

FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 69th Annual General Meeting of the Equity Shareholders of
"Wipro Limited" held on July 22, 2015 at Wipro's Campus, Cafeteria Hall EC-3,
Ground Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore
- 561 229 at 04.00 PM.

Sir,

I, V. Sreedharan, Partner of M/s V. Sreedharan and Associates, Company
Secretaries, Bangalore, was appointed as Scrutinizer pursuant to Section 108 of the
Companies Act, 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 and pursuant to clause 35B of the Listing Agreement,
for the purpose of scrutinizing the remote e-voting process and voting by poll taken
at the 69th Annual General Meeting of the Equity Shareholders of **"Wipro Limited"**
held on Wednesday, July 22, 2015 at Wipro's Campus, Cafeteria Hall EC-3, Ground
Floor, Opp. Tower 8, No. 72, Keonics Electronic City, Hosur Road, Bangalore - 561
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We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Saturday, July 18, 2015 up to 5.00 P.M on Tuesday, July 21, 2015.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was sent by post.
3. The e-voting event was unblocked on July 21, 2015 around 5.25 P.M. in presence of two witnesses, namely Ms. Kanumilli Soujanya, residing at No. 39, 'Anood', 10th Cross, LIC Colony, Jayanagar 3rd Block East, Bangalore - 560011 and Mr. Pradeep B. Kulkarni residing at No.53/1-A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bangalore 560055 who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:


(Kanumilli Soujanya)


(Pradeep B. Kulkarni)



B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot box were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on July 15, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 22, 2015 at 5.51 PM. The ballot boxes were opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).
4. The combined result of remote e-voting and poll is as under:



a) RESOLUTION 1

Consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon.

(i) Voted **in favour** of Resolution

| | Remote E-voting | Voting by Poll | Total |
|--|-----------------|----------------|---------------|
| Number of Members present and voting (in person or by proxy) | 655 | 181 | 836 |
| Number of votes cast by them | 197,54,41,769 | 8,75,45,649 | 206,29,87,418 |
| % of Total Number of valid votes cast | 99.96 | 100 | 99.96 |

(ii) Voted **against** the resolution

| | Remote E-voting | Voting by Poll | Total |
|--|-----------------|----------------|----------|
| Number of Members present and voting (in person or by proxy) | 5 | 2 | 7 |
| Number of votes cast by them | 7,82,986 | 1,609 | 7,84,595 |
| % of Total Number of valid votes cast | 0.04 | Negligible | 0.04 |



(iii) **Invalid** Votes

| | E-voting | Voting by Poll | Total |
|--|----------|----------------|----------|
| Number of Members present and voting (in person or by proxy) | NIL | 32 | 32 |
| Number of votes cast by them | NIL | 1,05,137 | 1,05,137 |

b) RESOLUTION 2

Confirm the payment of Interim Dividend of ₹ 5 per equity share and to declare a Final Dividend ₹ 7 per equity share.

(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|--|---------------|----------------|---------------|
| Number of Members present and voting (in person or by proxy) | 680 | 180 | 860 |
| Number of votes cast by them | 198,19,66,715 | 8,75,49,186 | 206,95,15,901 |
| % of Total Number of valid votes cast | 100 | 100 | 100 |



(ii) Voted **against** the resolution

| | E-voting | Voting by Poll | Total |
|--|------------|-------------------|------------|
| Number of Members present and voting (in person or by proxy) | 3 | 1 | 4 |
| Number of votes cast by them | 8 | 3,704 | 3,712 |
| % of Total Number of valid votes cast | Negligible | Negligible | Negligible |

(iii) **Invalid** Votes

| | E-voting | Voting by Poll | Total |
|--|----------|----------------|----------|
| Number of Members present and voting (in person or by proxy) | NIL | 34 | 34 |
| Number of votes cast by them | NIL | 1,05,347 | 1,05,347 |



c) RESOLUTION 3

Re-appoint Mr. T K Kurien (DIN 03009368) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|--|---------------|-------------------|---------------|
| Number of Members present and voting (in person or by proxy) | 664 | 175 | 839 |
| Number of votes cast by them | 198,05,56,432 | 8,61,77,053 | 206,67,33,485 |
| % of Total Number of valid votes cast | 99.99 | 98.45 | 99.87 |

(ii) Voted **against** the resolution

| | E-voting | Voting by Poll | Total |
|--|------------|-------------------|-----------|
| Number of Members present and voting (in person or by proxy) | 19 | 8 | 27 |
| Number of votes cast by them | 14,10,287 | 13,52,667 | 27,62,954 |
| % of Total Number of valid votes cast | Negligible | 1.55 | 0.13 |



(iii) **Invalid** Votes

| | E-voting | Voting by Poll | Total |
|--|----------|----------------|----------|
| Number of Members present and voting (in person or by proxy) | NIL | 32 | 32 |
| Number of votes cast by them | NIL | 1,05,137 | 1,05,137 |

c) RESOLUTION 4

Appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as

ORDINARY RESOLUTION:

RESOLVED that M/s. BSR & Co LLP (Registration Number 101248W/W-100022 with the Institute of Chartered Accountants of India) be and are 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 a remuneration to be decided by the Audit/Risk and Compliance 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/Risk and Compliance Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.



(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|--|---------------|-------------------|---------------|
| Number of Members present and voting (in person or by proxy) | 633 | 174 | 807 |
| Number of votes cast by them | 197,63,77,929 | 8,60,55,498 | 206,24,33,427 |
| % of Total Number of valid votes cast | 99.92 | 99.89 | 99.92 |

(ii) Voted **against** the resolution –

| | E-voting | Voting by Poll | Total |
|--|-----------|-------------------|-----------|
| Number of Members present and voting (in person or by proxy) | 31 | 5 | 36 |
| Number of votes cast by them | 15,80,925 | 1,00,391 | 16,81,316 |
| % of Total Number of valid votes cast | 0.08 | 0.116 | 0.08 |



(iii) **Invalid** Votes:

| | E-voting | Voting by Poll | Total |
|--|----------|----------------|----------|
| Number of Members present and voting (in person or by proxy) | NIL | 36 | 36 |
| Number of votes cast by them | NIL | 1,05,749 | 1,05,749 |

e) RESOLUTION 5

Re-appointment of Mr. Azim H Premji (DIN 00234280), as Executive Chairman and Managing Director of the Company.

Consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Azim H Premji, as Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company with effect from July 31, 2015 to July 30, 2017, 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 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 197 of the Companies Act, 2013 or such other limits as may be prescribed 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.

(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|--|---------------|-------------------|---------------|
| Number of Members present and voting (in person or by proxy) | 639 | 180 | 819 |
| Number of votes cast by them | 197,42,11,999 | 8,37,70,790 | 205,79,82,789 |
| % of Total Number of valid votes cast | 99.99 | 95.6926 | 99.44 |



(ii) Voted **against** the resolution –

| | E-voting | Voting by Poll | Total |
|--|-----------|-------------------|-------------|
| Number of Members present and voting (in person or by proxy) | 46 | 2 | 48 |
| Number of votes cast by them | 77,45,207 | 37,70,741 | 1,15,15,948 |
| % of Total Number of valid votes cast | 0.0036 | 4.3074 | 0.56 |

(iii) **Invalid** Votes:

| | E-voting | Voting by Poll | Total |
|--|----------|----------------|----------|
| Number of Members present and voting (in person or by proxy) | NIL | 33 | 33 |
| Number of votes cast by them | NIL | 1,05,157 | 1,05,157 |



f) RESOLUTION 6

Appointment of Mr. Rishad Azim Premji (DIN 02983899), as Whole-time Director of the Company.

Consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rishad Azim Premji, as Whole-time Director of the Company with effect from May 01, 2015 to April 30, 2020, 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 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. Rishad Azim Premji.



RESOLVED FURTHER THAT the remuneration payable to Mr. Rishad Azim Premji, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed 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.

(i) Voted **in favour** of Resolution

| | E-voting | Voting by Poll | Total |
|--|---------------|-------------------|---------------|
| Number of Members present and voting (in person or by proxy) | 650 | 171 | 821 |
| Number of votes cast by them | 197,65,41,568 | 8,65,81,948 | 206,31,23,516 |
| % of Total Number of valid votes cast | 99.72 | 98.9238 | 99.69 |



(ii) Voted **against** the resolution –

| | E-voting | Voting by Poll | Total |
|--|-----------|-------------------|-----------|
| Number of Members present and voting (in person or by proxy) | 31 | 8 | 39 |
| Number of votes cast by them | 54,15,568 | 9,41,944 | 63,57,512 |
| % of Total Number of valid votes cast | 0.27 | 1.01 | 0.31 |

(iii) **Invalid** Votes:

| | E-voting | Voting by Poll | Total |
|---|----------|----------------|----------|
| Number of Members present and voting (in person or by proxy) | NIL | 36 | 36 |
| Number of votes cast by them | NIL | 1,16,126 | 1,16,126 |

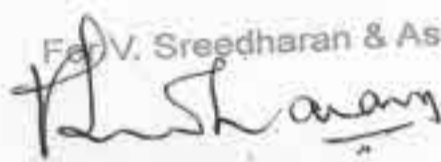
5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates

V. Sreedharan
Partner
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: July 23, 2015