

WIPRO LIMITED
REGISTERED OFFICE: DODDAKANNELLI, SARJAPUR ROAD, BANGALORE – 560035
NOTICE FOR VOTING BY POSTAL BALLOT
(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, that the resolutions appended below are proposed to be passed by Postal Ballot for the purpose of increasing Authorised Share Capital of the Company by creating of additional Equity Shares, alteration of the Memorandum and Association of the Company and Issue of Bonus Shares on the terms and conditions set out in Item Nos 1 to. 3, are proposed to be passed by way of Postal Ballot as Ordinary / Special Resolutions, as the case may be.

The Company seeks the shareholders' consent for the proposals contained in the resolutions appended below. The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons therefor is annexed. The said Special/ Ordinary Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. V Sreedharan, a Practicing 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 June 02, 2010. 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 04, 2010. The results of the Postal Ballot will also be noted at the next General Meeting of the Company.

The Members are requested to consider and, if thought fit, to pass the following resolutions.

Item No. 1 – Ordinary Resolution

Increase in Authorised Share Capital and Alteration of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 16 and Section 94 and other applicable provisions of the Companies Act, 1956, the Authorised Share capital of the Company be increased from Rs.3550,000,000/- (Rupees Three Thousand Five Hundred and Fifty Million) divided into 1650,000,000 (One Thousand Six Hundred and Fifty Million) equity shares of Rs.2 each /-(Rupees two each) and 25,000,000 (Twenty Five Million) preference shares of Rs.10/- (Rupees Ten) each to a revised limit of Rs. 5,550,000,000 (Rupees Five thousand Five hundred and fifty million) by creation of additional 1000,000,000 (One Thousand million) equity shares of Rs.2/- (Rupees Two each) and accordingly, the Memorandum of Association of the Company be and is hereby altered as follows:

In Clause 5 of the Memorandum of Association, the figures and words "Rs. 3550,000,000 (Rupees Three Thousand Five Hundred and Fifty Million, only) divided into 1650,000,000 (One Thousand Six Hundred and Fifty Million) equity shares of Rs.2/- (Rupees two) each and 25,000,000 (Twenty Five Million) preference shares of Rs. 10/- (Rupees Ten) each" be substituted by the figures and words "Rs. 5,550,000,000 (Rupees Five Thousand Five Hundred and Fifty Million) divided into 2650,000,000 (Two Thousand Six Hundred and Fifty Million) equity shares of Rs. 2/- (Rupees Two each) and 25,000,000 (Twenty Five Million) preference shares of Rs. 10/- (Rupees Ten) each".

Item No. 2 – Special Resolution

Alteration of the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 31 and other applicable provisions of the Companies Act, 1956 in the first five lines in Article 4 of the Articles of Association of the Company, the figures and words "Rs. 3550,000,000 (Rupees Three thousand five hundred and fifty million only) divided into 1650,000,000 (One thousand six hundred and fifty million) equity shares of Rs.2/- (Rupees two) each and 25,000,000 (Twenty Five Million) preference shares of Rs. 10/- (Rupees Ten) each" be substituted by the figures and words "Rs. 5,550,000,000 (Rupees Five Thousand Five Hundred and Fifty Million) divided into 2650,000,000 (Two thousand Six hundred and fifty million) equity shares of Rs. 2/- (Rupees Two each) and 25,000,000 (Twenty five million) preference shares of Rs. 10/- (Rupees Ten) each".

RESOLVED FURTHER THAT the first line of Article 152 of the Articles of Association of the Company, be amended by inserting the following words after the words 'A General Meeting'

'of the Members, in a meeting in person or proxy or, through Postal Ballot or, by any other means, as may be permitted'

Item No. 3 – Ordinary Resolution

Issue of Bonus Shares

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Article 152 of the Articles of Association, a part of the amount standing to the credit of Securities Premium account be and is hereby capitalised and transferred from the Securities Premium Account to Share Capital Account, and that such sum be applied for allotment of new equity shares of Rs 2 each of the Company as fully paid up bonus shares to the persons who on a date to be hereinafter fixed by the Board of Directors (hereinafter referred to as "Record Date"), are the holders of the existing equity shares of Rs. 2/- each of the Company, and that such new equity shares out of the Company's unissued equity shares credited as fully paid up be accordingly allotted as Bonus Shares to such persons respectively as aforesaid in the proportion of 2 (two) Equity Shares for every 3 (three) Equity shares held by such persons respectively on the Record Date.

RESOLVED FURTHER THAT such Bonus equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing equity shares but shall not be entitled to Dividend declared for the financial year ending March 31, 2010.

RESOLVED FURTHER THAT no letters of allotment be issued with respect to additional equity shares but the share certificates to shareholders who hold their existing equity shares in physical form will be completed and be dispatched to the allottees thereof within the period prescribed, from time to time, and that the bonus shares will be credited to the demat accounts of the allottees who are holding the existing equity shares in electronic form.

RESOLVED FURTHER THAT no fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any physical share certificate or demat credit in electronic form in respect of such fractional entitlements but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to such person or persons as may be appointed in this behalf by the Board, who shall hold the same upon Trust for the members entitled thereto, and who shall sell the said Shares as soon as practicable, at the prevailing market rate and pay the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, amongst the Members, in proportion to their fractional entitlements;

RESOLVED FURTHER THAT the allotment and issue of fully paid new equity shares as bonus shares to the extent that they relate to non-resident members, Foreign Institutional Investors (FIIs) and other foreign investors of the Company and/or distribution of net sale proceeds in respect of fractional entitlements to which such Members may be entitled, shall be subject to the approval of the Reserve Bank of India under Foreign Exchange Management Act (FEMA) and may be subject to Tax Deduction at Source, as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the new equity shares and dealing with the fractional entitlements.

By Order of the Board
For Wipro Limited
Sd/-
V Ramachandran
Company Secretary

Date : May 3, 2010
Place : Bangalore

Note : Only a shareholder is entitled to exercise his/her vote through Postal Ballot.
Enclosures : Postal Ballot Form and Postage pre-paid envelope

**Explanatory Statement for Resolutions mentioned under item Nos.1, 2 and 3 pursuant to
Section 173 (2) of the Companies Act, 1956**

Item No. 1 & 2

The Authorised Capital of the Company at present is Rs.3550,000,000 /- (Rupees Three Thousand Five Hundred and Fifty Million) divided into 1650,000,000 (One thousand six hundred and fifty million) equity shares of Rs.2 each /-(Rupees two each) and 25,000,000 (Twenty five million) preference shares of Rs.10/- (Rupees Ten) each. With the proposed bonus issue of new equity shares, the subscribed and issued capital of the Company will exceed the Authorised share capital. It is therefore, necessary to increase the Authorised share capital of the Company to Rs. 5,550,000,000 (Rupees Five thousand Five hundred and fifty million) from Rs.3550,000,000 /- (Rupees Three Thousand Five Hundred and Fifty Million). The alterations proposed in the Memorandum and Articles of Association of the Company are only consequential to reflect the proposed increase in the Authorized share capital of the Company.

Article No. 152 of the Articles of Association has been amended for facilitating the approval of bonus shares by members through Postal Ballot.

A copy of the Memorandum and Articles of the Company together with proposed alterations is available for inspection by members of the Company at its Registered Office between 10 am and 1 pm on any working day.

The Board recommends the resolution set forth in items 1 and 2 above for approval of the members. The Directors of the Company may be deemed to be concerned or interested in this resolution to the extent of their shareholdings in the Company.

Item No. 3

Under Article 152 of the Articles of Association, as amended, the Company may resolve to capitalize any undivided profits of the Company standing to the credit of the Reserve Fund or other funds of the Company including the moneys in the Share Premium Account and the Capital Redemption Reserve Fund.

The Board of Directors at their meeting held on April 23, 2010 have recommended that a part of the amount standing to the credit of Share Premium Account be applied for issue of bonus shares to the members of the Company in the proportion of two (2) new equity share for every three (3) existing equity share held on the Record Date to be fixed by the Board. These bonus shares will be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing shares but shall not be entitled to participate in dividend declared for the financial year ending March 31, 2010.

Fractional entitlements, arising out of the Bonus Shares shall be grossed up and such bonus shares allotted to the Persons approved by the Board to be held in trust by such Persons who will sell those shares and the sale proceeds distributed to members entitled to their respective fractional entitlements, after deducting the administrative and other expenses.

The proposed issue of fully paid new equity shares as bonus shares to the extent that they relate to non-resident members, Foreign Institutional Investors (FIIs) and other foreign investors of the Company and/or distribution of net sale proceeds in respect of fractions to which such Members may be entitled, shall be subject to the approval of the Reserve Bank of India under Foreign Exchange Management Act and Tax Deducted at Source, as may be applicable.

The Board recommends the resolution set forth in item 3 above for approval of the members. The Directors of the Company may be deemed to be concerned or interested in the issue of the Bonus shares to the extent of their shareholdings in the Company.

By Order of the Board
For Wipro Limited
Sd/-
V Ramachandran
Company Secretary

Date : May 3, 2010
Place : Bangalore

Note : Only a shareholder is entitled to exercise his/her vote through Postal Ballot.
Enclosures : Postal Ballot Form and Postage pre-paid envelope

**WIPRO LIMITED****Regd. Office : Doddakannelli, Sarjapur Road, Bangalore : 560 035****POSTAL BALLOT FORM****(Please read the instructions carefully before completing this form)****Ballot Serial No.:** _____

1. Name(s) of Shareholder(s)/ Beneficial Owner
(in BLOCK LETTERS) :
2. Registered Address of the sole /First named shareholder/ Beneficial Owner :
3. Name(s) of Joint-Holder(s) if any
(in BLOCK LETTERS) :
4. DP ID / Client ID / Registered Folio No. :
- 4A. Permanent Account Number(s) :
- 5 No. of shares held :
6. I/We hereby exercise my/vote in respect of the Ordinary and Special Resolutions to be passed through postal ballot for the business stated under Item No. 1, 2 & 3 in the Notice of Postal Ballot dated May 03, 2010 issued by the Company by sending my/our assent / dissent to the said Ordinary and Special Resolutions by placing the tick mark (✓) in the appropriate column below :

Item No.	Description of Notice of Postal Ballot	No. of Shares	I/We assent (agree) to the Resolution	I/We dissent (disagree) to the Resolution
1.	Ordinary Resolution under Section 16 and 94 of the Companies Act, 1956 for increase of Authorised Share Capital and Alteration of the Memorandum of Association (MOA) of the Company by altering Clause 5 of the MOA			
2.	Special Resolution under Section 31 of the Companies Act, 1956 for Alteration of Article 4 and Article 152 of Articles of Association of the Company			
3.	Ordinary resolution for issue of bonus share to the shareholders by capitalizing a part of the amount standing to the credit of Securities Premium account			

**Signature of the Shareholder/
Beneficial Owner**

Place:

Date :

Important Note : Please complete and return this form to the Scrutinizer by using the enclosed postage pre-paid self-addressed envelope. Last Date for receipt of this Postal Ballot Form by Scrutinizer is June 02, 2010.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. The consent or dissent may be recorded by placing a tick mark in the column against appropriate statement in the table given in Sl. No. 6 of the Postal Ballot Form.
5. Unsigned Postal Ballot Forms will be rejected.
6. Duly completed envelopes addressed to the Scrutinizer containing the Postal Ballot Forms should reach not later than the close of working hours on June 02, 2010. All Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not been received.
7. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
8. Voting rights has been reckoned on the paid up value of shares registered in the name of the shareholders on the cutoff date i.e. April 23, 2010. A member may sign the form through an attorney appointed specifically for this purpose in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
9. Members are required not to send any other paper along with the postal ballot form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. Members are requested to fill the Postal Ballot Form in ink (and avoid filling it by using erasable writing medium/s like pencil etc).
11. The votes in a Postal Ballot cannot be exercised by a Proxy
12. The Scrutinizer's decision on the validity of a Postal ballot will be final.
13. Members are entitled to cast their votes differently i.e., all the votes either in favour or against or partly in favour or against.
14. A member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at Sr. No. 6 above.