



NOTICE TO MEMBERS

NOTICE is hereby given that the Sixty Second 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 17, 2008 at 4.30 pm to transact the following businesses :

ORDINARY BUSINESS

1. Receive, consider and adopt the audited Balance Sheet as at March 31, 2008 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares.
3. Re-appointment of Auditors and fix their remuneration
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.
4. Appoint a Director in place of Dr Ashok S Ganguly who retires by rotation and being eligible, offers himself for reappointment.
5. Appoint a Director in place of Mr P M Sinha who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

6. **Appointment of Mr Suresh C Senapaty as Director of the Company and payment of remuneration**

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

RESOLVED that Mr. Suresh C Senapaty who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 18, 2008 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 198, 269, 309, and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment and terms of remuneration of Mr. Suresh C Senapaty as Chief Financial Officer and Director ('CFO and Director') of the Company for a period of five years with effect from April 18, 2008 upon the terms and conditions set out in the Explanatory Statement annexed hereto and Agreement entered into with him, which Agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or Agreement in such manner as may be agreed to between the Board of Directors and Mr. Suresh C Senapaty.

7. **Appointment of Mr Girish S Paranjpe as Director of the Company and payment of remuneration.**

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

RESOLVED FURTHER THAT Mr. Girish S Paranjpe who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 18, 2008 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment and terms of remuneration of Mr. Girish S Paranjpe as Joint Chief Executive Officer IT Business and Director ('Jt CEO IT Business and Director') of the Company for a period of five years with effect from April 18, 2008 upon the terms and conditions set out in the Explanatory Statement annexed hereto and Agreement entered into with him, which Agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or Agreement in such manner as may be agreed to between the Board of Directors and Mr. Girish S Paranjpe.

8. **Appointment of Mr Suresh Vaswani as Director of the Company and payment of remuneration.**

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

RESOLVED that Mr. Suresh Vaswani who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 18, 2008 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment and terms of remuneration of Mr. Suresh Vaswani as Joint Chief Executive Officer IT Business and Director ('Jt CEO IT Business and Director') of the Company for a period of five years with effect from April 18, 2008 upon the terms and conditions set out in the Explanatory Statement annexed hereto and Agreement entered into with him, which Agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or Agreement in such manner as may be agreed to between the Board of Directors and Mr. Suresh Vaswani.

9. **Amendment to Articles of Association for increase in the number of directors**

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

RESOLVED THAT pursuant to Sections 258 and 259 of the Companies Act, 1956 and the other applicable provisions, if any, of the Companies Act, 1956, and subject to Article 168 of the Articles of Association, the number of directors of the Company for the time being in office be increased from the existing limit of 12 directors to a revised limit of 15 directors.

RESOLVED FURTHER THAT the existing Article 168 of the Articles of Association of the Company be and is hereby amended as under;

"The number of Directors shall not be less than four and not more than fifteen Directors or such higher number of Directors as may be permitted under the Companies Act, 1956 and/or by the Central Government, from time to time".

By Order of the Board of Directors

For **Wipro Limited**

V. Ramachandran
Company Secretary

Registered Office :

Doddakannelli, Sarjapur Road
Bangalore 560 035

Date: June 19, 2008

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 proxy may not vote except on a poll.
3. 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.
4. Members are requested to bring their copies of Annual Report and duly filled Attendance slip for attending the Meeting.
5. 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, 2008. The Register of Members of the Company will remain closed from July 1, 2008 to July 17, 2008 (both days inclusive) under Section 154 of the Companies Act, 1956 for the purpose of payment of Dividend

6. Final Dividend on equity shares as recommended by the Directors for the year ended March 31, 2008, when declared at the meeting, will be paid on or before August 16, 2008 :
 - 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, 2008
 - 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, 2008
7. Members who hold shares in the dematerialized 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 or the Registrar. 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. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories.
8. Physical shares- 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 June 25, 2008, 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.
9. 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.
10. Non-resident Indian shareholders are requested to inform the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following details:
 - 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.
11. The certificate from the Auditors of the Company in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 for the Company's ESOP Plans (viz., Wipro Employee Stock Option Plan 1999, Wipro Employee Stock Option Plan 2000, ADS Stock Option Plan 2000, Wipro Employee Restricted Stock Unit Plan 2004 and ADS Restricted Stock Unit Plan 2004, Wipro Employee Restricted Stock Unit Plan 2005 and Wipro Employee Restricted Stock Unit Plan 2007) will be available for inspection at the Annual General Meeting.
12. 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. In view of this, members are advised to send all the unencashed dividend warrants pertaining to these years to our Registrars for revalidation and encash them before the due dates.

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 2000-01 as of March 31, 2008:

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
2000-2001	July 19, 2001	July 18, 2008	88,824	August 17, 2008
2001-2002	July 18, 2002	July 17, 2009	19,95,175	August 16, 2009
2002-2003	July 17, 2003	July 16, 2010	137,628	August 15, 2010
2003-2004	June 11, 2004	June 10, 2011	18,13,435	July 9, 2011
2004-2005	July 21, 2005	July 20, 2012	1,149,675	August 19, 2012
2005-2006	July 18, 2006	July 17, 2013	3,185,710	August 16, 2013
2006-2007 (Interim Dividend)	March 23, 2007	March 22, 2014	2,323,285	April 21, 2014
2006-2007 (Final Dividend)	July 18, 2007	July 17, 2014	1,168,268	August 16, 2014
2007-2008 (Interim Dividend)	October 19, 2007	October 18, 2014	2,996,518	November 17, 2014

13. 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.
14. The Register of Director's Shareholding under Section 307 and Register of Contracts under Section 301 maintained under the Companies Act, 1956 are available for inspection at the Registered Office of the Company during business hours between 8.30 am to 6.00 pm except on holidays and will be made available at the venue of this meeting.
15. Members are requested to fill up and send the Feedback Form sent with the Annual Report.

Annexure A

Details of Directors seeking appointment/re-appointment in Annual General Meeting scheduled to be held on July 17, 2008 (Pursuant to Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement)

Name of Director	Dr. Ashok S. Ganguly	Mr. Priya Mohan Sinha	Mr Suresh C Senapaty	Mr Girish S Paranjpe	Mr Suresh Vaswani
Date of Birth	28.07.1935	15.08.1940	03.03.1957	20.03.1958	02.01.1960
Date of Appointment	01.01.1999	01.01.2002	18.04.2008	18.04.2008	18.04.2008
Relationship with other Directors	None	None	None	None	None
Expertise in Specific Function area	Sales and Marketing and Research and Development	Wide Management Experience	Finance and Wide Management Experience	Finance, Sales and Wide Management Experience	Wide Management Experience
Qualification	Master of Science, Doctor of Philosophy.	Bachelor of Arts and Advance Management Programme in the Sloan School of Management, Massachusetts Institute of Technology	Bachelor of Commerce and Fellow Member of Institute of Chartered Accountants of India	Bachelor of Commerce and Fellow Member of Institute of Chartered Accountants of India and Fellow Member of Institute of Cost and Works Accountants of India	Bachelor of Technology and Post Graduate Diploma in Management
Board membership of other companies as on March 31, 2008	Indian companies : Mahindra and Mahindra Ltd. ICICI Knowledge Park Ltd. Reserve Bank of India Tata AIG Life Insurance Co. Ltd. Firstsource Solutions Ltd. Hemogenomics Pvt. Ltd. Microsoft Corporation (India) Pvt.Ltd. (Advisory Board) ABP Pvt. Ltd.	Indian companies : Bata India Limited Indian Oil Corporation Limited ICICI Bank Limited Lafarge India Private Limited	Indian companies : Wipro Trademarks Holding Limited Wipro Chandrika Limited Wipro Travel Services Limited Wipro Consumer Care Limited Cygnus Negri Investments Private Limited Wipro GE Healthcare Private Limited		
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2008	Board Governance & Compensation Committee – Chairman	Audit Committee – Member Board Governance & Compensation Committee – Member			
Chairman/Member of the Committee of Directors of other Companies in which he is a Director as on March 31, 2008					
a. Audit Committee	Tata AIG Life Insurance Company Limited – Member Audit Committee of Board of Financial Supervision (BFS) of RBI – Member	Bata India Limited – Member			
b. Shareholders' Grievance Committee		Bata India Limited – Chairman			
c. Board Governance Committee	Firstsource Solutions Limited – Chairman	Bata India Limited – Chairman ICICI Bank Limited – Member			

d. Compensation Committee	Firstsource Solutions Limited – Chairma Tata AIG Life Insurance Company Limited – Chairman	Bata India Limited – Chairman ICICI Bank Limited – Member			
e. Other Committees	Mahindra & Mahindra – Chairman of Research & Development Reserve Bank of India – Member of Technical Advisory Committee on Monetary Policy	Indian Oil Corporation Limited – Marketing Strategy Committee ICICI Bank Limited – Member of Customer Service Committee and Credit Committee			
Number of shares held in the Company as on March 31, 2008	Nil	20,000	122,300	49,000	87,268

Explanatory Statement

(Pursuant to Section 173(2) of the Companies Act, 1956)

As required by Section 173 of the Companies Act, 1956, the following explanatory statements sets out all material facts relating to the items of Special Business mentioned under Item Nos. 6 to 9 of the accompanying Notice dated June 19, 2008.

Item No. 6

Mr. Suresh C Senapaty, was appointed as Additional Director of the Company on April 18, 2008. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Suresh C. Senapaty holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr. Suresh C. Senapaty, proposing his appointment as a Director of the Company, along with the requisite deposit.

The principal terms and conditions of appointment and remuneration for Mr. Suresh C. Senapaty as Chief Financial Officer and Director ('CFO and director') and as contained in his agreement with the Company are as follows:

- a. Period of Appointment : 5 years with effect from April 18, 2008
- b. Remuneration:
 - i. Salary: Salary in the range of minimum of Rs 15 million per annum to a maximum of Rs 60 Million per annum. Salary to include periodic increments as may be approved by the Board based on the recommendation of the Committee during the tenure of the appointment within the above limits. The annual increments each year will be decided based on certain performance criteria to be laid down by the Committee and approved by the Board taking into account the Company's performance. The above Salary will also include Variable Pay, Leave Travel Allowance, Commutation Allowance, Educational Allowance, Leased Accommodation, House Rent Allowance, Company provided car and driver, Furniture and Equipment, Provident Fund, Gratuity, other Retirement benefit contributions, telephone facility at residence and other benefits from time to time as per Company's policy.
 - ii. Variable Pay included in b i. above will be based on certain performance criteria laid down by the Committee and approved by the Board.
 - iii. In addition to the remuneration as per b i and b ii above, the CFO & Director shall be entitled to perquisites and allowances which are not included in b i and b ii above. These are Personal Accident Insurance and Group Life Insurance, club fees subject to a maximum of two clubs, medical reimbursement, annual health check up and Insurance cover, reimbursement of entertainment expenses actually and properly incurred in the course of business as per Company's policy, Leave with full

pay and allowance as per Company's policy, grant of Restricted Stock units, Employee Stock Options and other stock based compensation as may be decided by the Board based on the recommendation of the Committee from time to time and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors based on the recommendation of the Committee, from time to time.

- iv. Minimum remuneration : Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the CFO & Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary including perquisites and allowance as specified above.
- c. The terms and conditions of the said appointment may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company based on the recommendation of the Committee in such manner as may be agreed to by the Board within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 1956, or any amendments made hereafter in this regard.,
- d. The appointment may be terminated by either party by giving to the other party six month's notice of such termination or paying six month's Salary as per Company's policy.
- e. The appointment of Mr Suresh C Senapaty is by virtue of his employment in the Company and is subject to the provisions of Section 283(1) (f) of the Companies Act, 1956.
- f. The CFO and Director shall not become interested or otherwise concerned directly or through their spouse and/or children, in any sole selling agency of the Company.
- g. The CFO and Director shall not be entitled to Sitting Fees for attending the meetings of the Board of Directors or Committees thereof.
- h. The CFO and Director shall be subject to retirement by rotation.
- i. For the purpose of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr Suresh C Senapaty will be considered as continuous service from the date of his joining Wipro Group.

The abstract of terms of appointment of CFO & Director and Memorandum of Interest pursuant to Section 302 of the Companies Act, 1956 was circulated to the shareholders in the first week of May 2008.

A copy of the agreement entered into by the Company with Mr Suresh C Senapaty is available for inspection by the members of the Company at its Registered Office between 8.30 am to

6.00 pm on any working day of the Company, up to the date of the Annual General Meeting. Brief resume regarding the Director is given in the annexure A to the notice attached.

In compliance with the provisions of Section 269 and 309 read with Schedule XIII of the Companies Act, 1956, the terms of appointment and remuneration as specified above, are now placed before the Members in the Annual General Meeting for their approval.

No other director is concerned or interested in the terms and conditions except Mr Suresh C Senapaty in so far as it relates to his own appointment.

Item No. 7

Mr. Girish S. Paranjpe, was appointed as Additional Director of the Company on April 18, 2008. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Girish S. Paranjpe holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr. Girish S. Paranjpe, proposing his appointment as a Director of the Company, along with the requisite deposit.

The principal terms and conditions of appointment and remuneration for Mr. Girish S. Paranjpe as Joint Chief Executive Officer IT Business and Director ('Jt CEO IT Business and Director') and as contained in his agreement with the Company are as follows:

- a. Period of Appointment : 5 years with effect from April 18, 2008
- b. Remuneration:
 - i. Salary : Salary in the range of minimum of Rs 15 million per annum to a maximum of Rs 60 Million per annum. Salary to include periodic increments as may be approved by the Board based on the recommendation of the Committee during the tenure of the appointment within the above limits. The annual increments each year will be decided based on certain performance criteria to be laid down by the Committee and approved by the Board taking into account the Company's performance. The above Salary will also include Variable Pay, Leave Travel Allowance, Commutation Allowance, Educational Allowance, Leased Accommodation, House Rent Allowance, Company provided car and driver, Furniture and Equipment, Provident Fund, Gratuity, other Retirement benefit contributions, telephone facility at residence and other benefits from time to time as per Company's policy.
 - ii. Variable Pay included in b i. above will be based on certain performance criteria laid down by the Committee and approved by the Board.
 - iii. In addition to the remuneration as per b i and b ii above, the Jt CEO, IT Business and Director shall be entitled to perquisites and allowances which are not included in b i and b ii above. These are Personal Accident Insurance and Group Life Insurance, club

fees subject to a maximum of two clubs, medical reimbursement, annual health check up and Insurance cover, reimbursement of entertainment expenses actually and properly incurred in the course of business as per Company's policy, Leave with full pay and allowance as per Company's policy, grant of Restricted Stock units, Employee Stock Options and other stock based compensation as may be decided by the Board based on the recommendation of the Committee from time to time and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors based on the recommendation of the Committee, from time to time.

- iv. Minimum remuneration : Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Joint Chief Executive Officer, IT Business and Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary including perquisites and allowance as specified above.
- c. The terms and conditions of the said appointment may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company based on the recommendation of the Committee in such manner as may be agreed to by the Board within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 1956, or any amendments made hereafter in this regard.
- d. The appointment may be terminated by either party by giving to the other party six month's notice of such termination or paying six month's Salary as per Company's policy.
- e. The appointment of Mr Girish S Paranjpe is by virtue of his employment in the Company and is subject to the provisions of Section 283(1) (f) of the Companies Act, 1956.
- f. The Jt CEO, IT Business and Director shall not become interested or otherwise concerned directly or through their spouse and/or children, in any sole selling agency of the Company.
- g. The Jt CEO, IT Business and Director shall not be entitled to Sitting Fees for attending the meetings of the Board of Directors or Committees thereof.
- h. The Jt CEO, IT Business and Director shall be subject to retirement by rotation.
- i. For the purpose of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr Girish S Paranjpe will be considered as continuous service from the date of his joining Wipro Group.

The abstract of terms of appointment of Jt CEO, IT Business and Director and Memorandum of Interest pursuant to Section 302 of the Companies Act, 1956 was circulated to the shareholders in the first week of May 2008.

A copy of the agreement entered into by the Company with Mr Girish S Paranjpe is available for inspection by the members of the Company at its Registered Office between 8.30 am to 6.00 pm on any working day of the Company, up to the date of the Annual General Meeting. Brief resume regarding the Director is given in the annexure A to the notice attached.

In compliance with the provisions of Section 269 and 309 read with Schedule XIII of the Companies Act, 1956, the terms of appointment and remuneration as specified above, are now placed before the Members in the Annual General Meeting for their approval.

No other director is concerned or interested in the terms and conditions except Mr Girish S Paranjpe in so far as it relates to his own appointment.

Item No. 8

Mr. Suresh Vaswani, was appointed as Additional Director of the Company on April 18, 2008. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Suresh Vaswani holds office only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment. The Company has received a notice from a member under Section 257 of the Companies Act, 1956, in respect of Mr. Suresh Vaswani, proposing his appointment as a Director of the Company, along with the requisite deposit.

The principal terms and conditions of appointment and remuneration for Mr. Suresh Vaswani as Joint Chief Executive Officer IT Business and Director ('Jt CEO IT Business and Director') and as contained in his agreement with the Company are as follows:

- a. Period of Appointment : 5 years with effect from April 18, 2008
- b. Remuneration :
 - i. Salary: Salary in the range of minimum of Rs 15 million per annum to a maximum of Rs 60 Million per annum. Salary to include periodic increments as may be approved by the Board based on the recommendation of the Committee during the tenure of the appointment within the above limits. The annual increments each year will be decided based on certain performance criteria to be laid down by the Committee and approved by the Board taking into account the Company's performance. The above Salary will also include Variable Pay, Leave Travel Allowance, Commutation Allowance, Educational Allowance, Leased Accommodation, House Rent Allowance, Company provided car and driver, Furniture and Equipment, Provident Fund, Gratuity, other Retirement benefit contributions, telephone facility at residence and other benefits from time to time as per Company's policy.
 - ii. Variable Pay included in b i. above will be based on certain performance criteria laid down by the Committee and approved by the Board.

- iii. In addition to the remuneration as per b i and b ii above, the Jt CEO, IT Business and Director shall be entitled to perquisites and allowances which are not included in b i and b ii above. These are Personal Accident Insurance and Group Life Insurance, club fees subject to a maximum of two clubs, medical reimbursement, annual health check up and Insurance cover, reimbursement of entertainment expenses actually and properly incurred in the course of business as per Company's policy, Leave with full pay and allowance as per Company's policy, grant of Restricted Stock units, Employee Stock Options and other stock based compensation as may be decided by the Board based on the recommendation of the Committee from time to time and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors based on the recommendation of the Committee, from time to time.
- iv. Minimum remuneration : Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Joint Chief Executive Officer, IT Business and Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary including perquisites and allowance as specified above.
- c. The terms and conditions of the said appointment may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company based on the recommendation of the Committee in such manner as may be agreed to by the Board within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 1956, or any amendments made hereafter in this regard.
- d. The appointment may be terminated by either party by giving to the other party six month's notice of such termination or paying six month's Salary as per Company's policy.
- e. The appointment of Mr Suresh Vaswani is by virtue of his employment in the Company and is subject to the provisions of Section 283(1) (f) of the Companies Act, 1956.
- f. The Jt CEO, IT Business and Director shall not become interested or otherwise concerned directly or through their spouse and/or children, in any sole selling agency of the Company.
- g. The Jt CEO, IT Business and Director shall not be entitled to Sitting Fees for attending the meetings of the Board of Directors or Committees thereof.
- h. The Jt CEO, IT Business and Director shall be subject to retirement by rotation.

- i. For the purpose of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr Suresh Vaswani will be considered as continuous service from the date of his joining Wipro Group.

The abstract of terms of appointment of Jt CEO, IT Business and Director and Memorandum of Interest pursuant to Section 302 of the Companies Act, 1956 was circulated to the shareholders in the first week of May 2008.

A copy of the agreement entered into by the Company with Mr Suresh Vaswani is available for inspection by the members of the Company at its Registered Office between 8.30 am to 6.00 pm on any working day of the Company, up to the date of the Annual General Meeting. Brief resume regarding the Director is given in the annexure A to the notice attached.

In compliance with the provisions of Section 269 and 309 read with Schedule XIII of the Companies Act, 1956, the terms of appointment and remuneration as specified above, are now placed before the Members in the Annual General Meeting for their approval.

No other director is concerned or interested in the terms and conditions except Mr Suresh Vaswani in so far as it relates to his own appointment.

Item No. 9

Currently, as per the Articles of Association of the Company, the Company is permitted to appoint not more than 12 Directors

as allowed under the Companies Act, 1956. Considering the global presence of the Company, it is felt that the Company may consider appointing more Directors in line with the best practices and in terms of the Corporate Governance Guidelines of the Company. To accommodate this, it is necessary to alter the Articles of Association to provide for increase in the number of directors from the present limit of 12 (Twelve) Directors to a revised limit of 15 (Fifteen) directors.

Your Directors commend the Resolution for the approval of the Members.

No other director is concerned or interested in this resolution.

By Order of the Board of Directors

For **Wipro Limited**

V. Ramachandran
Company Secretary

Registered Office :
Doddakannelli, Sarjapur Road
Bangalore 560 035

Date: June 19, 2008



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, Electronics City, House Road, Bangalore 561 229

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id *	
Client Id *	
Folio No.	
No. of shares held	

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

I hereby record my presence at the 62ND ANNUAL GENERAL MEETING of the Company held on Thursday, July 17, 2008 at 4.30 pm at Wipro's campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No.72, Keonics, Electronics City, House Road, Bangalore 561 229

*Applicable for investors holding shares in Electronic form

Signature of Shareholder/Proxy

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, Electronics City, House Road, Bangalore 561 229

DP Id *	
Client Id *	
Folio No.	
No. of shares held	

* Applicable for investors holding shares in Electronic form

I/We _____ of _____ being a member/members of Wipro Limited,

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 62nd Annual General Meeting of the Company, to be held on July 17, 2008 at 4.30 pm and at any adjournment thereof.

1. Mr./Mrs. _____ (Name & signature of the Proxy) or failing him/her
2. Mr./Mrs. _____ (Name & signature of the Proxy or failing him/her
3. Mr./Mrs. _____ (Name & signature of the Proxy or failing him/her

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

Sl. No.	Resolution	For	Against
1.	Adoption of Report and Accounts as at March 31, 2008		
2.	Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares		
3.	Re-appointment of Statutory Auditors – M/s BSR & Co.		
4.	Re-appointment of Dr Ashok S Ganguly as Director		
5.	Re-appointment of Mr P M Sinha as Director		
6.	Appointment of Mr Suresh C Senapaty as Director		
7.	Appointment of Mr Girish S Paranjpe as Director		
8.	Appointment of Mr Suresh Vaswani as Director		
9.	Amendment to Articles of Association for increase in the number of directors		

Signature(s) of Member(s)

1. _____
2. _____
3. _____

Signed this _____ day of _____ 2008.

Affix One
Rupee
Revenue
stamp

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.

