



CERTIFIED TRUE COPY of the Minutes of the Court Convened Extraordinary General Meeting of Wipro Limited held on Friday the 28th December 2012 at 4.00 PM, at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics, Electronic City, Hosur Road, Bangalore - 561 229, India.

Present:

1) Mr. B. C. Prabhakar	Director
2) Mr. N Vaghul	Director
3) Mr. Suresh Senapaty	CFO & Director
4) Mr. M.K Sharma	Director
5) Mr. V Ramachandran	Company Secretary

Members Present

- 1) In Person : 166
- 2) In Proxy : 227
- TOTAL : 393**

1. Chairman

Mr. N.Vaghul, appointed as the Chairman of the meeting by the order of the High Court of Karnataka, Bangalore took the Chair.

2. The requisite Quorum being present, the Chairman called the meeting to order.

With the consent of the Members present, the notice convening the meeting for the purpose of considering the Scheme of arrangement between Wipro Limited, Azim Premji Custodial Services Private Limited and Wipro Trademarks Holding Limited and their respective shareholders and creditors together with the Explanatory Statement was taken as read.

The Chairman informed the members that the object and details of the Scheme of Arrangement and the synergies which would accrue as also the larger benefits emerging out of the Scheme as filed before the Hon'ble Court. Thereafter Mr. D. R. Prakash, a member, proposed the Resolution as below and the same was duly seconded by Mr. P. V. Srinivasan, another member:

“RESOLVED THAT pursuant to Sections 391 to 394 read with Section 78, 100 to 103 of the Companies Act, 1956 (the Act) and Rules 67 to 87 of the Companies (Court) Rules, 1959 (the Rules) and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Honorable High Court of Karnataka and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Honorable High Court or other appropriate authorities, the Scheme of Arrangement between Wipro Limited (Applicant/Demerged Company), Azim Premji Custodial Services Private Limited (Resulting Company) and Wipro Trademarks Holding Limited (Trademark Company) in terms of the draft Scheme of Arrangement laid



before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors, Director or Company Secretary of the Company be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution."

The Chairman then called for any points for debate and gave an opportunity to the shareholders present to seek any clarifications, if they so desired. The Members present participated in the deliberations, discussed and obtained necessary clarifications in respect of the proposed Scheme of Arrangement. There were no amendments to the above resolution.

Thereafter the Chairman announced that in terms of Rule 77 of the Companies (Court) Rules, members present are requested to provide their consent for scheme of arrangement through the poll form distributed to all the members. The Chairman also informed all the members present, to drop the signed filled up form in the ballot boxes kept for the purpose.

The Chairman informed the Members that the poll will be taken immediately to ascertain the sense of the meeting on the scheme of arrangement.

Mr. Shravan Kumar Kulkarni, and Mr. Sharad Shah two of the shareholders of the Company, who were present at the meeting, were appointed as scrutinizers for the poll.

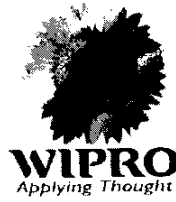
The Chairman then declared that the meeting as adjourned for announcing the results and that Mr. B C Prabhakar who was also appointed to act as chairman for the meeting in my absence authorizing to declare the results of the poll, upon completion of counting of votes.

Scrutinizers took sealed ballot boxes and opened in the presence of the chairman, collated poll results and submitted the report to Mr. B C Prabhakar, the Chairman for making announcement of results.

The results of the poll were as follows:

No of shareholders/proxies present – 425

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Sl.No	Particulars	Result
1.	Total No. of Equity Shareholders voting in person / proxy	393
2.	Total No. of Votes of Equity shareholders present and voting in person / proxy (a) No. of Shares (b) Aggregate in value (Rs.)	1,83,19,58,674 3,66,39,17,348/-
3.	Total No. of Equity Shareholders / proxy in favour of the resolution	380
4.	Total No. of Equity Shareholders / Proxy in favour of the resolution (a) No. of shares (b) Aggregate in value (Rs.)	1,83,19,33,014 3,66,38,66,028/-
5.	Total percentage / value (Rs.) of votes in favour of the Resolution	99.999%
6.	Total No. of Equity Shareholders / Proxy against the Resolution	8
7.	Total No. of Equity Shareholders / Proxy against the resolution (a) No. of Shares (b) Aggregate in value(Rs.)	25,633 51,266/-
8.	Total percentage / value (Rs.) of votes against the Resolution	0.001%
9.	Total Number of No votes (a) No. of Shares (b) Aggregate in value(Rs.)	NIL NIL NIL
10.	Total percentage of No votes	NIL
11.	Invalid votes (a) No. of Equity Shareholders / Proxy (b) No. of shares and (c) Aggregate value (Rs.)	5 27 54



Based on the above, the Resolution in favour of the proposed Scheme of Arrangement between Wipro Limited (Applicant/ Demerged Company), Azim Premji Custodial Services Private Limited (Resulting Company) and Wipro Trademarks Holding Limited (Trademark Company), may be considered as carried by 380 Equity Shareholders out of a total of 393 Equity Shareholders present in person or by representation or by proxy representing Rs. 3,66,38,66,028/- (99.99% of the total votes cast) in value of the Equity Shareholders present and voting either in person or by proxy, with requisite majority.

VOTE OF THANKS

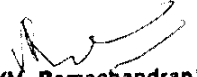
The chairman declared the proceedings as completed and the meeting concluded with a vote of thanks to the chair

Sd/-

CHAIRMAN

Certified true copy

For WIPRO LIMITED,


(V. Ramachandran)
Company Secretary