



WIPRO LIMITED

Registered Office: Doddakannelli, Sarjapur Road, Bangalore 560035

Notice Pursuant to Section 192A of the Companies Act, 1956

POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 ("the Act") and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") made there under, the Company is seeking the consent of its members by passing resolution through Postal Ballot in respect of the Special Business appended below. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons there for is annexed. The said Special Resolution and the Explanatory Statement is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. S Anand SS Rao, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 18.00 hours on May 29, 2013.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman or any Director of the Company. The result of the Postal Ballot will be announced by way of display at the Company's website by June 1, 2013 besides communication of results to Stock Exchanges (BSE and NSE). The results of the Postal Ballot will also be noted at the next Annual General Meeting of the Company.

The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Instructions to the Postal Ballot Form.

1. Approval of Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013").

To consider and if thought fit, to pass the following resolutions as a **Special Resolutions**:-

RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956, including the relevant circulars and notifications issued by the Reserve Bank of India ("the RBI") SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme, Guidelines, 1999) ("the SEBI ESOP Guidelines") as amended, issued by Securities and Exchange Board of India on Employee Stock Option and Stock Purchase Plans and the Memorandum of Association and Articles of Association of Wipro Limited ("the Company") and subject to the approval, consent, permission and/or sanction, if any, of the appropriate authorities/institution or bodies as may be necessary and subject to such terms and conditions as may be prescribed/imposed, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) to issue, offer and allot equity shares of the Company up to 20,000,000 (Twenty million) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), in one or more tranches, to **Wipro Equity Reward Trust ("Trust")** at Rs.2 per share being the face value of the equity share and create **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** for grant of equity shares to the benefit of the employees, to be granted at an exercise price being face value of the equity shares on other terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the equity shares available for grant under WERT ESPS 2013 shall include existing equity shares of 13,226,600 held by the Trust as on April 19, 2013 plus any accretions thereto in addition to the proposed allotment of 20,000,000 equity shares of the Company as shown above.

RESOLVED FURTHER THAT pursuant to the **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** created by the Company, the Trust is hereby also authorised to grant equity shares held by the Trust under WERT ESPS 2013, to the permanent employees of the Company (including executive and non-executive Directors of the Company but excluding promoter Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and subject to approval of SEBI and other statutory authorities to such other category of persons as may be permitted from time to time and as may be deemed necessary by the Board of Directors or Committee of the Company.

RESOLVED FURTHER THAT pursuant to the **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** created by the Company, the Trust be and is hereby also authorised on behalf of the Company to grant equity shares held by the Trust under WERT ESPS 2013, to the permanent employees of the subsidiary companies of the company whether in India or overseas (including executive and non-executive Directors of such subsidiary companies but excluding promoter Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and subject to approval of SEBI and other statutory authorities to such other category of persons as may be permitted from time to time and as may be deemed necessary by the Board of Directors or Committee of the Company.

RESOLVED FURTHER THAT pursuant to the **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** created by the Company, the Trust is hereby also authorised on behalf of the Company to grant

Certified true copy
For WIPRO LIMITED,

(V. Ramachandran)
Company Secretary

equity shares held by the Trust under WERT ESPS 2013, to the permanent employees of the holding companies of the company whether in India or overseas (including executive and non-executive Directors of such holding companies but excluding promoter Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and subject to approval of SEBI and other statutory authorities to such other category of persons as may be permitted from time to time and as may be deemed necessary by the Board of Directors or Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to determine all other terms and conditions of the grant and issue of shares under Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013") as the Board may in its absolute discretion determine.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares or securities or instruments representing the same as described above, the Board and other designated officers of the Company be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its/their absolute discretion deem necessary or desirable for such purpose, including without limitation, filing necessary documents/statements with the Stock Exchanges, Statutory Authorities and other Agencies and such other regulatory authority as may be necessary for listing of the securities on the Stock Exchanges and Trustees of the "Trust" be and are hereby authorised to make suitable amendments to the Wipro Equity Reward Trust Deed and Rules as may be applicable.

RESOLVED FURTHER THAT the Board of Directors be also authorised to issue through the Trust such shares to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and convertibles) of the Company at the time of grant of shares under **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")**.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment or grant or transfer of equity shares or Securities or instruments representing the same as described above, the Board and other designated officers of the Company be and is authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer, allotment, grant and transfer of Securities giving rise to shares/securities upon exercise and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of these resolutions.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred to any Committee of the Directors or Chief Executive Officer or any Executive Director or Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to determine all other terms and conditions of the issue of shares under **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** as the Board or Committee may in its absolute discretion determine.

Registered Office:
Doddakannelli, Sarjapur Road
Bangalore 560 035

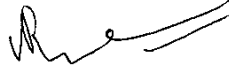
Date : April 19, 2013

By Order of the Board of Directors
For Wipro Limited

V. Ramachandran
Company Secretary

Certified true copy

For WIPRO LIMITED,


(V. Ramachandran,
Company Secretary

Explanatory statement pursuant to Section 173 (2) and Section 192A (2) of the Companies Act, 1956 and SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999

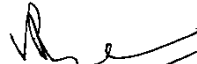
A new **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** has been formulated in line with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 issued by SEBI and other applicable laws. The plan has been approved at the meeting of Board Governance, Nomination and Compensation Committee held on April 17, 2013 and at the Board of Directors meeting held on April 19, 2013. This plan will be used primarily to grant shares with a flexible vesting period. The Plan document will be available for inspection at the Registered Office of the Company between 10 am and 12 noon on all working days of the Company.

The terms and conditions of this **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** are as under;

- a. The total number of shares to be granted under Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013") would be 20,000,000 (Twenty million) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time), in one or more tranches. In addition, the Trust will continue to hold 13,226,600 equity shares currently held by the Trust as on April 19, 2013 (plus any accretions thereto), which will also be available for grant to employees and other beneficiaries as per the Plan. Therefore, the total shares covered by the Scheme will be 33,226,600 equity shares held by the Trust (plus any accretions thereto) including 20,000,000 (Twenty Million) equity shares proposed to be issued as above.
- b. **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** would be applicable to all the permanent employees of the Company its holding as well as its subsidiary companies working in India or overseas or a Director of the Company whether executive or non-executive Director (other than promoter Directors and directors who either by themselves or through anybody corporate, directly or indirectly hold more than 10% of the outstanding equity shares of the Company). It will also be applicable for employees of Associate Companies and to Business Associates subject to prior approval of SEBI/other statutory authorities as may be applicable.
- c. The grant of equity shares under WERT ESPS 2013 as determined by the Board of Directors or Committee of the Company shall be held jointly in the name of employee and the "Trust" until the vesting date. Upon completion of vesting period, such vested shares will be transferred to the first named shareholder / Beneficial Owner from joint holding when the Trust receives;
 - A written or electronic notice of intimation from the person entitled to receive the vested shares
 - full payment of consideration as per Plan and signed Agreement with respect to vested shares
 - Completion of other terms and conditions of the plan
- d. Subject to the minimum and maximum vesting periods as set out in the Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013"), the vesting period in respect of any holder or a category of holder shall be determined by the Board Governance, Nomination and Compensation Committee of the Board of Directors of the Company from time to time. The first vesting of the grant shall have a minimum vesting period of not less than one year or such other period as may be permitted by SEBI (ESOP and ESPS) Guidelines, 1999 as amended.
- e. Term of Plan for the purpose of Grant : The Plan shall become effective upon approval by the Shareholders. It shall continue in effect for a term of 20 years (Twenty Years) unless sooner terminated or extended for such further periods from time to time.
- f. The grant price of the shares under the **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")** shall be the face value of the share.
- g. The term of each share grant be stated in the Agreement; provided, however, that the term shall be not more than the Term of the Plan.
- h. The maximum vesting period shall be 60 months (Sixty months) from the date of grant and the Board Governance, Nomination and Compensation Committee shall have the authority to decide the vesting periods within these minimum (not less than 1 year) and maximum vesting period (60 months) and such periods may differ from division to division within the company as may be decided by the Committee, from time to time.
- i. Fair market value means market price as defined by SEBI guidelines from time to time.
- j. The maximum quantum of shares per holder per year shall not exceed 10% of the total number of shares under the **Wipro Equity Reward Trust Employee Stock Purchase Plan 2013 ("WERT ESPS 2013")**. The total number of shares reserved for issuance under this Plan is 20,000,000 plus the existing shares of 13,226,600 currently held by the Trust as on April 19, 2013 plus any accretions thereto.
- k. The Board Governance, Nomination and Compensation Committee shall be authorised to determine the amount of withholding, deduction or recovery, if any, of such tax from the employee and also the modalities for recovery.
- l. The appraisal process includes evaluation of an employee based on the following criteria for determining eligibility of the employees to be granted shares under WERT ESPS 2013;
 1. Work related or academic performance of the employee.
 2. Potential and Criticality of the employee to the role.
 3. Performance of the employee measured in terms of business results, processes, or customer satisfaction.
 4. Such other criteria as may be determined by Board Governance, Nomination and Compensation Committee from time to time.

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For WIPRO LIMITED,


(V. Ramachandran)
Company Secretary

- m. The proposed issue of 20,000,000 equity shares of Rs.2/- each to the Trust by the Company shall rank pari passu in all respects with the existing shares and shall be entitled to participate in the final dividend declared for the financial year ended March 31, 2013, in the event such shares are allotted to the "Trust" prior to the Record date/ Book closure date fixed for the purpose.
- n. The Trustees of the "Trust" shall be authorised to make suitable amendments to the existing Wipro Equity Reward Trust Deed and its Rules as may be applicable to give effect to these Special Resolutions.
Company shall use one of the applicable methods (intrinsic value or fair value) to value its shares, if applicable.
- o. In case the Company calculates the employee compensation cost using the intrinsic value of the Share, the difference between the employee compensation cost so computed and the employee Compensation cost that shall have been recognized if it had used the fair value of the share shall be disclosed in the Directors' report and also impact of this difference on profits and on EPS of the Company, if applicable shall also be disclosed in the Directors' report.
- p. In the context of the above, the Company shall conform to the accounting policies specified by SEBI as per the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, as applicable.
- q. In case the shares are made available to the Directors of the Company (other than promoter Directors), then such Directors may be deemed to be interested in this item of business.
- The Board of Directors recommends the passing of the proposed resolutions.

Registered Office:
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Bangalore 560 035
Date : April 19, 2013

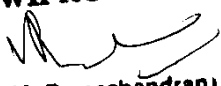
Encl: 1. Postal Ballot Form
2.Pre-paid self-addressed Envelope

By Order of the Board of Directors
For Wipro Limited

V. Ramachandran
Company Secretary

Certified true copy

For WIPRO LIMITED.


(V. Ramachandran)
Company Secretary