



Dear Member,

**Invitation to attend the Annual General Meeting on July 18, 2007**

You are cordially invited to attend the Sixty first Annual General Meeting of the Company on July 18, 2007 at 4.30 p.m. at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics, Electronic City, Hosur Road, Bangalore - 561 229, India.

The notice convening the Annual General Meeting is attached herewith.

As usual, your Company will be providing transport facility from the specified destinations given below in the City to reach the venue comfortably.

1. St. Marks Road, Bangalore (opposite Koshys Restaurant).
2. Dr. Rajkumar Road, at the entrance of Raghavendra Temple, Rajaji Nagar, Bangalore.
3. At the entrance of Gitanjali Theatre, Malleswaram Circle, Bangalore.
4. BDA Complex, Koramangala Main Road, Bangalore.
5. Jayanagar 4th Block, Bangalore (Near Jayanagar Shopping Complex)

Those who wish to avail of this facility are requested to get confirmation to this effect at the following numbers :

080-28440011 (Exten. 6183 or 6175). (Contact : G. Kothandaraman). Alternatively, you may also send your requests by fax at 080-28440051 or email to : [kothandaraman.gopal@wipro.com](mailto:kothandaraman.gopal@wipro.com) or [jayashri.kumanduri1@wipro.com](mailto:jayashri.kumanduri1@wipro.com). Your requests must reach us latest by July 13, 2007.

Yours truly,

**Azim H. Premji**  
Chairman

Place : Bangalore  
Date : June 20, 2007



## NOTICE TO MEMBERS

**NOTICE is hereby given that the Sixty first ANNUAL GENERAL MEETING of WIPRO LIMITED will be held at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics, Electronic City, Hosur Road, Bangalore - 561 229, on July 18, 2007 at 4.30 pm to transact the following business :**

### ORDINARY BUSINESS

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares.
3. Appoint a Director in place of Mr. Narayanan Vaghul who retires by rotation and being eligible, offers himself for re-appointment.
4. Appoint a Director in place of Mr. B. C. Prabhakar who retires by rotation and being eligible, offers himself for re-appointment.
5. Consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION :

RESOLVED that M/s. BSR & Co. be and is hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.

### SPECIAL BUSINESS

6. **Consider and if thought fit, to pass with or without modification, the following resolutions as ORDINARY RESOLUTIONS:**

RESOLVED THAT pursuant to the resolutions passed under the provisions of Sections 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Azim H. Premji as Chairman and Managing Director (designated as "Chairman") of the Company with effect from July 31, 2007 until July 30, 2009 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which explanatory statement

is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement, in such manner as may be agreed to between the Board of Directors and Mr. Azim H. Premji,

RESOLVED FURTHER that the remuneration payable to Mr. Azim H. Premji shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 309 of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

7. **Consider and if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS:**

RESOLVED THAT pursuant to the approval of the Committee and the Board of Directors of the Company, provisions of Section 314(1B) read with Director's Relatives (Office or Place of Profit) Rules, 2003 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the consent of the Central Government, approval of the members be and is hereby accorded to the appointment of Mr Rishad Premji, son of Mr Azim Premji, Chairman of the Company, to hold and continue to hold an Office or Place of Profit as Business Manager- Mortgage Practice (or any other designation and roles which the Board of Directors of the Company may decide from time to time) on such remuneration, increments and positions and other terms and conditions as set out in the Explanatory statement attached to this notice.

RESOLVED FURTHER that the appointment shall be for a period of three years and shall be effective July 20, 2007.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and

execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the aforesaid resolution”

**8. Consider and if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS:**

RESOLVED THAT pursuant to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and all other applicable statutory provisions, approval of the members of the Company be and is hereby accorded to carry out the following amendments to Wipro Employee Stock Option Plan 1999, Wipro Employees Stock Option Plan 2000, ADS Stock Option Plan 2000, Wipro Restricted Stock Unit Plan 2004, ADS Restricted Stock Unit Plan, 2004 and Wipro Restricted Stock Unit Plan, 2005 with effect from April 1, 2007.

**a. Amendment to the Wipro Employee Stock Option Plan 1999**

- i. Clause 11 of the Plan shall be amended and be substituted by the following clause 11, namely :- “11. Term of Option

The term of each Option shall be stated in the Option Agreement; provided, however, that the term shall be no more than the Term of the Plan.”

- ii. After clause 19 of the Plan, the following clause 19A shall be inserted, namely :- “19 A. Taxation

Notwithstanding anything to the contrary contained in the Plan or any agreement under the Plan, where any tax, fringe benefit tax, surcharge, cess, duty, or other levy (herein after referred to as ‘tax’) is imposed either on the employee including former employee or on the employer or otherwise with reference to occurrence of any event or any time, the Administrator is authorized to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery.”

RESOLVED FURTHER that the above amendments shall also be applicable to Options granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.”

RESOLVED FURTHER that the above amendments shall also be applicable to Options granted or to be granted under the Plan to the employees of the Subsidiary Companies/holding Companies, if any, and grant of options to identified

employees of such Subsidiary Companies/holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.”

**b. Amendment of Wipro Employee Stock Option Plan 2000**

- i. Clause 10 of the Plan shall be amended and be substituted by the following clause 10, namely :- “10. Term of Plan

The Plan shall become effective upon its adoption by the Board. It shall continue in effect for a term of (20) Twenty years unless sooner terminated under *Section 20* of the Plan.”

- ii. Clause 11 of the Plan shall be amended and be substituted by the following clause 11, namely :- “11. Term of Option

The term of each Option shall be stated in the Option Agreement; provided, however, that the term shall be no more than the Term of the Plan.”

- iii. After clause 19 of the Plan, the following clause 19A shall be inserted, namely :- “19 A. Taxation

Notwithstanding anything to the contrary contained in the Plan or any agreement under the Plan, where any tax, fringe benefit tax, surcharge, cess, duty, or other levy (herein after referred to as ‘tax’) is imposed either on the employee including former employee or on the employer or otherwise with reference to occurrence of any event or any time, the Administrator is authorized to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery.”

RESOLVED FURTHER that the above amendments shall also be applicable to Options granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.”

RESOLVED FURTHER that the above amendments shall also be applicable to Options granted or to be granted under the Plan to the employees of the Subsidiary Companies/holding Companies, if any, and grant of options to identified employees of such Subsidiary Companies/holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.”

**c. Amendment of ADS Stock Option Plan 2000**

After clause 16 of the Plan, the following clause 16A shall be inserted, namely:- "16A Taxation

Notwithstanding anything to the contrary contained in the Plan or any agreement under the Plan, where any tax, fringe benefit tax, surcharge, cess, duty, or other levy (herein after referred to as 'tax') is imposed either on the employee including former employee or on the employer or otherwise with reference to occurrence of any event or any time, the Administrator is authorized to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery."

RESOLVED FURTHER that the above amendments shall also be applicable to Options granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option."

RESOLVED FURTHER that the above amendments shall also be applicable to Options granted or to be granted under the Plan to the employees of the Subsidiary Companies/holding Companies, if any, and grant of options to identified employees of such Subsidiary Companies/holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option."

**d. Amendment of Wipro Restricted Stock Unit Plan 2004**

i. Clause 3 m of the Plan shall be amended and be substituted by the following clause 3 m, namely:- "Exercise Period" means the time period after vesting within which the employee should exercise his right to apply for shares against the Restricted Stock Unit vested in him in pursuance of the plan. Unless otherwise stated, the exercise period will commence from the date of vesting and will be valid for a period of at least one year to a maximum of five years from the date of vesting unless such exercise period is extended as per the Plan. Provided that with effect from April 1, 2007 where the employee is rendering/rendered service in a country other than India during the relevant financial year of the vesting of RSUs, the Exercise Period shall terminate at the end of two months and 15 days from the end of the financial year in which such RSUs vested or such other period as the local laws mandate."

ii. Clause 11 of the Plan shall be amended and be substituted by the following clause 11,

namely :- "11. Term of RSU

The term of each RSU shall be stated in the RSU Agreement; provided, however, that the term shall be no more than the Term of the Plan."

iii. After clause 17 of the Plan, the following clause 17A shall be inserted, namely:- "17A. Taxation

Notwithstanding anything to the contrary contained in the Plan or any agreement under the Plan, where any tax, fringe benefit tax, surcharge, cess, duty, or other levy (herein after referred to as 'tax') is imposed either on the employee including former employee or on the employer or otherwise with reference to occurrence of any event or any time, the Administrator is authorized to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery."

RESOLVED FURTHER that the above amendments shall be applicable to RSUs granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU."

RESOLVED FURTHER that the above amendments shall also be applicable to RSUs granted or to be granted under the Plan to the employees of the Subsidiary Companies/holding Companies, if any, and grant of options to identified employees of such Subsidiary Companies/holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU."

**e. Amendment of Wipro Restricted Stock Unit Plan 2005**

i. Clause 3 m of the Plan shall be amended and be substituted by the following clause 3 m, namely:- "Exercise Period" means the time period after vesting within which the employee should exercise his right to apply for shares against the Restricted Stock Unit vested in him in pursuance of the plan. Unless otherwise stated, the exercise period will commence from the date of vesting and will be valid for a period of at least one year to a maximum of five years from the date of vesting unless such exercise period is extended as per the Plan. Provided that with effect from April 1, 2007 where the employee is rendering/rendered service in a country other than India during the relevant financial year of the vesting of RSUs, the Exercise Period shall terminate at the end of two months and

15 days from the end of the financial year in which such RSUs vested or such other period as the local laws mandate.”

- ii. Clause 11 of the Plan shall be amended and be substituted by the following clause 11, namely :- “11. Term of RSU

The term of each RSU shall be stated in the RSU Agreement; provided, however, that the term shall be no more than the Term of the Plan.”

- iii. After clause 17 of the Plan, the following clause 17A shall be inserted, namely:- “17A. Taxation

Notwithstanding anything to the contrary contained in the Plan or any agreement under the Plan, where any tax, fringe benefit tax, surcharge, cess, duty, or other levy (herein after referred to as ‘tax’) is imposed either on the employee including former employee or on the employer or otherwise with reference to occurrence of any event or any time, the Administrator is authorized to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery.”

RESOLVED FURTHER that the above amendments shall be applicable to RSUs granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.”

RESOLVED FURTHER that the above amendments shall also be applicable to RSUs granted or to be granted under the Plan to the employees of the Subsidiary Companies/holding Companies, if any, and grant of options to identified employees of such Subsidiary Companies/holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.”

**f. Amendment of ADS Restricted Stock Unit Plan, 2004**

- i. Clause 13(a) of the Plan shall be amended and be substituted by the following clause 13(a), namely:- “(a) Legal Compliance. ADSs will not be issued pursuant to an Award unless the exercise of such Award and the issuance and delivery of such ADSs (or, if applicable, the cash equivalent thereof) thereunder will comply with Applicable Laws and will be further subject to the approval of counsel for the Company with respect to such

compliance. Provided that with effect from April 1, 2007 where the employee is rendering/rendered service in a country other than India during the relevant financial year of the vesting of RSUs, the Exercise Period shall terminate at the end of two months and 15 days from the end of the financial year in which such RSUs vested or such other period as the local laws mandate.”

- ii. After clause 14 of the Plan, the following clause 14A shall be inserted, namely:- “14A. Taxation

Notwithstanding anything to the contrary contained in the Plan or any agreement under the Plan, where any tax, fringe benefit tax, surcharge, cess, duty, or other levy (herein after referred to as ‘tax’) is imposed either on the employee including former employee or on the employer or otherwise with reference to occurrence of any event or any time, the Administrator is authorized to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery.”

RESOLVED FURTHER that the above amendments shall be applicable to RSUs granted or to be granted under the Plan to the employees and shall also be applicable to grant of options to identified employees during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.”

RESOLVED FURTHER that the above amendments shall also be applicable to RSUs granted or to be granted under the Plan to the employees of the Subsidiary Companies/holding Companies, if any, and grant of options to identified employees of such Subsidiary Companies/holding Companies during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of RSU.”

**9. Consider and if thought fit, to pass with or without modification, the following resolutions as 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”) 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 to any one or more or all of the permanent employees of the Company (including executive and non-executive Directors but excluding the Promoter Directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) Restricted Stock Units (RSUs) exercisable into equity shares at the option of the Company and/or holder of the securities linked to equity shares upto 10,000,000 (Ten million) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time) Restricted Stock Units exercisable into equity shares of nominal value Rs. 2/- each under a Wipro Employee Restricted Stock Unit Plan 2007 created by the Company for the benefit of the employees, at an exercise price of not less than the face value of the equity shares on the terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the Wipro Employee Restricted Stock Unit Plan 2007 created by the Company, the Board of Directors be and is hereby also authorised on behalf of the Company to issue, offer and allot such number of equity shares of the Company within the overall limit of upto 10,000,000 (Ten million) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time) RSUs under the Plan exercisable into equity shares referred to above to the permanent employees of the subsidiary companies 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 of the Company.

RESOLVED FURTHER THAT pursuant to the Wipro Employee Restricted Stock Unit Plan 2007 created by the Company, the Board of Directors be and is hereby also authorised on behalf of the Company to issue, offer and allot such number of equity shares of the Company within the overall limit of upto 10,000,000 (Ten million) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time) RSUs under the Plan

exercisable into equity shares referred to above to the permanent employees of the holding companies 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 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 issue of the said Restricted Stock Unit as the Board may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon exercise of any RSUs or as may be necessary in accordance with the terms of the offering, all such shares ranking *pari passu* with the equity shares of the Company in all respects excepting such right as to dividend as may be provided and as amended from time to time.

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 authorized 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 the securities on the Stock Exchanges.

RESOLVED FURTHER THAT the Board of Directors be also authorized to grant options 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 RSUs.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares of 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 or allotment of Securities or of Restricted Stock Units giving rise to shares/securities upon exercise and utilisation 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 of 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 the said Restricted Stock Units as the Board may in its absolute discretion determine.

By Order of the Board of Directors  
For **Wipro Limited**

**Registered Office :**

**V. Ramachandran**  
*Company Secretary*

Doddakannelli, Sarjapur Road  
Bangalore 560 035  
Date : June 20, 2007

#### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A short resume of the Directors proposed to be appointed/re-appointed as per Serial Numbers 3, 4 and 6 are enclosed as Annexure A to the Notice.
3. A proxy may not vote except on a poll.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members are requested to bring their copies of Annual Report to the Meeting.
6. The dividend declared at the Annual General Meeting will be paid to those members whose names are on the Register of Members of the Company as at the opening hours of July 1, 2007. The Register of Members of the Company will remain closed from July 1, 2007 to July 18, 2007 (both days inclusive) under Section 154 of the Companies Act, 1956 for the purpose of payment of Dividend.
7. Final Dividend on equity shares as recommended by the Directors for the year ended March 31, 2007, when declared at the meeting, will be paid on or before August 17, 2007 :
  - (i) to those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company on or before June 30, 2007.
  - (ii) In respect of shares held in electronic form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the opening hours of July 1, 2007.
8. Members who hold shares in the dematerialised form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by the Depositories to the Company.
- 8a. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
9. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately :
  - a. the change in the residential status on return to India for permanent settlement
  - b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.
10. The certificate from the Auditors of the Company for Wipro Employee Stock Option Plan 1999, Wipro Employee Stock Option Plan 2000, ADS Stock Option Plan 2000, Wipro Employee Restricted Stock Unit Plan 2004, ADS Restricted Stock Unit Plan 2004 and Wipro

Employee Restricted Stock Unit Plan 2005 in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 will be available for inspection at the Annual General Meeting.

11. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (Karvy Computershare Pvt. Ltd.). Members are requested to note that dividends not

encashed or claimed within seven years and 30 days from the date of declaration of the Dividend, will, as per Section 205A (5) read with Section 205C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund of Government of India.

Information in respect of such unclaimed Dividend when due for transfer to the Investor Education and Protection Fund of Government of India are given below including the unclaimed amount since 1999-2000 as of March 31, 2007 :

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Unclaimed amount	Due date for transfer to Investor Education and Protection Fund
1999-2000 (Interim)	May 24, 2000	May 23, 2007	Rs. 54,725	June 22, 2007
2000-2001	July 19, 2001	July 18, 2008	Rs. 89,016	August 17, 2008
2001-2002	July 18, 2002	July 17, 2009	Rs. 20,21,600	August 16, 2009
2002-2003	July 17, 2003	July 16, 2010	Rs. 157,123	August 15, 2010
2003-2004	June 11, 2004	June 09, 2011	Rs. 18,26,398	July 8, 2011
2004-2005	July 21, 2005	July 20, 2012	Rs. 11,98,940	August 19, 2012
2005-2006	July 18, 2006	July 17, 2013	Rs. 35,14,815	August 16, 2013
2006-2007 (Interim Dividend)	March 23, 2007	March 22, 2014	Rs. 72,777,688,820	April 21, 2014

12. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to Individuals holding shares of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
13. As usual, to facilitate the shareholders to reach the venue of the Meeting, the Company would be arranging transport from five specified destinations at 2.45 pm on July 18, 2007 :
- St. Marks Road, Bangalore (opposite to Koshys Restaurant)
  - Dr. Rajkumar Road, at the entrance of Raghavendra Temple, Rajaji Nagar, Bangalore
  - At the entrance of Gitanjali Theatre, Malleswaram Circle, Bangalore
  - BDA Complex, Koramangala Main Road, Bangalore

- Jayanagar 4th Block - Bangalore (near Jayanagar Shopping Complex)

Please read Instructions given in page 1 of this Notice for availing this facility.

14. Payment of Dividend through ECS : Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number latest by July 10, 2007, to our Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited, Karvy House, Unit: Wipro Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
15. The Statutory Register under the Companies Act, 1956 is available for inspection at the Registered Office of the Company during business hours between 8.30 am and 6.00 pm except on holidays.



## Annexure A

**Details of Directors seeking appointment/re-appointment in Annual General Meeting scheduled to be held on July 18, 2007  
(Pursuant to Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement)**

Name of Director	Narayanan Vaghul	B. C. Prabhakar	Azim H Premji
Date of Birth	04.08.1936	09.05.1943	27.07.1945
Date of Appointment	09.06.1997	20.02.1997	01.09.1968
Expertise in Specific Function area	Wide managerial experience	Rich experience in Law	Wide managerial experience
Qualification	Bachelor (Hons.) degree of Commerce	Bachelor of Arts and Bachelor of Law	Bachelor of Science in Electrical Engineering
List of outside Directorships held as on March 31, 2007	<p><b>Indian Companies :</b>  ICICI Bank Limited  Mahindra &amp; Mahindra Limited  Mahindra World City Developers Limited  Nicholas Piramal India Limited  Air India Limited  Air India Air Transport Services Limited  Air India Engineering Services Limited  Apollo Hospitals Enterprises Limited  Himatsingka Seide Limited  Asset Reconstruction Company India Limited  Hemogenomics Private Limited  Azim Premji Foundation</p> <p><b>Foreign Companies</b>  Arcelor Mittal Luxembourg  Mittal Steel Caribbean  TransIndia Acquisition Corporation</p>	<p><b>Indian Companies :</b>  Automotive Axles Limited  3M India Limited</p>	<p><b>Indian Companies :</b>  Wipro Infrastructure Engineering Limited  Hasham Premji Pvt. Limited  Nepean Trading &amp; Investment Co. Pvt. Ltd.  Vidya Investment &amp; Trading Co. Pvt. Ltd.  Rigal Investment &amp; Trading Co. Pvt. Ltd.  Prazim Trading &amp; Investment Co. Pvt. Ltd.  Zash Investment &amp; Trading Co. Pvt. Ltd.  Tarish Investment &amp; Trading Co. Pvt. Ltd.  Hasham Investment &amp; Trading Co. Pvt. Ltd.  Azim Premji Foundation (India) Pvt. Ltd.  Wipro GE Medical Systems Pvt. Limited  Azim Premji Foundation</p> <p><b>Foreign Companies</b>  Nil  Nil  Nil</p>
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2007	Audit Committee – Chairman Board Governance & Compensation Committee – Member	Chairman - Shareholders'/ Investors' Grievances & Administrative Committee	Member - Shareholder/Investor Grievances & Administrative Committee
Chairman/Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2007			
a. Audit Committee	Mahindra WorldCity Developers Limited - Member Air India Limited - Member Nicolas Piramal India Limited - Member	Automotive Axles Limited - Member 3M India Limited - Member	Nil Nil Nil
b. Shareholders' Grievance Committee	Nil	Nil	Nil
c. Board Governance Committee	ICICI Bank Limited - Chairman	Nil	Nil
d. Compensation Committee	Mahindra & Mahindra - Chairman Nicolas Piramal India Limited - Chairman Apollo Hospitals - Member	Nil	Nil
e. Other Committees	Mahindra WorldCity Developers Limited - Member of Remuneration Committee	Nil	Nil
Number of shares held in the Company as on March 31, 2007	Nil	3,000	56,043,060

**Annexure B**

**EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956**

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all the material facts relating to the items of Special Business at Item Nos. 6 to 9 of the Notice dated June 20, 2007 and the same should be taken as forming part of the Notice.

**Item 6**

In terms of the Corporate Governance guidelines of the Company and pursuant to the recommendation of the Board Governance and Compensation Committee, the Board of Directors of the Company vide circular resolution of June 6, 2007 re-appointed Mr. Azim H. Premji, as Chairman and Managing Director (designated as "Chairman") of the Company for a further period of two years with effect from July 31, 2007 to July 30, 2009 subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 302 of the Companies Act, 1956.

The details of remuneration payable to Mr. Azim H. Premji and the terms and conditions of the re-appointment are given below:

- i. Salary: Rs. 2,50,000/- per month which is eligible for revision on a date to be determined by the Board Governance and Compensation Committee.
- ii. Special Allowance: Rs. 1,10,000/- per month
- iii. Commission: The following commission will be calculated and payable every quarter on the quarterly net profits of the Company computed in accordance with Section 198 read with Section 349 of the Companies Act, 1956. The Commission payable shall be determined as per method approved by the Board Governance and Compensation Committee.

The commission paid on a quarterly basis shall however be re-computed based on the net profits of the Company for the full year as under;

Period	Commission
July 31, 2007 to July 30, 2009	Not exceeding 0.3% of the incremental net profits of the Company over previous year

- iv. Perquisites :  
The Chairman shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;
- a. Housing : The Company shall provide rent free furnished residential accommodation, with free

gas, electricity and water as per company policy. In case no accommodation is provided by the Company, the Chairman shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.

- b. Medical Reimbursement : Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- c. Leave Travel Concession : For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
- d. Club Fees : Fees of clubs, subject to a maximum of three clubs.
- e. Personal Accident Insurance/Group Life Insurance : Premium not to exceed Rs.7,200 per annum.
- f. Provident Fund/Pension : Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- g. Gratuity : Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- h. Use of Car with Driver : The Company shall provide the Chairman a car with driver for business and personal use.
- i. Telephone facility at residence : Telephone facility shall be provided at the Chairman's residence. All personal long distance calls shall be billed by the Company to the Chairman.
- j. Servant : Reimbursement of servant's salary, subject to a maximum of three servants.
- k. Watchman : Reimbursement of watchman's salary, subject to a maximum of two watchmen.
- l. Gardener : Reimbursement of gardener's salary, subject to a maximum of one gardener.

Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule XIII read with Section 269 and 309 of the Companies Act, 1956, is payable.

- b. "Family" means the spouse and dependent children of Mr Azim H Premji.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.
- f. The Chairman shall not be liable to retire by rotation.

All other existing terms and conditions for the re-appointment shall remain unchanged.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr Azim H Premji.

Mr Azim H Premji, is concerned and interested in this resolution as it relates to his re-appointment and payment of remuneration. No other director is directly or, indirectly, interested or concerned in this resolution.

The Board of Directors recommend the passing of the proposed resolution.

#### **Item 7**

The Special Resolution relates to the appointment of Mr Rishad Premji in the employment of the company as Business Manager- Mortgage Practice. Mr Rishad Premji is the son of Mr Azim H Premji, Chairman of the Company.

The Board Governance and Compensation Committee had approved the appointment on April 18, 2007 and the Board of Directors approved the appointment of Mr Rishad Premji as Business Manager- Mortgage Practice on April 20, 2007 for a period of three years from July 20, 2007. Since the appointee is related to the Chairman of the company, this appointment amounts to an Office or Place of Profit and requires the approval of the members of the company in terms of Section 314 of the Companies Act read with Director's Relatives (Office or Place of Profit) Rules, 2003. Consent of the Central Government will also be sought for this appointment in terms of the Section and Rules.

The Company is continuously in the look out for well qualified managers particularly in the area of emerging domain and Industry Practice and Mr Rishad Premji, is a suitable candidate both in terms of qualification as well as experience. Rishad has several accomplishments to his credit while working with leading organizations around the world. Rishad, while working with General Electric, was instrumental in building, running and enhancing capital adequacy financial models. Rishad has also completed an intensive 2.5 years

General Electric Financial Management Program where he was evaluated as "Exceptional" based on his performance in five live assignments. While working with General Electric, Rishad also was nominated and selected for the 2003 stellar award for outstanding performance in his role as Analyst, Pricing and Portfolio optimization at the General Electric-Financial Guaranty Insurance Company.

Rishad has completed Masters in Business Administration from Harvard Business School and is currently based out of London, working with Bain & Company, a leading Business Consulting firm. He further holds a Bachelor of Arts degree in economics and has done his junior year in Economics, Finance and Human Resource Management at the London School of Economics and Political Science.

The terms of appointment of Mr. Rishad Premji are as follows.

1. Commencement date of employment: July 20, 2007.
2. Period of appointment: 3 years i.e., from July 20, 2007 to July 19, 2010. The employment may be terminated by either party by giving one month's notice during the first year and two months notice from the commencement of the second year.
3. Salary details : The appointment is made on a salary scale which will be starting at Rs 28 lakhs (Rupees Twenty Eight lakhs) per annum with a maximum of Rs 75 lakhs (Rupees Seventy Five lakhs) per annum in any year during the three year period after considering periodic increments and increase in remuneration during this three year period.
4. Within the overall limit as per para 3 above, the appointee shall be entitled to the allowances and perquisites in particular the following allowances, perquisites and benefits as per the policies of the Company.
  - Basic Salary, Allowances including special allowance, Leave Travel Concession, Company Leased accommodation or House Rent allowance, Performance linked compensation,
  - Company provided car, commutation allowance, education allowance, Telephone rental and other allowances and perquisites as per policies of the Company.
5. Other benefits like medical benefits, group medical insurance, group accidental insurance, Group life insurance, pension, gratuity and other benefits as per the policies of the Company. Reimbursement of actual expenses incurred in relocating to India as per Policy of the Company subject to a maximum of £ 4000.

6. Duties and Responsibilities: Mortgage Practice is a new practice within Banking, Finance, Securities & Insurance Vertical (BFSI) and Rishad will be responsible for building capability and business in this domain
7. Location : The appointee shall be located at Bangalore
8. Reporting relationship : The appointee will report to Senior Vice president- Banking, Finance and Insurance

The Board of Directors recommend the Resolution for approval of the members.

No Director, except Mr Azim H Premji is interested in this Resolution.

#### **Item 8**

Our Employee Stock Option (ESOP) Plans and Restricted Stock Unit Plans (RSUs) are proposed to be amended to bring it in line with the changes in various statutes as amended from time to time and for other administrative reasons and will be applicable to all employees of the Company and the employees of subsidiaries/Holding Companies. These changes have been approved by the Board Governance and Compensation Committee on June 4, 2007 and by the Board of Directors vide Circular resolution dated June 6, 2007. The proposed changes are explained with full details of the variation and rationale therefor in the following paragraphs.

- i. Fringe Benefit Tax (FBT) on Esops/ RSUs : As per the Income Tax Act 1961, FBT is payable by the Company on allotments of shares on or after April 1, 2007 (arising from exercise of options/RSUs). The Act further provides for recovery of such FBT from the employees. To this extent the Act also provides for a modification in the ESOP/RSU plans so as to recover FBT from the employee, to the extent the employer is liable to pay such FBT under the Act.

It is now proposed to amend all the existing the Esop and RSU plans namely Wipro Employee Stock Option Plan 1999, Wipro Employees Stock Option Plan 2000, ADS Stock Option Plan 2000, Wipro Restricted Stock Unit Plan 2004, ADS Restricted Stock Unit Plan 2004 and Wipro Restricted Stock Unit Plan 2005 to authorise the Board Governance and Compensation Committee to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery.

- ii. Section 409A of Internal Revenue Code of US (IRC) : As per section 409A of IRC (introduced through the Jobs Creation Act of 2004) applicable to our employees who are tax assesses in United

States, the maximum period allowed for exercise of a RSU is 2 and ½ months from the end of the financial year of vesting of such RSUs. A plan which has an exercise period longer than 2 and ½ months from the end of the financial year of vesting will be subject to additional tax in the hands of the employees. RSUs granted to employees who are US tax assesses are affected by this change in law. If we do not change the Plans, some of our employees who are US tax assesses may be adversely affected. In order to remove such hardship, it is proposed to amend the plan to restrict the exercise period to a maximum of 2 and ½ months from the end of the financial year in which the RSUs vest. This amendment is applicable to only the RSU and ADS RSU plans namely Wipro Restricted Stock Unit Plan 2004, ADS Restricted Stock Unit Plan, 2004 and Wipro Restricted Stock Unit Plan, 2005.

- iii. Term of Option/ Plan : In order to align the different periods in the Plan, it is proposed to make the maximum term of the option limited to the term of the plan. Wipro Employee Stock Option Plan 1999, Wipro Employees Stock Option Plan 2000, Wipro Restricted Stock Unit Plan 2004, and Wipro Restricted Stock Unit Plan, 2005 are proposed to be amended to give effect to these changes. Term of Plan of Wipro Employees Stock Option Plan 2000 is expiring in 2010. In order to make the pool of options available under the plan for another 10 years the term of the Plan is proposed to be increased by another 10 years, i.e., expiring in 2020.

The above changes will be applicable to all the employees including the employees of the subsidiaries/holding companies and to employees who may granted options/RSUs equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options/RSUs who will also be covered by these ESOP and RSU plans of the Company. All the other terms and conditions of these Esop and RSU plans shall remain unchanged. In case the Esops and RSUs are made available to the Directors of the Company (other than promoter Directors), then such Directors may be deemed to be interested in this resolution.

The Board of Directors recommend the passing of the proposed resolution.

#### **Item 9**

A new Wipro Employee Restricted Stock Unit Plan 2007 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 by the Board Governance and Compensation Committee vide circular resolution on June

4, 2007 and by the Board of Directors vide circular resolution on June 6, 2007. This plan will be used primarily to grant Restricted Stock Units (RSUs) with a flexible vesting period at an exercise price of not less than the face value of the equity shares which will entitle the holder to apply for equity shares of the Company. 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 stock option plan are as under

- a. The total number of Restricted Stock Units to be granted under Wipro Employee Restricted Stock Unit Plan 2007 would be 10,000,000 (Ten million) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time) of the Company.
- b. Wipro Employee Restricted Stock Unit Plan 2007 would be applicable to all the permanent employees of the Company, 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 any body 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. Subject to the minimum and maximum vesting periods of a Restricted Stock Unit as set out in the Wipro Employee Restricted Stock Unit Plan 2007, the vesting period in respect of any holder or a category of holder shall be determined by the Board Governance and Compensation Committee of the Board of Directors of the Company from time to time.
- d. 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 ten (10) Ten years unless sooner terminated or extended for such further periods from time to time.
- e. The grant price of the RSUs under the Wipro Employee Restricted Stock Unit Plan 2007, shall be the face value of the share and the exercise period shall be as decided by the Administrator of the Stock Option Plans, being the Board Governance and Compensation Committee.
- f. The exercise period shall commence only after the completion of minimum vesting period of one year as per Plan.
- g. Unless otherwise stated, the exercise period will commence from the date of vesting and will be valid for such periods as specified at the time of grant which will be valid for a period of atleast one year to a maximum of five years from the date of vesting; Provided that with effect from April 1, 2007 the Exercise Period shall terminate at the end of two months and 15 days from the end of the financial year in which RSUs vested, in certain cases where the employee is rendering/rendered services outside India.
- h. The term of each RSU shall be stated in the RSU Agreement; provided, however, that the term shall be not more than the Term of the Plan.
- i. The maximum vesting period shall be 84 months from the date of grant and the Board Governance and Compensation Committee shall have the authority to decide the vesting periods within these minimum (One year) and maximum vesting periods (84 months) and such periods may differ from division to division within the company as may be decided by the Committee, from time to time.
- j. Fair market value means market price as defined by SEBI guidelines from time to time.
- k. The maximum quantum of Restricted Stock Unit per holder per year shall not exceed 10% of the total number of RSUs under the Plan. The total number of RSUs reserved for issuance under this Plan is 10,000,000.
- l. The Board Governance and Compensation Committee shall be authorised to determine the amount of withholding, deduction or recovery, if any, of such tax from the Optionee and also the modalities for recovery.
- m. The Restricted Stock Units granted under the Plan shall be exercisable at such times and under such conditions as determined by the Board Governance and Compensation Committee of the Board from time to time. The Restricted Stock Units shall be deemed exercised when the Company receives;
  1. Written or electronic notice of exercise from the person entitled to exercise the RSU.
  2. Full payment as per plan and agreement with respect to the RSUs exercised.

Restricted Stock Units will become exercisable in part or whole. The unexercised portion of the Restricted Stock Units will continue to be available to the holder or the nominee, in case of specified circumstances such as death, disability, etc., as per the Plan, and up to predetermined exercise periods.



n. The appraisal process includes evaluation of an employee based on the following criteria for determining eligibility of the employees to be granted Restricted Stock Units;

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 and Compensation Committee from time to time.

Company shall use one of the applicable methods (intrinsic value or fair value) to value its RSUs.

o. In case the Company calculates the employee compensation cost using the intrinsic value of the RSUs, 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

options, shall be disclosed in the Directors' report and also impact of this difference on profits and on EPS of the Company 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 from time to time.
- q. In case the RSU is 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.

By Order of the Board of Directors  
For **Wipro Limited**

**Registered Office :**

Doddakannelli, Sarjapur Road  
Bangalore 560 035  
Date : June 20, 2007

**V. Ramachandran**  
*Company Secretary*



**WIPRO**  
Applying Thought

**FORM OF PROXY**

Name of the Company : WIPRO LIMITED  
Registered Office : Doddakannelli, Sarjapur Road, Bangalore 560 035  
Venue of the Meeting : Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics, Electronic City, Hosur Road, Bangalore - 561 229, India

I/We ..... of ..... being a member of the above-named Company,

hereby appoint the following as my/our Proxy to attend and vote (on a poll)\* for me/us and on my/our behalf at the 61st Annual General Meeting of the Company, to be held on July 18, 2007 at 4.30 p.m. and at any adjournment thereof.

- 1. Mr./Mrs.....(signature) or failing him/her
2. Mr./Mrs.....(signature) or failing him/her
3. Mr./Mrs.....(signature) or failing him/her

\*\* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below :

Table with 4 columns: Sl. No., Resolution, For, Against. Rows include: Adoption of Report and Accounts as at March 31, 2007; Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares; Re-election of the following persons as Directors: - Mr. Narayanan Vaghul, - Mr. B.C. Prabhakar; Re-appointment of Statutory Auditors - M/s. BSR & Co.; Re-appointment of Mr. Azim H. Premji as Chairman and Managing Director (designated as "Chairman") and payment of remuneration; Appointment of Mr. Rishad Premji - Office or Place of Profit; Amendment to Wipro Employee Stock Options/Restricted Stock Unit Plans including ADS Stock Option Plan and ADS Restricted Stock Unit Plan of the Company; Approval of Wipro Employee Restricted Stock Unit Plan 2007.

No. of Shares held :

Affix One Rupee Revenue Stamp

Reference Folio No./DP ID & Client ID

Signature(s) of Member(s)

- 1. ....
2. ....
3. ....

Signed this ..... day of ..... 2007

Notes :

- 1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
\*\* This is optional. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.

**ATTENDANCE SLIP**

**WIPRO LIMITED**

Registered Office : Doddakannelli, Sarjapur Road BANGALORE 560 035

SIXTYFIRST ANNUAL GENERAL MEETING ON JULY 18, 2007

Reg. Folio No./DP ID & Client ID .....

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the SIXTY FIRST ANNUAL GENERAL MEETING of the Company to be held at Wipro's Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72, Keonics, Electronic City, Hosur Road, Bangalore - 561 229, India on July 18, 2007.

Member's/Proxy's name in BLOCK letters

Member's/Proxy's Signature

