited (NYSE:WIT) today announced that SEBI has approved its proposal to meet the minimum public shareholding requirement through a transfer of equity shares by the promoter group to an 'Irrevocable Independent Trust' with Trustees either from public sector banks or public financial institutions for advancing philanthropic activities through its beneficiaries.

The Irrevocable Independent Trust shall be categorized as 'public shareholding' for the purpose of the minimum public shareholding criteria of 25 per cent specified under the Securities Contract (Regulation) Rules, 1957 and clause 40A of the Listing Agreement.

Wipro and the promoter group have undertaken multiple steps to fulfill the minimum public shareholding requirement including Offer for Sale (OFS). The demerger of the 'diversified' business is also expected to increase public shareholding. Any shortfall to meet public shareholding prior to due date of meeting the minimum public shareholding requirement would be transferred to the 'Irrevocable Independent Trust' and the Trust shall effect a sale of such equity shares forming part of the trust funds within a period of two years from the date of such settlement.

JM Financial acted as the advisor in this matter.

About Wipro Limited:

Wipro Ltd. (NYSE:WIT) is a leading Information Technology, Consulting and Outsourcing company that delivers solutions to enable its clients do business better. Wipro delivers winning business outcomes through its deep industry experience and a 360-degree view of "Business through Technology;" helping clients create successful and adaptive businesses. A company recognized globally for its comprehensive portfolio of services, a practitioner's approach to delivering innovation and an organization wide commitment to sustainability; Wipro has over 140,000 employees and clients across 54 countries. For more information, please visit www.wipro.com.

Contacts:

Media

Vipin Nair
+91 9845014036
vipin.nair1@wipro.com

Investors

Aravind Viswanathan,

Investor Relations, Wipro Limited

+91 - 80 -39916143

aravind.viswanathan@wipro.com

Wipro's forward looking and cautionary statements

The forward-looking statements contained herein represent Wipro's beliefs regarding future events, many of which are by their nature, inherently uncertain and outside Wipro's control. Such statements include, but are not limited to, statements regarding Wipro's growth prospects, its future financial operating results, and its plans, expectations and intentions. Wipro cautions readers that the forward-looking statements contained herein are subject to risks and uncertainties that could cause actual results to differ materially from the results anticipated by such statements. Such risks and uncertainties include, but are not limited to, risks and uncertainties regarding fluctuations in our earnings, revenue and profits, our ability to generate and manage growth, intense competition in IT services, our ability to maintain our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, the success of the companies in which we make strategic investments, withdrawal of fiscal governmental incentives, political instability, war, legal restrictions on raising capital or acquiring companies outside India, unauthorized use of our intellectual property, and general economic conditions affecting our business and industry. Additional risks that could affect our future operating results are more fully described in our filings with the United States Securities and Exchange Commission, including, but not limited to, Annual Reports on Form 20-F. These filings are available at www.sec.gov. We may, from time to time, make additional written and oral forward-looking statements, including statements contained in the company's filings with the Securities and Exchange Commission and our reports to shareholders. We do not undertake to update any forward-looking statement that may be made from time to time by us or on our behalf.



Pradeep Kumar
Assistant General Manager
Corporation Finance Department
Tel: +91 22 26449337
Fax: +91 22 26449022 ||
Email: pradeepkumar@sebi.gov.in

भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India

CFD/AT/CB/OW/10967/2013
May 08, 2013

The Managing Director
JM Financial Institutional Securities Private Limited
141, Maker Chambers III
Nariman Point, Mumbai - 400021

Dear Sir,

Sub: Wipro Limited - Request for approval of proposals for compliance with minimum public shareholding requirements under rule 19A of Securities Contracts (Regulation) Rules, 1957 in accordance with clause 40A sub-clause (ii) Item (g) of the listing agreement

1. This is in reference to letters dated April 09, 2013 and April 25, 2013 received from WIPRO Limited on the captioned subject.
2. Vide the aforesaid letters, WIPRO has sought approval of SEBI for the creation of an independent trust for undertaking only philanthropic activities to comply with the minimum public shareholding requirement under rule 19A of Securities Contracts (Regulation) Rules, 1957 ("SCRR"), pursuant to the amendment of clause 40A of the listing agreement through SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012. Further, you have been authorized vide the said letters to co-ordinate with regard to matters related to the application by WIPRO.
3. In this regard, please be informed that after examining the matter, the competent authority has decided to accede to the proposal of creation of an independent trust subject to the following modifications/additions to the conditions proposed in the aforesaid letters:
 - a. The trust shall be irrevocable and independent.
 - b. The trust shall undertake only philanthropic activities.
 - c. The trustees of the trust shall be only public sector banks or public financial institutions.
 - d. The voting rights on the shares forming part of the trust funds shall be exercisable only by the trustees.
 - e. The trust deed should specifically state that the trust shall stand extinguished when its purpose is fully utilized. Further, the purpose of the trust would be to utilize atleast 90% of the proceeds from the sale of shares and incidental incomes, if any, and the remaining funds upon extinguishment shall be transferred to Azim Premji trust which shall utilize those funds only for philanthropic activities.

Page 1 of 2

सेबी भवन, प्लॉट नं. सी 4-ए, "जी" ब्लॉक, बंदरा कुर्ला कॉम्प्लेक्स, बंदरा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.पी.एस.), 26449000 / 40459000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel: 2644 9950 / 4045 9950 (IVRS), 26449000 / 40459000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in



अनुवर्ती:
Continuation :

भारतीय प्रतिभूति
और विनियम बोर्ड
**Securities and Exchange
Board of India**

- f. Modifications, if any, to the trust deed shall be carried out only with prior approval of SEBI.
- g. The shareholding of the trust would be categorised as public shareholding.
4. Further, you are advised to approach SEBI for relaxation separately at a later stage to allow the independent Trust to utilise 'Offer for Sale' for selling the shares held by the trust in terms of SEBI circular dated July 18, 2012 (including amendments thereto).
5. This communication is under SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012, solely for the purpose of achieving the minimum level of public shareholding specified in rule 19A of SCRR and it shall not be treated as a precedent.
6. You are advised to intimate Wipro Limited to disclose the contents of this letter to the Stock Exchanges in accordance with clause 36 of the Listing Agreement, immediately.
7. This communication is sent to you with the approval of the competent authority.

Yours faithfully,


Pradeep Kumar

Copy for information to:

1. **Shri. V Ramachandran**
Company Secretary
Wipro Limited
Doddakannelli, Sarjapur Road
Bangalore - 560035
2. **The Managing Director and CEO**
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001
3. **The Managing Director**
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400051