

WIPRO LTD  
Form S-8 POS  
October 06, 2005

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As filed with the Securities and Exchange Commission on October 6, 2005  
Registration No. 333-123043

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
Registration Statement under the Securities Act of 1933

**Wipro Limited**

*(Exact name of Registrant as specified in its charter)*

**Karnataka, Republic of India**

*(State or other jurisdiction of  
incorporation or organization)*

**7371**

*(Primary Standard Industrial  
Classification Code Number)*

**98-015-4401**

*(I.R.S. Employer  
Identification Number)*

**Doddakannelli**

**Sarjapur Road**

**Bangalore 560035, Karnataka, India**

*(Address of principal executive offices)*

**2004 ADS RESTRICTED STOCK UNIT PLAN**

*(Full title of the plan)*

**CT Corporation System**

**818 West 7<sup>th</sup> Street**

**Los Angeles, California 90017**

*(Name and address of agent for service)*

**(213) 627-8252**

*(Telephone number, including area code, of agent for service)*

*Copies to:*

**Raj S. Judge, Esq.**

**Wilson Sonsini Goodrich & Rosati,**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, CA 94304-1050**

**(650) 493-9300**

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## INCORPORATION BY REFERENCE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, (this **Post Effective Amendment No. 1** ), filed pursuant to Instruction E on Form S-8 relates to the Registration Statement on Form S-8 (No. 333-123043) (the **Registration Statement** ) of Wipro Limited (the **Registrant** or the **Company** ) originally filed by the Company with the United States Securities and Exchange Commission on February 28, 2005 (the **Registration Statement** ). Under the Registration Statement, the Company has registered 6,000,000 equity shares of the Company, par value Rs. 2 per equity share ( **Equity Share** ), each represented by one American Depositary Share ( **ADS** ), to be sold in connection with the Company's 2004 ADS Restricted Stock Unit Plan. The contents of the Registration Statement are incorporated herein by reference.

## POST-EFFECTIVE AMENDMENT NO. 1

On August 24, 2005, the Company's Board of Directors approved the allotment of a stock dividend in the ratio of 1:1, whereby each holder of the Company's Equity Shares would receive one (1) Equity Share for each Equity Share held by such holder prior to the payment of the stock dividend and each holder of the Company's ADSs would receive one (1) ADS for each ADS held by such holder prior to the payment of the stock dividend (collectively, the **Stock Dividend** ). After giving effect to Stock Dividend, the aggregate number of Equity Shares issuable under the Company's 2004 ADS Restricted Stock Unit Plan increased from 6,000,000 to 12,000,000. This Post-Effective Amendment No. 1 amends the Registration Statement to reflect the Stock Dividend.

## PART II

**Item 8. Exhibits****Exhibit  
Number****Exhibit Description**

- |      |   |
|------|---|
| 4.1  | Form of Deposit Agreement (including as an exhibit, the form of American Depositary Receipt)* |
| 5.1  | Opinion of Nishith Desai Associates, as to legality of securities being registered            |
| 10.4 | 2004 ADS Restricted Stock Unit Plan and form of agreement thereunder**                        |
| 23.1 | Consent of KPMG, independent registered public accounting firm                                |
| 23.3 | Consent of Counsel (Included in Exhibit 5.1)  |
| 24.1 | Power of Attorney (Previously filed)  |

\* Documents incorporated by reference from the Registrant's Registration Statement on Form F-1, as amended (No. 333-46278), originally filed with the Securities and Exchange Commission on September 21,

2000.

\*\* Documents  
incorporated by  
reference from the  
Registrant s  
Registration  
Statement on  
Form S-8,  
(No. 333-123043)  
originally filed  
with the Securities  
and Exchange  
Commission on  
February 28,  
2005.

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post Effective Amendment No. 1 and has duly caused this Post Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Bangalore, Karnataka, Republic of India, on October 6, 2005.

**Wipro Limited**

By: /s/ Azim H. Premji  
 Azim H. Premji  
*Chief Executive Officer and Chairman of  
 the Board*

Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>          | <b>Title</b>  | <b>Date</b>     |
|---------------------------|---|-----------------|
| /s/ Azim H. Premji        | Chief Executive Officer, Chairman of the Board of Directors and Managing Director | October 6, 2005 |
| Azim H. Premji<br>*       | Chief Financial Officer and Executive Vice President - Finance                    | October 6, 2005 |
| Suresh C. Senapaty<br>*   | Director  | October 6, 2005 |
| Dr. Ashok Ganguly<br>*    | Director  | October 6, 2005 |
| B.C. Prabhaker<br>*       | Director  | October 6, 2005 |
| Dr. Jagdish N. Sheth<br>* | Director  | October 6, 2005 |
| Narayanan Vaghul<br>*     | Director  | October 6, 2005 |
| P.M. Sinha                |   |                 |

\*By: /s/ Azim H. Premji  
 Azim H. Premji  
 Attorney-in-Fact

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