



## WIPRO LIMITED

CIN: L32102KA1945PLC020800

Registered Office: Doddakannelli, Sarjapur Road, Bangalore – 560 035, India

Ph: +91 (80) 28440011, Fax: +91(80) 28440054

Website: [www.wipro.com](http://www.wipro.com), E mail: [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com)

### **POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before filling this form)

Sl. No. :

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialised form)

4. Number of Equity Shares held as on April 28, 2017 :

I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated April 25, 2017, by sending my/our Assent (For) or Dissent (Against) to the said Ordinary Resolutions by placing a tick (✓) mark at the appropriate box below:

| Sl. No. | Description of Ordinary Resolutions                                                                       | I/We assent to the Resolution (FOR)<br>(Number of Shares) | I/We dissent to the Resolution (AGAINST)<br>(Number of Shares) |
|---------|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------------------|
| 1.      | Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company |                                                           |                                                                |
| 2.      | Issue of Bonus Shares                                                                                     |                                                           |                                                                |

Place :

Date :

\_\_\_\_\_  
Signature of the Member

**Important Note:** Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is June 3, 2017.

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### **ELECTRONIC VOTING PARTICULARS (Please visit <https://evoting.karvy.com> to cast your vote online)**

| EVENT<br>(E-Voting Event Number) | USER ID | PASSWORD |
|----------------------------------|---------|----------|
|                                  |         |          |

## IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 9:00 AM on May 5, 2017 (start date) and ends at 5:00 PM on June 3, 2017 (end date).
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. Friday, April 28, 2017. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds-
  - a) If a form other than the Postal Ballot Form issued by the Company is used.
  - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
  - c) If the Member's signature does not tally with the specimen signature with the Company.
  - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
  - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - f) If the Postal Ballot Form is incomplete and incorrectly filled.
  - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
  - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 pm on June 3, 2017. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from Registrar and Share Transfer Agent, **Unit: Wipro Limited** Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or from the Company at its Registered Office or download the same from the Company's website ([www.wipro.com](http://www.wipro.com)).
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com).
16. The result of voting on the Resolutions will be declared on or before Monday, June 5, 2017 at the registered office and will also be displayed on the website of the Company ([www.wipro.com](http://www.wipro.com)), besides being communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents