

WIPRO LTD
Form 6-K
October 30, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 6-K
REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934
For the Quarter ended September 30, 2007
Commission File Number 001-16139**

WIPRO LIMITED
(Exact name of Registrant as specified in its charter)

Not Applicable
(Translation of Registrant's name into English)
Karnataka, India
(Jurisdiction of incorporation or organization)
Doddakannelli
Sarjapur Road
Bangalore 560035, Karnataka, India
+91-80-2844-0011

(Address of principal executive offices)

Indicate by check mark if registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g - 3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to registrant in connection with Rule 12g 3-2(b)
Not applicable.

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Currency of Presentation and Certain Defined Terms

In this Quarterly Report references to U.S. or United States are to the United States of America, its territories and its possessions. References to India are to the Republic of India. References to U.K. are to the United Kingdom. Reference to \$ or US\$ or dollars or U.S. dollars are to the legal currency of the United States, references to £ or Sterling are to the legal currency of the United Kingdom and references to Rs. or Rupees or Indian rupees are to the legal currency of India. All amounts are in Rs. or in U.S. dollars unless stated otherwise. Our financial statements are presented in Indian rupees and translated into U.S. dollars and are prepared in accordance with United States Generally Accepted Accounting Principles (U.S. GAAP). References to Indian GAAP are to Indian Generally Accepted Accounting Principles. References to a particular fiscal year are to our fiscal year ended March 31 of such year.

All references to we , us , our , Wipro or the Company shall mean Wipro Limited and, unless specifically indicated otherwise or the context indicates otherwise, our consolidated subsidiaries. Wipro is a registered trademark of Wipro Limited in the United States and India. All other trademarks or trade names used in this Quarterly Report on Form 6K are the property of the respective owners.

Except as otherwise stated in this Quarterly Report, all translations from Indian rupees to U.S. dollars are based on the noon buying rate in the City of New York on September 28, 2007, for cable transfers in Indian rupees as certified for customs purposes by the Federal Reserve Bank of New York which was Rs. 39.75 per \$1.00. No representation is made that the Indian rupee amounts have been, could have been or could be converted into United States dollars at such a rate or any other rate. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding. Information contained in our website, www.wipro.com, is not part of this Quarterly Report.

Forward-Looking Statements May Prove Inaccurate

IN ADDITION TO HISTORICAL INFORMATION, THIS QUARTERLY REPORT CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT OF 1933, AS AMENDED, AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN ARE SUBJECT TO CERTAIN RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE REFLECTED IN THE FORWARD-LOOKING STATEMENTS. FACTORS THAT MIGHT CAUSE SUCH A DIFFERENCE INCLUDE, BUT ARE NOT LIMITED TO, THOSE DISCUSSED IN THE SECTIONS ENTITLED RISK FACTORS AND MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS AND ELSEWHERE IN THIS REPORT. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH REFLECT MANAGEMENT S ANALYSIS ONLY AS OF THE DATE HEREOF. IN ADDITION, READERS SHOULD CAREFULLY REVIEW THE OTHER INFORMATION IN THIS QUARTERLY REPORT AND IN THE COMPANY S PERIODIC REPORTS AND OTHER DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (SEC) FROM TIME TO TIME.

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WIPRO LIMITED AND SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

| | As of September 30, | | | As of March |
|---|---------------------|--------------------|--|--------------------|
| | 2006 | 2007 | 2007 | 31, |
| | | | Convenience translation into US\$ | 2007 |
| | (Unaudited) | (Unaudited) | (Unaudited) | |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents (Note 4) | Rs. 4,144 | Rs. 20,266 | \$ 510 | Rs. 12,412 |
| Restricted cash (Note 16) | | 33 | 1 | 7,238 |
| Investments in liquid and short-term mutual funds (Note 8) | 33,018 | 23,060 | 580 | 32,410 |
| Accounts receivable, net of allowances (Note 5) | 24,498 | 32,130 | 808 | 28,083 |
| Costs and earnings in excess of billings on contracts in progress | 5,439 | 7,800 | 196 | 5,096 |
| Inventories (Note 6) | 2,426 | 6,296 | 158 | 4,150 |
| Deferred income taxes | 220 | 506 | 12 | 382 |
| Other current assets (Note 7) | 10,002 | 13,797 | 348 | 11,479 |
| Total current assets | 79,747 | 103,888 | 2,613 | 101,250 |
| Property, plant and equipment, net (Note 9) | 21,195 | 33,626 | 846 | 26,541 |
| Investments in affiliates (Note 13) | 1,200 | 1,379 | 35 | 1,242 |
| Investment securities | 28 | 358 | 9 | 357 |
| Deferred income taxes | 56 | 230 | 6 | 49 |
| Intangible assets, net (Note 10) | 2,386 | 12,296 | 309 | 2,663 |
| Goodwill (Note 3,10) | 11,445 | 37,589 | 946 | 12,706 |
| Other assets (Note 7) | 1,528 | 5,591 | 141 | 1,959 |
| Total assets | Rs. 117,585 | Rs. 194,957 | \$ 4,905 | Rs. 146,767 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | | | |
| Current liabilities: | | | | |
| Short-term borrowings from banks (Note 15) | Rs. 807 | Rs. 24,762 | \$ 623 | Rs. 2,893 |
| Current portion of long-term debt (Note 15) | 90 | 981 | 25 | 328 |
| Current portion of obligations under capital leases | | 320 | 8 | |
| Accounts payable | 5,438 | 14,226 | 358 | 10,202 |
| Accrued expenses | 7,711 | 8,786 | 221 | 5,139 |

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| | | | | |
|--|--------------------|--------------------|-----------------|--------------------|
| Accrued employee costs | 4,885 | 4,611 | 116 | 5,187 |
| Advances from customers | 1,158 | 1,620 | 41 | 1,315 |
| Billings in excess of costs and earnings on contracts in progress | 1,054 | 2,485 | 63 | 1,818 |
| Other current liabilities (Note 11) | 8,286 | 14,391 | 362 | 16,623 |
| Total current liabilities | 29,429 | 72,182 | 1,817 | 43,505 |
| Long-term debt, excluding current portion(Note 15) | 106 | 2,335 | 59 | 560 |
| Obligations under capital leases, excluding current portion | | 806 | 20 | |
| Deferred income taxes | 468 | 1,843 | 46 | 464 |
| Other liabilities | 461 | 2,290 | 58 | 770 |
| Total liabilities | 30,464 | 79,456 | 2,000 | 45,299 |
| Minority interest | | 97 | 2 | |
| Stockholders' equity: | | | | |
| Equity shares at Rs. 2 par value: | | | | |
| 1,650,000,000 shares authorized; Issued and outstanding: 1,458,999,650, 1,434,563,895 and 1,459,261,169 shares as of March 31, 2007, September 30, 2006 and 2007 (Note 16) | | | | |
| | 2,869 | 2,919 | 73 | 2,918 |
| Additional paid-in capital (Note 21) | 17,533 | 25,223 | 635 | 24,508 |
| Accumulated other comprehensive income | 578 | (237) | (6) | 94 |
| Retained earnings (Note 17) | 66,141 | 87,499 | 2,201 | 73,948 |
| Equity shares held by a controlled Trust: | | | | |
| 7,961,760, 7,869,060 and 7,961,760 shares as of March 31, 2007, September 30, 2006 and 2007 (Note 21) | | | | |
| Total stockholders' equity | 87,121 | 115,404 | 2,903 | 101,468 |
| Total liabilities and stockholders' equity | Rs. 117,585 | Rs. 194,957 | \$ 4,905 | Rs. 146,767 |

See accompanying notes to the unaudited consolidated financial statements.

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WIPRO LIMITED AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
(in millions, except share data)

| | Three months ended September 30, | | | Six months ended September 30, | | |
|--|----------------------------------|---------------|--------------|--------------------------------|---------------|--------------|
| | 2006 | 2007 | 2007 | 2006 | 2007 | 2007 |
| | | | Convenience | | | Convenience |
| | | | translation | | | translation |
| | | | into | | | into |
| | | | US\$ | | | US\$ |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| Revenues: | | | | | | |
| Global IT Services and Products | | | | | | |
| IT Services | 24,876 | 29,482 | 742 | 47,289 | 56,942 | 1,433 |
| BPO Services | 2,303 | 2,803 | 71 | 4,402 | 5,373 | 135 |
| India and AsiaPac IT Services and Products | | | | | | |
| Services | 2,077 | 2,901 | 73 | 3,685 | 5,387 | 136 |
| Products | 2,922 | 5,863 | 147 | 5,670 | 9,951 | 250 |
| Consumer Care and Lighting | 1,871 | 3,561 | 90 | 3,521 | 5,782 | 145 |
| Others | 1,089 | 2,671 | 67 | 1,883 | 5,678 | 143 |
| Total | 35,138 | 47,281 | 1,189 | 66,450 | 89,113 | 2,242 |
| Cost of revenues: | | | | | | |
| Global IT Services and Products | | | | | | |
| IT Services | 16,467 | 20,084 | 505 | 31,085 | 38,372 | 965 |
| BPO Services | 1,499 | 1,851 | 47 | 2,992 | 3,503 | 88 |
| India and AsiaPac IT Services and Product | | | | | | |
| Services | 1,191 | 1,648 | 41 | 2,083 | 3,163 | 80 |
| Products | 2,643 | 5,227 | 131 | 5,131 | 8,792 | 221 |
| Consumer Care and Lighting | 1,243 | 2,067 | 52 | 2,299 | 3,539 | 89 |
| Others | 798 | 2,132 | 54 | 1,433 | 4,736 | 119 |
| Total | 23,841 | 33,009 | 830 | 45,023 | 62,105 | 1,562 |
| Gross profit | 11,297 | 14,271 | 359 | 21,427 | 27,008 | 679 |
| Operating expenses: | | | | | | |
| Selling and marketing expenses | (2,160) | (3,288) | (83) | (4,197) | (6,049) | (152) |

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| | | | | | | |
|---|---------|---------|------|---------|---------|-------|
| General and administrative expenses | (1,794) | (2,655) | (67) | (3,272) | (4,715) | (119) |
| Research and development expenses | (71) | (157) | (4) | (128) | (330) | (8) |
| Amortization of intangible assets (Note 10) | (88) | (99) | (2) | (142) | (204) | (5) |
| Foreign exchange gains/(losses), net | 2 | 58 | 1 | (16) | (794) | (20) |
| Others, net | 282 | 32 | 1 | 305 | 112 | 3 |
| Operating income | 7,468 | 8,163 | 205 | 13,978 | 15,028 | 378 |
| Other income, net (Note 18) | 471 | 743 | 19 | 979 | 1,734 | 44 |
| Equity in earnings/(losses) of affiliates (Note 13) | 92 | 84 | 2 | 157 | 171 | 4 |
| Income before income taxes, minority interest and cumulative effect of change in accounting principle | 8,031 | 8,990 | 226 | 15,114 | 16,933 | 426 |
| Income taxes (Note 20) | (1,068) | (865) | (22) | (2,047) | (1,704) | (43) |
| Minority interest | | (3) | | | (3) | |
| Income before cumulative effect of change in accounting principle | 6,963 | 8,121 | 204 | 13,066 | 15,226 | 383 |
| Cumulative effect of change in accounting principle | | | | 39 | | |
| Net income | 6,963 | 8,121 | 204 | 13,105 | 15,226 | 383 |
| Earnings per equity share: (Note 22) | | | | | | |
| Basic | | | | | | |
| Income before cumulative effect of change in accounting principle | 4.89 | 5.60 | 0.14 | 9.19 | 10.50 | 0.26 |
| Cumulative effect of change in accounting principle | | | | 0.03 | | |
| Net income | 4.89 | 5.60 | 0.14 | 9.22 | 10.50 | 0.26 |
| Diluted | 4.83 | 5.57 | 0.14 | 9.08 | 10.45 | 0.26 |

| | | | | | | |
|---|---------------|---------------|------|---------------|---------------|------|
| Income before cumulative effect of change in accounting principle | | | | | | |
| Cumulative effect of change in accounting principle | | | | 0.03 | | |
| Net income | 4.83 | 5.57 | 0.14 | 9.10 | 10.45 | 0.26 |
| Weighted average number of equity shares used in computing earnings per equity share: | | | | | | |
| Basic | 1,424,691,434 | 1,450,036,475 | | 1,422,047,916 | 1,449,964,665 | |
| Diluted | 1,442,389,536 | 1,457,139,183 | | 1,439,517,160 | 1,457,512,260 | |

See accompanying notes to the unaudited consolidated financial statements.

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WIPRO LIMITED AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY AND
COMPREHENSIVE INCOME
(in millions, except share data)

| | Equity Shares | | Additional Paid in Capital | | Deferred Compensation | Accumulated Other Comprehensive Income | | Retained Earnings | Equity Shares held by a Controlled Trust | Total Stockholder Equity |
|--|---------------|--------|----------------------------|--------------|-----------------------|--|----------|-------------------|--|--------------------------|
| | No. of Shares | Amount | Capital | Compensation | Income | Income/(loss) | Earnings | No. of Shares | Amount | Equity |
| Balance as of March 31, 2006 | 1,425,754,267 | 2,852 | 16,521 | (2,202) | | 434 | 61,161 | (7,869,060) | (0) | 78,764 |
| Elimination of deferred stock compensation balance on adoption of SFAS 123 No. (R) (unaudited) (Note 2) | | | (2,202) | 2,202 | | | | | | |
| Cumulative effect of change in accounting principle (unaudited) (Note 2) | | | (39) | | | | | | | (39) |
| Cash dividend (unaudited) | | | | | | | (8,125) | | | (8,125) |
| Issuance of equity shares on exercise of options (unaudited) | 8,809,628 | 18 | 2,706 | | | | | | | 2,723 |
| Compensation cost related to employee stock incentive plan (unaudited) (Note 21) | | | 548 | | | | | | | 548 |
| Comprehensive income | | | | | | | | | | |
| Net income (unaudited) | | | | | | 13,105 | 13,105 | | | 13,105 |

| | | | | | | | | | |
|--|---------------|-----------|------------|-----------|--------|------------|-------------|---------|-------------|
| Other comprehensive income/(loss) Translation adjustments (unaudited) | | | | 89 | | | | | |
| Unrealised gain/(loss) on investment securities, net of tax effect of Rs. 8) (unaudited) | | | | 89 | | | | | |
| Unrealised gain/(loss) on cash flow hedging derivatives, net (unaudited) | | | | (34) | | | | | |
| Total other comprehensive income/(loss) (unaudited) | | | | 144 | 144 | | | | 144 |
| Comprehensive income (unaudited) | | | | 13,245.80 | | | | | |
| Balance as of September 30, 2006 (unaudited) | 1,434,563,895 | 2,869 | 17,533 | | 578 | 66,141 | (7,869,060) | (0) | 87,121 |
| Balance as of March 31, 2007 | 1,458,999,650 | Rs. 2,918 | Rs. 24,508 | | Rs. 94 | Rs. 73,948 | (7,961,760) | Rs. (0) | Rs. 101,468 |
| Cash dividend (unaudited) | | | | | | (1,675) | | | (1,675) |
| Issuance of equity shares on exercise of options (unaudited) | 2,61,519 | 1 | 91 | | | | | | 92 |
| Compensation cost related to employee stock incentive plan (unaudited) (Note 21) | | | 624 | | | | | | 624 |

| | | | | | | | | | | | | |
|---|---------------|-------|--------|--------|-------|--------|-------------|-------|---------|---|----|-------|
| Comprehensive income Net income (unaudited) | | | | 15,226 | | 15,226 | | | 15,226 | | | |
| Other Comprehensive income / (loss) Translation adjustments (unaudited) | | | | (777) | | | | | | | | |
| Unrecognized actuarial gain/(loss) (net of tax effect of Rs. (0.08)) (unaudited) | | | | 5 | | | | | | | | |
| Unrealized gain/(loss) on investment securities, net of tax effect of Rs. (1) (unaudited) | | | | (161) | | | | | | | | |
| Unrealized gain/(loss) on cash flow hedging derivatives, net (unaudited) | | | | 602 | | | | | | | | |
| Total other Comprehensive income / (loss) (unaudited) | | | | (331) | (331) | | | | (331) | | | |
| Comprehensive income (unaudited) | | | | 14,895 | | | | | | | | |
| Balance as of September 30, 2007 (unaudited) | 1,459,261,169 | 2,919 | 25,223 | | (237) | 87,499 | (7,961,760) | 0 | 115,404 | | | |
| Balance as of September 30, 2007 (unaudited) (\$) | \$ | 73 | \$ | 635 | \$ | (6) | \$ | 2,201 | \$ | 0 | \$ | 2,903 |

See accompanying notes to the unaudited consolidated financial statements.

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WIPRO LIMITED AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

| | Six months ended September 30, | | |
|---|--------------------------------|-------------|--|
| | 2006 | 2007 | 2007 |
| | (Unaudited) | (Unaudited) | (Unaudited) |
| | | | Convenience translation into US\$ |
| Cash flows from operating activities: | | | |
| Net income | Rs. 13,105 | Rs. 15,226 | \$ 383 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Gain on sale of property, plant and equipment | (5) | (165) | (4) |
| Cumulative effect of change in accounting principle | (39) | | |
| Depreciation and amortization | 2,044 | 2,646 | 67 |
| Deferred tax charge/(benefit) | (16) | (56) | (1) |
| Unrealised exchange (gain)/loss | 354 | (1,128) | (28) |
| (Gain)/loss on sale of investment securities | (175) | (550) | (14) |
| Stock based compensation | 548 | 624 | 16 |
| Equity in earnings of affiliates | (157) | (171) | (4) |
| Changes in operating assets and liabilities: | | | |
| Accounts receivable | (3,387) | (1,560) | (39) |
| Costs and earnings in excess of billings on contracts in progress | (1,103) | (2,703) | (68) |
| Inventories | (301) | (1,186) | (30) |
| Other assets | (658) | (3,107) | (79) |
| Accounts payable | 49 | 3,571 | 89 |
| Accrued expenses and employee costs | 1,446 | (1,628) | (41) |
| Advances from customers | 596 | 949 | 24 |
| Other liabilities | 1,073 | 1,463 | 37 |
| Net cash provided by operating activities | 13,374 | 12,225 | 308 |
| Cash flows from investing activities: | | | |
| Expenditure on property, plant and equipment | (5,083) | (6,315) | (159) |
| Proceeds from sale of property, plant and equipment | 183 | 323 | 8 |
| Purchase of investments | (46,959) | (99,845) | (2,512) |
| Proceeds from sale of investments | 44,569 | 109,536 | 2,756 |
| Investment in inter-corporate deposits | | 50 | 1 |
| Payment for acquisitions, net of cash acquired | (5,345) | (26,421) | (664) |
| Net cash used in investing activities | (12,635) | (22,672) | (570) |
| Cash flows from financing activities: | | | |

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| | | | |
|---|-----------|------------|--------|
| Proceeds from issuance of equity shares | 2,723 | 92 | 2 |
| Proceeds from issuance of equity shares by a subsidiary | | 55 | 1 |
| Proceeds/(repayment) from/of short-term borrowings from banks | (254) | 19,860 | 501 |
| Proceed from long-term debt | 196 | 1,441 | 36 |
| Repayment of long-term debt | | (1,186) | (30) |
| Payment of cash dividends | (8,125) | (1,945) | (49) |
| Net cash provided / (used) in financing activities | (5,459) | 18,317 | 461 |
| Net decrease in cash and cash equivalents during the period | (4,721) | 7,870 | 198 |
| Effect of exchange rate changes on cash | 7 | (16) | (0) |
| Cash and cash equivalents at the beginning of the period | 8,858 | 12,412 | 312 |
| Cash and cash equivalents at the end of the period | Rs. 4,144 | Rs. 20,266 | \$ 510 |
| Supplementary information: | | | |
| Cash paid for interest | 36 | 305 | 8 |
| Cash paid for taxes | 1,760 | 2,674 | 67 |

See accompanying notes to the unaudited consolidated financial statements.

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WIPRO LIMITED AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share data and where otherwise stated)

1. Overview

Wipro Limited (Wipro), together with its subsidiaries (collectively, the Company) is a leading India based provider of IT Services and Products, including Business Process Outsourcing (BPO) services, globally. Further, Wipro has other businesses such as India and AsiaPac IT Services and Products and Consumer Care and Lighting. Wipro is headquartered in Bangalore, India.

2. Significant Accounting Policies

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Basis of preparation of financial statements. The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. GAAP.

Interim information presented in the consolidated financial statements has been prepared by the management without audit and, in the opinion of management, includes all adjustments of a normal recurring nature that are necessary for the fair presentation of the financial position, results of operations and cash flows for the periods shown, and is in accordance with U.S. GAAP. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's annual report on Form 20-F for the fiscal year ended March 31, 2007.

Functional currency and exchange rate translation. The functional currency of Wipro and its domestic subsidiaries is the Indian rupees, the national currency of India. The functional currency of Wipro's foreign subsidiaries is determined based on an evaluation of the individual and collective economic factors as discussed in Statement of Financial Accounting Standard (SFAS) No. 52, Foreign Currency Translation. The assets and liabilities of subsidiaries that have local functional currency are translated into Indian rupees at the exchange rate in effect at the balance sheet date. Revenue and expense accounts are translated at monthly weighted-average exchange rate for the respective periods. The gains or losses resulting from such translation are reported as a separate component of stockholders equity.

Foreign currency transactions are translated into the functional currency at the rates of exchange prevailing on the date of respective transactions. Monetary assets and liabilities in foreign currency are translated into functional currency at the exchange rates prevailing on the balance sheet date. The resulting exchange gains/losses are included in the statement of income.

Convenience translation. The accompanying consolidated financial statements have been reported in Indian rupees, the national currency of India. Solely for the convenience of the readers, the financial statements as of and for the six months ended September 30, 2007, have been translated into US dollars at the noon buying rate in New York City on September 28, 2007, for cable transfers in Indian rupees, as certified for customs purposes by the Federal Reserve Bank of New York of \$1 = Rs. 39.75. No representation is made that the Indian rupee amounts have been, could have been or could be converted into United States dollars at such a rate or any other rate.

Principles of consolidation. The consolidated financial statements include the financial statements of Wipro and all of its subsidiaries, which are more than 50% owned and controlled. All inter-company accounts and transactions are eliminated on consolidation. The Company accounts for investments by the equity method where its investment in the voting stock gives it the ability to exercise significant influence over the investee.

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Cash equivalents. The Company considers investments in highly liquid instruments with remaining maturities, at the date of purchase/investment, of three months or less to be cash equivalents.

Revenue recognition. Revenue from services, as rendered, are recognized when persuasive evidence of an arrangement exists, the sales price is fixed or determinable and collectibility is reasonably assured. Revenues from software development services comprise revenues from time-and-material and fixed-price contracts. Revenue on time-and-material contracts is recognized as the related services are performed. Revenue from fixed-price, fixed-time frame contracts is recognized in accordance with the percentage of completion method. Guidance has been drawn from the Accounting Standards Executive Committee's conclusion in paragraph 95 of Statement of Position (SOP) 97-2, Software Revenue Recognition, to account for revenue from fixed price arrangements for software development and related services in conformity with SOP 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts. The input (cost expended) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses on contracts-in-progress are recorded in the period in which such losses become probable based on the current contract estimates. Maintenance revenue is deferred and recognized ratably over the term of the agreement. Revenue from customer training, support and other services is recognized as the related service is performed. Costs that are incurred for a specific anticipated contract and that will result in no future benefits unless the contract is obtained are not included in contract costs. However, such costs are deferred only if the cost can be directly associated with a specific anticipated contract and the recoverability from that contract are deemed to be probable.

Revenue from sale of products is recognized when persuasive evidence of an arrangement exists, the product has been delivered in accordance with sales contract, the sales price is fixed or determinable and collectibility is reasonably assured.

The Company has elected to adopt the guidance in EITF Issue No. 00-21 for all revenue arrangements with multiple deliverables.

Based on this guidance, the Company recognizes revenues on the delivered products or services only if:

The revenue recognition criteria applicable to the unit of accounting is met;

The delivered element has value to the customer on a standalone basis. The delivered unit will have value on a standalone basis if it is being sold separately by other vendors or the customer could resell the deliverable on a standalone basis;

There is objective and reliable evidence of the fair value of the undelivered item(s); and

If the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered item(s) is considered probable and substantially in control of the Company.

The arrangement consideration is allocated to the units of accounting based on their fair values. The revenue recognized for the delivered items is limited to the amount that is not contingent upon the delivery or performance of the undelivered items.

In certain cases, the application of the contingent revenue provisions of EITF Issue No. 00-21 could result in recognizing a loss on the delivered element. In such cases, the cost recognized is limited to the amount of non-contingent revenues recognized and the balance costs are recorded as an asset and are reviewed for impairment based on the estimated net cash flows to be received for future deliverables under the contract. These costs are subsequently recognized on recognition of the revenue allocable to the balance deliverables.

Revenues from BPO Services are derived from both time-based and unit-priced contracts. Revenue is recognized as the related services are performed, in accordance with the specific terms of the contract with the customers.

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Revenues are shown net of excise duty, sales tax, value added tax, service tax and applicable discounts and allowances

When the Company receives advance payments from customers for sale of products or provision of services, such payments are reported as advances from customers until all conditions for revenue recognition are met.

Volume discount. The Company accounts for volume discounts and pricing incentives to customers using the guidance in EITF Issue 01-09, Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products). The discount terms in the Company's arrangements with customers generally entitle the customer to discounts, if the customer completes a specified level of revenue transactions. In some arrangements, the level of discount varies with increases in the levels of revenue transactions. The Company recognizes discount obligations as a reduction of revenue based on the ratable allocation of the discount to each of the underlying revenue transactions that result in progress by the customer toward earning the discount. The Company recognizes the liability based on its estimate of the customer's future purchases. If the Company cannot reasonably estimate the customer's future purchases, then the liability is recorded based on the maximum potential level of discount. The Company recognizes changes in the estimated amount of obligations for discounts using a cumulative catch-up adjustment.

Warranty costs. The Company accrues the estimated cost of warranties at the time when the revenue is recognized. The accruals are based on the Company's historical experience of material usage and service delivery costs.

Shipping and handling costs. Shipping and handling costs are included in selling and marketing expenses.

Inventories. Inventories are stated at the lower of cost and market value. Cost is determined using the weighted-average method for all categories of inventories.

Investment securities. The Company classifies its debt and equity securities in one of the three categories: trading, held-to-maturity or available-for-sale, at the time of purchase and re-evaluates such classifications as of each balance sheet date. Trading and available-for-sale securities are recorded at fair value. Held-to-maturity securities are recorded at amortized cost, adjusted for the amortization or accretion of premiums or discounts. Unrealized holding gains and losses on trading securities are included in income. Temporary unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are excluded from income and are reported as a part of other comprehensive income in stockholders' equity until realized. Realized gains and losses from the sale of trading and available-for-sale securities are determined on a first-in-first out basis and are included in income. A decline in the fair value of any available-for-sale or held-to-maturity security below cost that is deemed to be other than temporary results in a reduction in carrying amount to fair value with a charge to the income statement. Fair value for mutual fund units is based on published per unit value, which is the basis for current transactions. Non-readily marketable equity securities for which there is no readily determinable fair value are recorded at cost, subject to an impairment charge to the income statement for any other than temporary decline in value.

Investments in affiliates. The Company's equity in the earnings/(losses) of affiliates is included in the statement of income and the Company's share of net assets of affiliates is included in the balance sheet.

Shares issued by subsidiary/affiliate. The issuance of stock by a subsidiary/affiliate to third parties reduces the proportionate ownership interest in the investee. Unless the issuance of such stock is part of a broader corporate reorganization or unless realization is not assured, the Company recognizes a gain or loss, equal to the difference between the issuance price per share and the Company's carrying amount per share. Such gain or loss is recognized in the statement of income when the transaction occurs.

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Property, plant and equipment. Property, plant and equipment are stated at cost. The Company depreciates property, plant and equipment over the estimated useful life using the straight-line method. Assets under capital lease and leasehold improvements are amortized over the shorter of estimated useful life and the related lease term. The estimated useful lives of assets are as follows:

| | |
|-----------------------------------|----------------|
| Buildings | 30 to 60 years |
| Plant and machinery | 2 to 21 years |
| Computer equipment | 2 to 3 years |
| Furniture, fixtures and equipment | 3 to 10 years |
| Vehicles | 4 years |
| Computer software | 2 to 3 years |

Software for internal use is primarily acquired from third-party vendors and is in ready to use condition. Costs for acquiring this software are capitalized and subsequent costs are charged to the statement of income. The capitalized costs are amortized on a straight-line basis over the estimated useful life of the software.

Deposits paid towards the acquisition of property, plant and equipment outstanding as of each balance sheet date and the cost of property, plant and equipment not ready for use before such date are disclosed under capital work-in-progress. The interest cost incurred for funding an asset during its construction period is capitalized based on the actual investment in the asset and the average cost of funds. The capitalized interest is included in the cost of the relevant asset and is depreciated over the estimated useful life of the asset.

Business combinations, goodwill and intangible assets. In accordance with Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations, the Company uses the purchase method of accounting for all business combinations consummated after June 30, 2001. Intangible assets acquired in a business combination are recognized and reported apart from goodwill if they meet the criteria specified in SFAS No. 141. Any purchase price allocated to an assembled workforce is not accounted separately.

In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, all assets and liabilities of the acquired business including goodwill are assigned to the reporting units. The Company does not amortize goodwill but instead tests goodwill for impairment at least annually, using a two step impairment process.

The fair value of the reporting unit is first compared to its carrying value. The fair value of reporting units is determined using the income approach. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is not impaired. If the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, then the implied fair value of the reporting unit's goodwill is compared with the carrying value of the reporting unit's goodwill. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, then an impairment loss equal to the difference is recorded.

The Company amortizes intangible assets over their estimated useful lives unless such lives are determined to be indefinite. Amortizable intangible assets are amortized over their estimated useful lives in proportion to the economic benefits consumed in each period unless that pattern cannot be reliably determined, in which case a straight line amortization method is used. Intangible assets with indefinite lives are tested annually for impairment and written down to the fair value as required. The estimated useful lives of the amortizable intangible assets are as follows:

| | |
|-------------------------------|---------------|
| Customer-related intangibles | 2 to 5 years |
| Marketing-related intangibles | 2 to 30 years |
| Technology-based intangibles | 5 years |

Start-up costs. Cost of start-up activities including organization costs are expensed as incurred.

Research and development. Revenue expenditure on research and development is expensed as incurred. Capital expenditure incurred on equipment and facilities that are acquired or constructed for research and development activities and having alternative future uses is capitalized as tangible assets when acquired or constructed. Software product development costs are expensed as incurred until technological feasibility is achieved.

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Impairment or disposal of long-lived assets. Long-lived assets, including certain identifiable intangible assets, to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Such assets are considered to be impaired if the carrying amount of the assets is higher than the future undiscounted net cash flows expected to be generated from the assets. The impairment amount to be recognized is measured by the amount by which the carrying value of the assets exceeds its fair value.

The Company measures long-lived assets held-for-sale, at the lower of carrying amount or fair value, less costs to sell.

Earnings per share. In accordance with SFAS No. 128, Earnings per Share, basic earnings per share is computed using the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted-average number of common and dilutive common equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

Income taxes. Income taxes are accounted for using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The deferred tax asset is reduced by a valuation allowance if it is more likely than not that some portion or all of the asset will not be realized. Excess income tax benefit on exercise of employee stock options is credited to additional paid-in capital.

The Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109 (FIN 48) on April 1, 2007. FIN 48 clarifies the accounting and reporting for uncertainties in income tax law. This Interpretation prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions considered or to be considered in income tax returns. The Company recognizes penalties and interest related to unrecognized tax benefits as a component of other income, net. Refer note 20 for additional information relating to impact of adoption of FIN 48.

The income tax provision for the interim periods is based on the best estimate of the effective tax rate expected to be applicable for the full fiscal year. Changes in interim periods to tax provisions, for changes in judgments or settlements relating to tax exposure items of earlier years, are recorded as discrete items in the interim period of change.

Stock-based compensation. Effective April 1, 2006, the Company adopted SFAS No. 123 (revised 2004), Share-Based Payment, (SFAS No. 123 (R)), which requires the measurement and recognition of compensation expense for all stock-based payment awards based on the grant-date fair value of those awards and recognition on straight line basis over the requisite service period. The Company includes a forfeitures estimate in the amount of compensation expense being recognized. The Company adopted SFAS No.123(R) using the modified prospective application method. Under this approach, the Company has recognized compensation expense for share-based payment awards granted prior to, but not yet vested as of April 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123.

SFAS No. 123(R) requires that deferred stock-based compensation previously recorded under APB Opinion No. 25 and outstanding on the date of adoption be eliminated against additional paid-in capital. Accordingly, the deferred compensation balance of Rs. 2,202 was eliminated against additional paid-in capital on April 1, 2006.

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Under APB Opinion No. 25, the Company had a policy of recognizing the effect of forfeitures only as they occurred. Accordingly, as required by SFAS No. 123 (R), on April 1, 2006, the Company estimated the number of outstanding instruments, which are not expected to vest and recognized a gain of Rs. 39 representing the reversal of compensation cost for such instruments previously recognized in income as cumulative effect of changes in accounting principle.

Derivatives and hedge accounting. The Company purchases forward foreign exchange contracts/option contracts (derivatives) to mitigate the risk of changes in foreign exchange rates on accounts receivable and forecasted cash flows denominated in certain foreign currencies. The strategy also includes purchase of series of short term forward foreign exchange contracts which are replaced with successive new contracts up to the period in which the forecasted transactions are expected to occur (roll-over hedging). The Company also designates zero-cost collars, which qualify as net purchased options, to hedge the exposure to variability in expected future foreign currency cash inflows due to exchange rate movements beyond a defined range.

In accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, the Company recognizes all derivatives as assets or liabilities measured at their fair value, regardless of the purpose or intent of holding them. In respect of derivatives designated and effective as cash flow hedges, gains or losses resulting from changes in the fair value are deferred and recorded as a component of accumulated other comprehensive income within stockholder's equity until the hedged transaction occurs and are then recognized in the consolidated statements of income along with the hedged item. The Company assesses hedge effectiveness based on the overall change in fair value of the derivative instrument. However, for derivatives acquired pursuant to roll-over hedging strategies, the forward premium/discount points are excluded from assessing hedge effectiveness.

Changes in fair value for derivatives not designated as hedging derivatives and ineffective portion of the hedging instruments are recognized in consolidated statements of income of each period and are reported within foreign exchange gains/ (losses), net under operating expenses.

In respect of derivatives designated as hedges, the Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Company also formally assesses both at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item. If it is determined that a derivative is not highly effective as a hedge, or if a derivative ceases to be a highly effective hedge, the Company, prospectively, discontinues hedge accounting with respect to that derivative.

Reclassifications. Certain amounts in the consolidated financial statements and notes have been reclassified to conform to the current period's presentation.

Recent accounting pronouncement

SFAS No. 157. In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS No. 157). SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 provides guidance on determination of fair value and lays down the fair value hierarchy to classify the source of information used in fair value measurement. The Company is currently evaluating the impact of SFAS No. 157 on its financial statements and will adopt the provisions of SFAS No. 157 for the fiscal year beginning April 1, 2008.

SFAS No. 159. In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS No. 159). This statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 is effective for the fiscal year beginning April 1, 2008. The Company

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is currently evaluating the impact that the adoption of SFAS No. 159 will have on its consolidated financial statements.

3. Acquisition of Ownership Interest in a Subsidiary

During the years ended March 31, 2006 and 2007, the Company completed a number of acquisitions. These acquisitions have been accounted for under the purchase method and have been included in the Company's consolidated financial statements from the date of the acquisition. The developments during the current period are as follows:

Unza Holdings Limited

On July 30, 2007, the Company acquired 100% of the equity of Unza Holdings Limited (Unza). Unza is an independent manufacturer and marketer of personal care products in South East Asia. Unza markets a wide portfolio of personal care and detergent brands in several countries. The consideration (including direct acquisition costs) included a cash payment of Rs. 9,273 and a deferred payment of Rs. 981.

The Company believes that this acquisition would strengthen the Company's brand portfolio and market presence in South East Asia and provide synergy in terms of access to common vendors, formulation and brands.

The majority of marketing-related intangibles relate to brands. The Company has made a preliminary assessment to identify brands, which have an indefinite life, and those, which have finite life based on a number of factors, including the competitive environment, market share, brand history and macro economic environment of the countries in which the brands are sold.

The purchase price has been preliminary allocated to the acquired assets and liabilities as follows:

| Description | Fair value |
|-------------------------------|-------------------|
| Tangible assets | Rs. 4,204 |
| Liabilities | (4,718) |
| Marketing-related intangibles | 7,691 |
| Deferred tax liabilities | (1,407) |
| Goodwill | 4,484 |
| Total | Rs. 10,254 |

Infocrossing Inc.

On September 20, 2007, the Company acquired 97.5% of the equity shares of Infocrossing Inc. and subsidiaries (Infocrossing). The acquisition was conducted by means of a tender offer for all the outstanding shares of Infocrossing. Pursuant to the terms of the tender offer, the remaining untendered shares have been cancelled and a consideration of US\$ 18.70 per share has been paid subsequent to the balance sheet date. Infocrossing is a U.S.-based IT infrastructure management, enterprise application and business process outsourcing services provider. The total consideration (including direct acquisition costs) amounted to Rs. 17,640.

The Company believes that acquisition of Infocrossing broadens the data center and mainframe capabilities and strengthens its competitive positioning in the remote infrastructure management sector.

As of the date of acquisition, Infocrossing has net operating losses, which are available for carry-forward and set-off against taxable profits in the future. The Company believes that it is more likely than not that approximately US\$ 72 of net operating losses will be available for carry-forward and set-off against the taxable income of Infocrossing in the future. Accordingly, in the preliminary purchase price allocation, the Company has recorded deferred tax assets of US\$ 30 representing the tax benefits that can be availed.

In addition, pursuant to the terms of indenture agreement, the convertible debt in Infocrossing has been cancelled. Liabilities assumed upon acquisition include Rs. 4,278 payable to the holders of convertible debt. Further, pursuant to the terms of the stock option plan, all the outstanding stock options of Infocrossing have been cancelled. Liabilities assumed upon acquisition include Rs. 823 payable to the stock option holders.

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Infocrossing has tax deductible goodwill of approximately US\$ 90 arising from its earlier acquisitions. The goodwill is deductible for tax purposes over 15 years.

The purchase price has been preliminary allocated to the acquired assets and liabilities as follows:

| Description | Fair value |
|------------------------------|-------------------|
| Tangible assets | Rs. 4,800 |
| Liabilities | (10,501) |
| Customer-related intangibles | 2,425 |
| Deferred tax assets, net | 194 |
| Goodwill | 20,722 |
| Total | Rs. 17,640 |

The purchase consideration has been allocated on a preliminary basis based on management's estimates. The Company is in the process of making a final determination of the fair value of assets and liabilities and useful lives of certain marketing-related intangibles. Finalization of the purchase price allocation based on an independent third party appraisal may result in certain adjustments to the above allocation.

Unaudited Pro-forma Financial Information

The following table provides pro forma results of operations for the three and six months ended September 30, 2006 and 2007 as if Unza and Infocrossing had been acquired as of the beginning of each of the periods presented. The proforma results include certain purchase accounting adjustments such as the estimated changes in depreciation and amortization expense on acquired tangible and intangible assets. The pro-forma results include interest cost on debt attributable to acquisitions of Rs. 125 and Rs. 109 for the three months ended September 30, 2006 and 2007 respectively and Rs. 124 and Rs. 110 for the six months ended September 30, 2006 and 2007 respectively. The pro-forma results exclude effects of certain material nonrecurring charges of Rs. 1,717 incurred solely in connection with the transaction like acceleration of vesting of unvested options, transaction costs, restructuring of employment contracts of key employees and write-off of unamortized discount on convertible debt extinguished. Such amounts are not necessarily indicative of the results that would have occurred if the acquisition had occurred on dates indicated or that may result in the future.

| | Three months ended | | Six months ended | |
|------------------------------|---------------------------|-------------|-------------------------|-------------|
| | September 30, | | September 30, | |
| | 2006 | 2007 | 2006 | 2007 |
| | (in millions) | | (in millions) | |
| Revenue | Rs.39,607 | Rs.49,833 | Rs.75,117 | Rs.95,964 |
| Net income | 7,087 | 7,938 | 13,285 | 15,129 |
| Basic net income per share | 4.97 | 5.47 | 9.34 | 10.43 |
| Diluted net income per share | 4.91 | 5.45 | 9.23 | 10.38 |

Others

During the period ended September 30, 2007, the Company has paid Rs. 266 towards earn-out determined on achievement of specific financial metrics for RetailBox B.V and Saraware Oy.

The Company has also finalized the purchase price allocation for the acquisitions of RetailBox BV (Enabler), Saraware Oy, cMango Inc. during the period ended September 30, 2007. The Company has not recorded any significant adjustment to the preliminary purchase price allocation.

4. Cash and Cash Equivalents

Cash and cash equivalents comprise cash, cash on deposit with banks and highly liquid investments.

5. Accounts Receivable

Accounts receivable are stated net of allowance for doubtful accounts. The Company maintains an allowance for doubtful accounts based on financial condition of its customers and aging of the accounts

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receivable. Accounts receivable are generally not collateralized. The activity in the allowance for doubtful accounts receivable is given below:

| | Six months ended September 30, | | Year ended |
|--|---|-----------------------------|---------------------------|
| | 2006 (Unaudited) | 2007 (Unaudited) | March 31, 2007 |
| Balance at the beginning of the period | Rs. 1,258 | Rs. 1,388 | Rs. 1,258 |
| Additional provision during the period, net of collections | 140 | 371 | 280 |
| Bad debts charged to provision | | (442) | (150) |
| Balance at the end of the period | Rs. 1,398 | Rs. 1,317 | Rs. 1,388 |

6. Inventories

Inventories consist of the following:

| | As of September 30, | | As of March 31, |
|------------------------------|-----------------------------|-----------------------------|----------------------------|
| | 2006 (Unaudited) | 2007 (Unaudited) | 2007 |
| Stores and spare parts | Rs. 230 | Rs. 336 | Rs. 298 |
| Raw materials and components | 667 | 2,868 | 1,584 |
| Work-in-process | 373 | 646 | 491 |
| Finished goods | 1,156 | 2,446 | 1,777 |
| | Rs. 2,426 | Rs. 6,296 | Rs. 4,150 |

7. Other Assets

Other assets consist of the following:

| | As of September 30, | | As of March 31, |
|---|-----------------------------|-----------------------------|----------------------------|
| | 2006 (Unaudited) | 2007 (Unaudited) | 2007 |
| Prepaid expenses | Rs. 2,044 | Rs. 3,718 | Rs. 2,426 |
| Prepaid rentals for leasehold land | 117 | 647 | 597 |
| Due from officers and employees | 998 | 1,337 | 884 |
| Advances to suppliers | 494 | 1,176 | 712 |
| Balances with statutory authorities | 109 | 407 | 207 |
| Deposits | 1,539 | 1,708 | 1,591 |
| Interest bearing deposits with corporates | 500 | 600 | 650 |
| Advance income taxes | 3,596 | 6,063 | 4,844 |
| Deferred contract costs | 471 | 788 | 397 |
| Derivative asset | 385 | 1,599 | 379 |
| Others | 1,277 | 1,345 | 751 |
| | 11,530 | 19,388 | 13,438 |

| | | | |
|----------------------|-----------|-----------|-----------|
| Less: Current assets | (10,002) | (13,797) | (11,479) |
| | Rs. 1,528 | Rs. 5,591 | Rs. 1,959 |

8. Investment Securities

Investment securities consist of the following:

| | As of September 30, 2006 (Unaudited) Gross | | | As of September 30, 2007 (Unaudited) Gross | | |
|--|--|--------------------------------|---------------|--|--------------------------------|---------------|
| | Carrying Value | Unrealized Holding Gains | Fair Value | Carrying Value | Unrealized Holding Gains | Fair Value |
| Available-for-sale: | | | | | | |
| Investments in liquid and short-term mutual funds | Rs. 32,382 | Rs. 636 | Rs. 33,018 | Rs. 22,733 | Rs. 327 | Rs. 23,060 |

| | As of March 31, 2007 Gross Unrealized | | |
|---|---|-----------------------------|------------|
| | Carrying Value | Unrealized Holding Gains | Fair Value |
| Available-for-sale: | | | |
| Investments in liquid and short-term mutual funds | Rs. 31,842 | Rs. 568 | Rs. 32,410 |

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Dividends from available-for-sale securities during the year ended March 31, 2007 and six months ended September 30, 2006 and 2007 were Rs. 1,689, Rs. 695 and Rs. 791 respectively and are included in other income.

9. Property, Plant and Equipment

Property, plant and equipment consist of the following:

| | As of September 30, | | As of March |
|---|---------------------|-------------|-------------|
| | 2006 | 2007 | 31, |
| | (Unaudited) | (Unaudited) | 2007 |
| Land | Rs. 1,261 | Rs. 2,109 | Rs. 1,571 |
| Buildings | 5,107 | 8,623 | 6,096 |
| Plant and machinery | 6,187 | 7,991 | 6,644 |
| Computer Equipments | 8,760 | 12,861 | 9,959 |
| Furniture, fixtures and equipment | 4,212 | 4,706 | 3,934 |
| Vehicles | 1,504 | 2,241 | 1,821 |
| Computer software for internal use | 2,246 | 3,276 | 2,831 |
| Capital work-in-progress | 7,409 | 10,818 | 10,189 |
| | 36,686 | 52,265 | 43,045 |
| Accumulated depreciation and amortization | (15,491) | (18,639) | (16,504) |
| | Rs. 21,195 | Rs. 33,626 | Rs. 26,541 |

Depreciation expense for the year ended March 31, 2007 and six months ended September 30, 2006 and 2007 is Rs. 3931, Rs. 1,857 and Rs. 2,392 respectively. This includes Rs. 400, Rs. 163 and Rs. 355 as amortization of capitalized internal use software, during the year ended March 31, 2007 and six months ended September 30, 2006 and 2007 respectively.

10. Goodwill and Intangible Assets

Information regarding the Company's intangible assets acquired either individually or in a business combination consists of the following:

| | As of September 30, | | | | | |
|-----------------------------------|-----------------------|--------------------------|-----------|-----------------------|--------------------------|------------|
| | 2006 | | | 2007 | | |
| | (Unaudited) | | | (Unaudited) | | |
| | Gross carrying amount | Accumulated amortization | Net | Gross carrying amount | Accumulated Amortization | Net |
| Technology-based intangibles | Rs. 130 | Rs. 60 | Rs. 70 | Rs. 130 | Rs. 90 | Rs. 40 |
| Customer-related intangibles | 1,661 | 729 | 933 | 4,522 | 1,132 | 3,390 |
| Marketing-related intangibles | 1,480 | 107 | 1,373 | 9,172 | 119 | 9,053 |
| Effect of translation adjustments | 10 | | 10 | (187) | | (187) |
| | Rs. 3,281 | Rs. 896 | Rs. 2,386 | Rs. 13,637 | Rs. 1,341 | Rs. 12,296 |

| | As of March 31, 2007 | | |
|-----------------------------------|--------------------------------------|-------------------------------------|------------|
| | Gross carrying amount | Accumulated Amortization | Net |
| Technology-based intangibles | Rs. 130 | Rs. 71 | Rs. 59 |
| Customer-related intangibles | 2,148 | 937 | 1,211 |
| Marketing-related intangibles | 1,480 | 79 | 1,401 |
| Effect of translation adjustments | (8) | | (8) |
| | Rs. 3,750 | Rs. 1,087 | Rs. 2,663 |

The movement in goodwill balance is given below:

| | Six months ended September 30, | | Year ended |
|--|---|-----------------------------|---------------------------|
| | 2006 (Unaudited) | 2007 (Unaudited) | March 31, 2007 |
| Balance at the beginning of the period | Rs. 7,481 | Rs. 12,706 | Rs. 7,481 |
| Goodwill relating to acquisitions | 3,919 | 25,473 | 5,393 |
| Adjustment relating to finalization of purchase price allocation | | 50 | (104) |
| Tax benefit allocated to goodwill | | | (14) |
| Effect of translation adjustments | 45 | (640) | (50) |
| Balance at the end of the period | Rs. 11,445 | Rs. 37,589 | Rs. 12,706 |

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Goodwill as of September 30, 2006, 2007 and March 31, 2007 has been allocated to the following reportable segments:

| Segment | As of September 30, | | As of March |
|--|---------------------|---------------------|-------------|
| | 2006 (Unaudited) | 2007 (Unaudited) | 31, 2007 |
| IT Services and Products | Rs. 6,716 | Rs. 26,993 | Rs. 6,503 |
| BPO Services | 3,982 | 3,982 | 3,982 |
| India and AsiaPac IT Services and Products | 747 | 1,020 | 1,045 |
| Consumer Care and Lighting | | 4,429 | |
| Others | | 1,165 | 1,176 |
| Total | Rs. 11,445 | Rs. 37,589 | Rs. 12,706 |

11. Other Current Liabilities

Other current liabilities consist of the following:

| | As of September 30, | | As of March |
|------------------------------|---------------------|---------------------|-------------|
| | 2006 (Unaudited) | 2007 (Unaudited) | 31, 2007 |
| Statutory dues payable | Rs. 2,250 | Rs. 2,988 | Rs. 2,635 |
| Taxes payable | 3,538 | 3,249 | 4,573 |
| Dividend Payable | | | 7,238 |
| Warranty obligations | 790 | 823 | 742 |
| Derivative liabilities | 136 | 603 | 110 |
| Acquisition related payables | 138 | 6,123 | |
| Others | 1,434 | 605 | 1,325 |
| | Rs. 8,286 | Rs. 14,391 | Rs. 16,623 |

The activity in warranty obligations is given below:

| | Six months ended September | | Year ended |
|--|----------------------------|---------------------|-------------------|
| | 30, 2006 (Unaudited) | 2007 (Unaudited) | March 31, 2007 |
| Balance at the beginning of the period | Rs. 665 | Rs. 742 | Rs. 665 |
| Additional provision during the period | 392 | 436 | 827 |
| Reduction due to payments | (267) | (355) | (750) |
| Balance at the end of the period | Rs. 790 | Rs. 823 | Rs. 742 |

12. Operating Leases

The Company leases office and residential facilities under cancelable and non-cancelable operating lease agreements that are renewable on a periodic basis at the option of both the lessor and the lessee. Rental payments under such leases were Rs.1,412, Rs.580 and Rs.808 for the six months ended September 30, 2006 and 2007

respectively.

Details of contractual payments under non-cancelable leases are given below:

| | (Unaudited) |
|---------------------------|--------------------|
| Year ending September 30, | |
| 2008 | Rs. 1,356 |
| 2009 | 1,199 |
| 2010 | 908 |
| 2011 | 626 |
| 2012 | 522 |
| Thereafter | 2,819 |
| Total | Rs. 7,430 |

Prepaid rentals for leasehold land represent leases obtained for a period of 60 years and 90 years. The prepaid expense is being charged over the lease term and is included under other assets.

Table of Contents**13. Investments in Affiliates***Wipro GE Medical Systems (Wipro GE)*

The Company has accounted for its 49% interest in Wipro GE by the equity method. The carrying value of the investment in Wipro GE as of March 31, 2007, September 30, 2006 and 2007 were Rs. 1,120, Rs. 1,006 and Rs. 1,279 respectively. The Company's equity in the income of Wipro GE for six months ended September 30, 2006 and 2007 was Rs. 165 and Rs. 193 respectively.

WeP Peripherals

The Company has accounted for its 36.81% interest as of September 30, 2006 in WeP Peripherals by the equity method. The carrying value of the equity investment in WeP Peripherals as of September 30, 2006, was Rs. 194.

In December 2006, the Company sold a portion of its interest in WeP Peripherals. Subsequent to this sale, the Company's ownership interest in WeP Peripherals was reduced to 15% and the Company does not have the ability to exercise significant influence over the operating and financial policies of WeP Peripherals. Accordingly, the Company has subsequently accounted for the balance investment of Rs. 80 under the cost method.

WM Netserv

The Company has accounted for its 80.1% ownership interest in WM NetServ by the equity method as the minority shareholder in the investee has substantive participative rights as specified in EITF Issue No. 96-16, Investor's Accounting for an Investee When the Investor Has a Majority of the Voting Interest but the Minority Shareholder or Shareholders Have Certain Approval or Veto Rights. The carrying value of the equity investment in WM NetServ as of March 31, 2007 and September 30, 2007 was Rs. 122 and Rs. 100. The Company's equity in the loss of WM NetServ for six months ended September 30, 2007 was Rs. 22.

In October 2007, the Company has acquired the remaining 19.9% of the ownership interest in WM NetServ.

14. Financial Instruments

Derivative financial instruments. The Company is exposed to foreign currency fluctuations on foreign currency assets and forecasted cash flows denominated in foreign currency. The Company follows established risk management policies, including the use of derivatives to hedge foreign currency assets and foreign currency forecasted cash flows. The counter party is a bank and the Company considers the risks of non-performance by the counterparty as non-material. The forward foreign exchange/option contracts mature between one to twelve months and the forecasted transactions are expected to occur during the same period.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

| | As of September 30, | | As of March |
|-------------------|---------------------|-------------|-------------|
| | 2006 | 2007 | 31, |
| | (Unaudited) | (Unaudited) | 2007 |
| Forward contracts | | | |
| Sell | \$ 555 | \$ 909 | \$ 345 |
| | 45 | 31 | 16 |
| | £ 2 | £ 57 | £ 88 |
| Buy | | \$ 533 | \$ 185 |
| | | £ 38 | |
| | | ¥ 10 | |
| options (sell) | \$ 132 | \$ 259 | \$ 36 |
| | £ 6 | £ 18 | 13 |

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In connection with cash flow hedges, the Company has recorded Rs. 72, Rs. 168 and Rs. 674 of net gains/(losses) as a component of accumulated and other comprehensive income within stockholders' equity as at March 31, 2007, September 30, 2006 and September 30, 2007.

The following table summarizes activity in the accumulated and other comprehensive income within stockholders' equity related to all derivatives classified as cash flow hedges during the year ended March 31, 2007, six months ended September 30, 2006 and 2007.

| | As of September 30, | | As of |
|---|---------------------|-------------|---------|
| | 2006 | 2007 | March |
| | (Unaudited) | (Unaudited) | 31, |
| | Rs. | Rs. | 2007 |
| Balance as at the beginning of the period | Rs. 202 | Rs. 72 | Rs. 202 |
| Net gains reclassified into net income on occurrence of hedged transactions | (32) | (72) | (202) |
| Changes in fair value of effective portion of outstanding derivatives | (2) | 674 | 72 |
| Unrealized gain/(loss) on cash flow hedging derivatives, net | (34) | 602 | (130) |
| Balance as at the end of the period | Rs. 168 | Rs. 674 | Rs. 72 |

As of September 30, 2006 and 2007 there were no significant gains or losses on derivative transactions or portions thereof that have become ineffective as hedges, or associated with an underlying exposure that did not occur.

15. Borrowings

As of September 30, 2007, the Company has unsecured short-term borrowings from banks and unsecured long-term debt aggregating to Rs. 26,412. A significant portion of these borrowings comprises short-term borrowings in U.S. dollars. The weighted-average interest rate for the short-term borrowings was approximately 6%.

In addition, the Company has secured short-term borrowings from banks and secured long-term debt aggregating to Rs. 1,666. These borrowings are primarily related to the operations in Sweden, Finland and Malaysia. The weighted-average interest rates for these borrowings ranges between 4% to 5%. These borrowings are secured by moveable and immovable properties of the individual entities.

Additionally, the Company has unutilised line of credit for short-term borrowings aggregating to Rs. 20,002.

The Company has Rs. 1,126 representing the present value of future minimum lease payment due in respect of assets acquired on capital lease.

16. Equity Shares and Dividends

In March 2007, the Board of Directors of the Company approved an additional cash dividend of Rs. 5 per share totaling Rs. 8,253. In accordance with Indian regulations, an amount equivalent to the additional cash dividend, net of taxes, amounting to Rs. 7,238 was transferred to a specific bank account pending payment to the shareholders. The balance in this bank account can only be used to pay the specified dividend, and is not available for general use and is accordingly reflected as restricted cash as of March 31, 2007, in the consolidated balance sheet. During the six month ended September 30, 2007, the additional cash dividend has been distributed to the shareholders from the restricted bank account.

In July 2007, shareholders of the Company approved a final dividend of Re. 1 per share amounting to Rs. 1,945. The final dividend has been distributed to the shareholders of the Company.

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In October 2007, the Board of Directors of the Company declared an interim dividend of Rs. 2 per share (100% on an equity share of par value of Rs. 2). The dividend will be paid in November 2007.

17. Retained Earnings

Retained earnings as of March 31, 2007, September 30, 2006 and 2007, also include Rs. 1,084, Rs. 1,079 and Rs. 1,222 respectively of undistributed earnings in equity of affiliates.

18. Other Income, Net

Other income consists of the following:

| | Six months ended September 30, | |
|---|---|-----------------------------|
| | 2006 (Unaudited) | 2007 (Unaudited) |
| Interest income | Rs. 190 | Rs. 533 |
| Interest expense | (81) | (305) |
| Dividend income | 695 | 791 |
| Gain/(loss) on sale of liquid and short-term mutual funds | 175 | 550 |
| Profit on sale of fixed assets | | 165 |
| | Rs. 979 | Rs. 1,734 |

19. Shipping and Handling Costs

Selling and marketing expenses for the six months ended September 30, 2006 and 2007, include shipping and handling costs of Rs. 321 and Rs. 540 respectively.

20. Income Taxes

Income taxes have been allocated as follows:

| | Six months ended September 30, | |
|--|---|-----------------------------|
| | 2006 (Unaudited) | 2007 (Unaudited) |
| Net income | Rs. 2,047 | Rs. 1,704 |
| Stockholders equity for: | | |
| Unrealized gain/(loss) on investment securities, net | 48 | 81 |
| Total income taxes | Rs. 2,095 | Rs. 1,785 |

Income taxes relating to continuing operations consist of the following:

| | Six months ended September 30, | |
|---------------|---|-----------------------------|
| | 2006 (Unaudited) | 2007 (Unaudited) |
| Current taxes | | |
| Domestic | Rs. 985 | Rs. 1,138 |
| Foreign | 1,078 | 622 |
| | Rs. 2,063 | Rs. 1,760 |

| | | |
|--------------------------|-----------|-----------|
| Deferred taxes | | |
| Domestic | 34 | (64) |
| Foreign | (50) | 8 |
| | (16) | (56) |
| Total income tax expense | Rs. 2,047 | Rs. 1,704 |

Effective April 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation 48, Accounting for Uncertainty in Income Taxes – An Interpretation of Statement of Financial Accounting Standards No. 109 (FIN 48). The adoption of FIN 48 did not have any impact on the retained earnings or provision for taxation as of April 1, 2007. Upon adoption, the liability for income taxes associated with uncertain tax positions at April 1, 2007 was Rs. 3,298. Uncertain tax positions amounting Rs. 3,267, if recognized, would favorably affect the Company's effective tax rate. In addition, consistent with the provisions of FIN 48, as at April 1, 2007, the Company reclassified Rs. 1,643 of income tax liabilities from current to non-current liabilities because payment is not anticipated within one year of the balance sheet date.

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These non-current income tax liabilities are recorded in Other Liabilities in the consolidated financial statements.

FIN 48 also requires that changes in judgment that result in subsequent recognition, de-recognition or change in a measurement of a tax position taken in a prior annual period (including any related interest and penalties) be recognized as a discrete item in the period in which the change occurs. This change will not impact the manner in which the Company recorded income taxes on an annual basis and did not significantly impact its recorded income tax provision in the quarter ended September 30, 2007.

The unrecognized tax benefits increased by Rs. 227 during the six months ended September 30, 2007. This was primarily due to non-recognition of certain credits in computation of MAT eligible for deferral and set off against regular income taxes in the future.

The unrecognized tax benefits decreased by Rs. 180 during the six months ended September 30, 2007 due to write back of tax provision upon completion of tax assessment by the tax authorities in a particular tax jurisdiction.

Although it is difficult to anticipate the final outcome or timing of resolution of any particular uncertain tax positions, the Company believes that during 12 months beginning April 1, 2007, the total amount of unrecognized tax benefits will decrease by Rs. 260 due to expiry of statute of limitation.

It is the Company's policy to include any penalties and interest related to income taxes as a component of other income, net. As of April 1, 2007 the Company had provisions of Rs. 105 on account of accrued interest and penalties related to uncertain tax positions.

A listing of open tax years is given below. Additionally, certain uncertain tax positions relate to earlier years, which are currently under dispute with the tax authorities.

Jurisdiction

| | |
|-----------------------------|--------------------|
| India | Open tax years |
| United States federal taxes | 2003-04 to 2006-07 |
| United States state taxes | 2003-04 to 2006-07 |
| United Kingdom | 2001-02 to 2006-07 |
| Japan | 2001-02 to 2006-07 |
| Canada | 1999-00 to 2006-07 |

The Company has preliminarily determined that approximately US\$72 of net operating losses of Infocrossing are available for carry-forward and set-off against the future taxable profits. The Company is currently evaluating the deductibility of certain expenses for tax purposes. This could result in an unrecognized tax benefit or adjustment to the preliminary amount allocated to deferred tax assets.

21. Employee Stock Incentive Plans

Wipro Equity Reward Trust (WERT). In 1984, the Company established a controlled trust called the WERT. Under this plan, the WERT would purchase shares of Wipro out of funds borrowed from Wipro. The Company's Compensation Committee would recommend to the WERT, officers and key employees, to whom the WERT will grant shares from its holding. The shares have been granted at a nominal price. Such shares would be held by the employees subject to vesting conditions. The shares held by the WERT are reported as a reduction from stockholders equity.

The movement in the shares held by the WERT is given below:

| | Six months ended | | Year ended |
|--|------------------|-------------|------------|
| | September 30, | | March 31, |
| | 2006 | 2007 | 2007 |
| | (Unaudited) | (Unaudited) | |
| Shares held at the beginning of the period | 7,869,060 | 7,961,760 | 7,869,060 |
| Shares granted to employees | | | |
| Grants forfeited by employees | | | 92,700 |
| Shares held at the end of the period | 7,869,060 | 7,961,760 | 7,961,760 |

Deferred compensation is amortized on a straight-line basis over the vesting period of the shares. The amortization of deferred stock compensation, net of reversals, for the six months ended September 30, 2006 and 2007 was Rs. Nil and Rs. Nil respectively.

Wipro Employee Stock Option Plan 1999 (1999 Plan). In July 1999, the Company established the 1999 Plan. Under the 1999 Plan, the Company is authorized to issue up to 30 million equity shares to eligible employees. Employees covered by the 1999 Plan are granted an option to purchase shares of the Company subject to the requirements of vesting.

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Stock option activity under the 1999 Plan is as follows:

Six months ended September 30, 2006 (Unaudited)

| | Shares arising out of options | Range of exercise prices | Weighted-average exercise price | Weighted-average remaining contractual life(months) |
|--|--------------------------------------|---------------------------------|--|--|
| Outstanding at the beginning of the period | 4,658,383 | Rs. 171 181 309 421 | 312 | 3 months |
| Forfeited during the period | (10,500) | 171 181 309-421 | 309 | |
| Exercised during the period | (3,902,518) | 171-181 309-421 | 312 | |
| Lapsed during the period | (745,365) | 171-181 309-421 | 312 | |
| Outstanding at the end of the period | | 171-181 309-421 | | |
| Exercisable at the end of the period | | Rs. 171-181 309-421 | | |

There is no activity under the 1999 plan for the six months ended September 30, 2007. There are no options outstanding/ exercisable as of March 31, 2007 and September 30, 2007.

The total intrinsic value of options exercised during the period ended September 30, 2006 and 2007, was Rs. 733 and Nil, respectively. As of September 30, 2007 options outstanding and exercisable under the 1999 Plan had an intrinsic value of Rs Nil and Rs Nil, respectively. As of September 30, 2007, the unamortized stock compensation expense under the 1999 Plan is Rs Nil.

Wipro Employee Stock Option Plan 2000 (2000 Plan). In July 2000, the Company established the 2000 Plan. Under the 2000 Plan, the Company is authorized to issue up to 150 million equity shares to eligible employees. Employees covered by the 2000 Plan are granted options to purchase equity shares of the Company subject to vesting.

Stock option activity under the 2000 Plan is as follows:

Six months ended September 30, 2006 (Unaudited)

| | Shares arising out of options | Range of exercise prices | Weighted-average exercise price | Weighted-average remaining contractual life (months) |
|--|--------------------------------------|---------------------------------|--|---|
| Outstanding at the beginning of the period | 292,576 | Rs. 172 255 | 233 | 37 months |
| | 20,146,257 | 265 396 | 267 | 35 months |

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| | | | | | |
|--------------------------------------|-------------|---------|-----|-----|-----------|
| | 9,899,967 | 397 | 458 | 399 | 19 months |
| Forfeited during the period | (10,200) | 172 | 255 | 208 | |
| | (492,142) | 265 | 396 | 264 | |
| | | 397 | 458 | | |
| Exercised during the period | (24,678) | 172 | 255 | 231 | |
| | (2,234,114) | 265 | 396 | 266 | |
| | (1,997,758) | 397 | 458 | 398 | |
| Outstanding at the end of the period | 257,698 | 172 | 255 | 235 | 31 months |
| | 17,420,001 | 265 | 396 | 267 | 29 months |
| | 7,902,209 | 397 | 458 | 399 | 13 months |
| Exercisable at the end of the period | 163,506 | 172 | 255 | 235 | 31 months |
| | 13,979,921 | 265 | 396 | 267 | 29 months |
| | 7,902,209 | Rs. 397 | 458 | 399 | 13 months |

Table of Contents**Six months ended September 30, 2007 (Unaudited)**

| | Shares arising out of options | Range of exercise prices | Weighted- average exercise price | Weighted- average remaining contractual life (months) |
|--|--|---|---|--|
| Outstanding at the beginning of the period | 24,850 | Rs. 172 255 | 236 | 22 months |
| | 1,443,571 | 265 396 | 267 | 23 months |
| | 1,486,898 | 397 458 | 399 | 7 months |
| Forfeited during the period | | 172 255 | | |
| | | 265 396 | | |
| | | 397 458 | | |
| Exercised during the period | (18,905) | 172 255 | 267 | |
| | (194,074) | 265 396 | 400 | |
| | | 397 458 | | |
| Outstanding at the end of the period | 24,850 | 172 255 | 236 | 17 months |
| | 1,424,666 | 265 396 | 267 | 17 months |
| | 1,292,824 | 397 458 | 399 | 1 month |
| Exercisable at the end of the period | 24,850 | 172 255 | 236 | 17 months |
| | 1,424,666 | 265 396 | 267 | 17 months |
| | 1,292,824 | Rs. 397 458 | 399 | 1 month |

The total intrinsic value of options exercised during the six months ended September 30, 2006 and 2007, was Rs. 732 and Rs. 26 respectively. As of September 30, 2007 options outstanding and exercisable under the 2000 Plan had an intrinsic value of Rs. 497 and Rs. 497 respectively. As of September 30, 2007, the unamortized stock compensation expense under the 2000 Plan is Rs. Nil.

Stock Option Plan (2000 ADS Plan). In April 2000, the Company established the 2000 ADS Plan. Under the 2000 ADS Plan, the Company is authorized to issue options to purchase up to 9 million American Depositary Shares (ADSs) to eligible employees. Employees covered by the 2000 ADS Plan are granted an option to purchase ADSs representing equity shares of the Company subject to the requirements of vesting.

Stock option activity under the 2000 ADS Plan is as follows:

Six months ended September 30, 2006 (Unaudited)

| Shares arising out of options | Range of exercise prices | Weighted- average exercise price | Weighted- average remaining contractual life (months) |
|--|---|---|--|
|--|---|---|--|

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| | | | | | |
|--|-----------|----|--------------|---------|-----------|
| Outstanding at the beginning of the period | 238,900 | \$ | 3.46 5.01 | 4.38 | 31 months |
| | 1,208,842 | | 5.82 6.90 | 6.50 | 21 months |
| Exercised during the period | (25,600) | | 3.46 5.01 | 4.07 | |
| | (380,676) | | 5.82 6.90 | 6.68 | |
| Outstanding at the end of the period | 213,300 | | 3.46 5.01 | 4.41 | 25 months |
| | 828,167 | | 5.82 6.90 | 6.41 | 15 months |
| Exercisable at the end of the period | 158,338 | | 3.46 5.01 | 4.42 | 25 months |
| | 569,165 | \$ | 5.82 6.90 | \$ 6.33 | 15 months |

Table of Contents**Six months ended September 30, 2007 (Unaudited)**

| | Shares arising out of options | Range of exercise prices | Weighted- average exercise price | Weighted- average remaining contractual life (months) |
|--|---|--------------------------------|---|--|
| Outstanding at the beginning of the period | 116,650 439,439 | \$ 3.46 5.01 5.82 6.90 | 4.38 6.15 | 19 months 11 months |
| Exercised during the period | (26,400) | 3.46 5.01 5.82 6.90 | 4.38 6.07 | |
| Outstanding at the end of the period | 116,650 413,039 | 3.46 5.01 5.82 6.90 | 4.38 6.15 | 12 months 5 months |
| Exercisable at the end of the period | 116,650 413,039 | \$ 3.46 5.01 5.82 6.90 | \$ 4.38 6.15 | 12 months 5 months |

The total intrinsic value of options exercised during the six months ended September 30, 2006 and 2007, was Rs. 116 and Rs. 10 respectively. As of September 30, 2007 options outstanding and exercisable under the 2000 Plan had an intrinsic value of Rs. 202 and Rs. 202 respectively. As of September 30, 2007, the unamortized stock compensation expense under the 2000 Plan is Rs. Nil.

Restricted Stock Unit Plans: In June 2004, the Company established a rupee option plan titled Wipro Restricted Stock Unit Plan (WRSUP 2004) and a dollar option plan titled Wipro ADS Restricted Stock Unit Plan (WARSUP 2004). The Company is authorized to issue up to 12 million options to eligible employees under each plan. Options under the plan will be granted at a nominal exercise price (par value of the equity shares).

These options generally vest ratably at the end of each year over a period of five years from the date of grant. Upon vesting the employees can acquire one equity share for every option. The options are subject to forfeiture if the employee terminates employment before vesting. The excess of market price on the date of grant over the exercise price payable by the employees is recognized as deferred compensation cost. The Company has elected to amortize the deferred compensation cost on a straight-line basis over the vesting period.

Stock option activity under WRSUP 2004 plan is as follows:

**Six months ended September 30, 2006
(Unaudited)**

| Shares arising out of options | Exercise price | Weighted- average remaining contractual life (months) |
|--|-------------------|--|
|--|-------------------|--|

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| | | | | |
|--|-----------|-----|---|-----------|
| Outstanding at the beginning of the period | 7,598,174 | Rs. | 2 | 54 months |
| Granted during the period | 2,492,560 | | 2 | 72 months |
| Forfeited during the period | (305,626) | | 2 | |
| Exercised during the period | (224,806) | | 2 | |
| Outstanding at the end of the period | 7,127,668 | | 2 | 48 months |
| Exercisable at the end of the period | 346,435 | Rs. | 2 | 48 months |

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| | Six months ended September 30, 2007 (Unaudited) | | |
|--|--|---------------------------|--|
| | Shares arising out of options | Exercise price | Weighted- average remaining contractual life (months) |
| Outstanding at the beginning of the period | 7,499,980 | Rs. 2 | 49 months |
| Granted during the period | | 2 | |
| Forfeited during the period | (279,182) | 2 | |
| Exercised during the period | (11,800) | 2 | |
| Outstanding at the end of the period | 7,208,998 | 2 | 43 months |
| Exercisable at the end of the period | 211,922 | Rs. 2 | 37 months |

Stock option activity under WARSUP 2004 plan is as follows:

| | Six months ended September 30, 2006 (Unaudited) | | |
|--|--|---------------------------|--|
| | Shares arising out of options | Exercise price | Weighted- average remaining contractual life (months) |
| Outstanding at the beginning of the period | 1,000,720 | \$ 0.04 | 54 months |
| Granted during the period | 918,130 | 0.04 | 72 months |
| Exercised during the period | (19,480) | 0.04 | |
| Forfeited during the period | (80,320) | 0.04 | |

| | | | | |
|--------------------------------------|-----------|----|------|-----------|
| Outstanding at the end of the period | 1,817,050 | | 0.04 | 48 months |
| Exercisable at the end of the period | 95,520 | \$ | 0.04 | 48 months |

Six months ended September 30, 2007 (Unaudited)
Weighted-average remaining

| | Shares arising out of options | | Exercise price | contractual life (months) |
|--|--------------------------------------|----|-----------------------|----------------------------------|
| Outstanding at the beginning of the period | 1,551,330 | \$ | 0.04 | 54 months |
| Granted during the year | | | 0.04 | |
| Exercised during the period | (10,340) | | 0.04 | |
| Forfeited during the period | (104,840) | | 0.04 | |
| Outstanding at the end of the period | 1,436,150 | | 0.04 | 48 months |
| Exercisable at the end of the period | 112,640 | \$ | 0.04 | 36 months |

Restricted Stock Unit Plan 2005. In July 2005, the Company established a new option plan titled Wipro Employee Restricted Stock Unit Plan 2005. The Company is authorized to issue up to 12 million options to eligible employees under the plan. Options under the plan will be granted at a nominal exercise price (par value of the equity shares).

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Stock option activity under WRSUP 2005 plan is as follows:

| | Six months ended September 30, 2006 (Unaudited) | | |
|--|--|---------------------------|--|
| | Shares arising out of options | Exercise price | Weighted- average remaining contractual life (months) |
| Outstanding at the beginning of the period | | | |
| Granted during the period | 3,556,466 | 2 | 72 months |
| Forfeited during the period | (32,715) | 2 | |
| Outstanding at the end of the period | 3,523,751 | 2 | 69 months |

Exercisable at the end of the period

| | Six months ended September 30, 2007 (Unaudited) | | |
|--|--|---------------------------|--|
| | Shares arising out of options | Exercise price | Weighted- average remaining contractual life (months) |
| Outstanding at the beginning of the period | 3,446,884 | 2 | 63 months |
| Granted during the period | 2,000 | 2 | 69 months |
| Forfeited during the period | (117,610) | 2 | |
| Outstanding at the end of the period | 3,331,274 | 2 | 57 months |

Exercisable at the end of the period

Wipro Restricted Stock Unit Plan 2007 (WRSUP 2007) In July 2007, the Company established a new option plan titled Wipro Employee Restricted Stock Unit Plan 2007. The Company is authorized to issue up to 10 million options to eligible employees under the plan. Options under the plan will be granted at a nominal exercise price (par value of the equity shares). There is no activity under the above plan for the six months ended September 30, 2007. There are no options granted as of September 30, 2007.

The total intrinsic value of options exercised under Restricted Stock Unit Plans during the six months ended September 30, 2006, and 2007, was Rs.123 and Rs.12 respectively. As of September 30, 2007 options outstanding and exercisable under the RSU Plan had an intrinsic value of Rs.6,233 and Rs.176 respectively. As of September 30, 2007, the unamortized stock compensation expense under the RSU Plan is Rs.3,576 and the same is expected to be amortized over a weighted average period of approximately 3.14 years.

During the year ended March 31, 2007 and the six months ended September 30, 2006 and 2007, the Company has recognized Rs.1,336, Rs.548 and Rs.624 of stock compensation cost. The compensation cost has been allocated to cost of revenues and operating expenses as follows:

| | Year ended March 31 2007 | Six months ended September 30 | |
|-------------------------------------|---|--|-----------------------------|
| | | 2006 (Unaudited) | 2007 (Unaudited) |
| Cost of revenues | Rs. 1,045 | Rs. 435 | Rs. 488 |
| Selling and marketing expenses | 169 | 63 | 79 |
| General and administrative expenses | 122 | 50 | 57 |
| | Rs. 1,336 | Rs. 548 | Rs. 624 |

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A recent amendment to the Indian tax regulations requires the Company to pay a tax titled the Fringe Benefit Tax (FBT) on employee stock options. The FBT is computed based on the fair market value of the underlying share on the date of vesting of an option as reduced by the amount actually paid by the employee for the exercise of the options. The Company's obligation to pay FBT arises only upon the exercise of the options and will be recorded at the time of the exercise. The FBT paid during the six months ended September 30, 2007 is not material.

22. Earnings Per Share

A reconciliation of equity shares used in the computation of basic and diluted earnings per equity share is set out below:

| | Six months ended September 30, | |
|--|---------------------------------------|--------------------|
| | 2006 | 2007 |
| | (Unaudited) | (Unaudited) |
| Earnings | | |
| Net income | Rs. 13,105 | Rs. 15,226 |
| Equity shares | | |
| Weighted average number of equity shares outstanding | 1,422,047,916 | 1,449,964,665 |
| Effect of dilutive equivalent shares-stock options | 17,469,244 | 7,547,595 |
| Weighted average number of equity shares and equivalent shares outstanding | 1,439,517,160 | 1,457,512,260 |

Shares held by the controlled WERT have been reduced from the equity shares outstanding and shares held by employees subject to vesting conditions have been included in outstanding equity shares for computing basic and diluted earnings per share.

23. Employee Benefit Plans

Gratuity. In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). Under this plan, the settlement obligation remains with the Company, although the Life Insurance Corporation of India administers the plan and determines the contribution premium required to be paid by the Company.

Net gratuity cost for the six months ended September 30, 2006 and 2007 included:

| | Six months ended September 30, | |
|----------------------------------|---------------------------------------|--------------------|
| | 2006 | 2007 |
| | (Unaudited) | (Unaudited) |
| Service cost | Rs. 133 | Rs. 166 |
| Interest cost | 30 | 41 |
| Expected return on assets | (29) | (26) |
| Adjustment (Note) ⁽¹⁾ | (78) | |
| Net gratuity cost | Rs. 56 | Rs. 181 |

- (1) Till March 31, 2006 for certain category of employees, the Company inadvertently recorded and disclosed a defined benefit plan as a defined contribution plan. During the six months ended September 30, 2006, the Company has recorded an adjustment of Rs 78 as a credit to the income statement to record this plan as a defined benefit plan. The impact of this adjustment is not material to the income statement, accrued liability/(prepaid asset) and the overall financial statement presentation.

Superannuation. Apart from being covered under the Gratuity Plan described above, the senior officers of the Company also participate in a defined contribution plan maintained by the Company. This plan is administered by the LIC and ICICI. The Company makes annual contributions based on a specified percentage of each covered employee's salary. The Company has no further obligations under the plan beyond its annual contributions.

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Provident fund. In addition to the above benefits, all employees receive benefits from a provident fund, a defined contribution plan. The employee and employer each make monthly contributions to the plan equal to 12% of the covered employee's salary. A portion of the contribution is made to the provident fund trust established by the Company, while the remainder of the contribution is made to the Government's provident fund.

The Company contributed Rs. 1,407, Rs. 426 and Rs. 926 to various defined contribution and benefit plans during the year ended March 31, 2007 and six months ended September 30, 2006 and 2007 respectively as follows:

| | Year ended March 31, 2007 | | Six months ended September 30, 2006 (Unaudited) | | 2007 (Unaudited) |
|----------------------|---------------------------------|-------|--|-----|---------------------|
| Defined contribution | Rs. | 1,283 | Rs. | 370 | Rs. 745 |
| Defined benefit | | 124 | | 56 | 181 |
| | Rs. | 1,407 | Rs. | 426 | Rs. 926 |

24. Commitments and Contingencies

Capital commitments. As of March 31, 2007, September 30, 2006 and 2007, the Company had committed to spend approximately Rs. 3,432, Rs. 7,114 and Rs. 4,796 respectively under agreements to purchase property and equipment. These amounts are net of capital advances paid in respect of these purchases.

Other commitments. The Company's Indian operations have been established as a Software Technology Park Unit under a plan formulated by the Government of India. As per the plan, the Company's India operations have export obligations to the extent of 1.5 times the employee costs for the year on an annual basis and 5 times the amount of foreign exchange released for capital goods imported, over a five year period. The consequence of not meeting this commitment in the future would be a retroactive levy of import duty on certain computer hardware previously imported duty free. As of September 30, 2007, the Company has met all commitments required under the plan.

As of March 31, 2007, September 30, 2006 and 2007, the Company had contractual obligations to spend approximately Rs. 3,160, Rs. 1,458 and Rs. 2,405 respectively; under purchase obligations, which include commitments to purchase goods or services of either fixed or minimum quantity that meet certain criteria.

Guarantees. As of March 31, 2007, September 30, 2006 and 2007 performance and financial guarantees provided by banks on behalf of the Company to the Indian Government, customers and certain other agencies amount to approximately Rs. 3,013, Rs. 2,438 and Rs. 4,330 respectively, as part of the bank line of credit.

Contingencies and lawsuits.

The Company had received tax demands from the Indian income tax authorities for the financial years ended March 31, 2001, 2002, 2003 and 2004 aggregating to Rs. 11,127 (including interest of Rs. 1,503). The tax demand was primarily on account of denial of deduction claimed by the Company under Section 10A of the Income Tax Act 1961, in respect of profits earned by its undertakings in Software Technology Park at Bangalore. The Company had appealed against these demands. The first appellate authority vacated the tax demands, which vacates a substantial portion of the demand for the aforementioned financial years. The income tax authorities have filed an appeal against the above orders.

Considering the facts and nature of disallowance and the order of the appellate authority upholding the claims of the Company, the Company believes that the final outcome of the above disputes should be in favour of the Company and there should not be any material impact on the financial statements. The range of loss relating to these contingencies is between zero and the amount of the demand raised.

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Certain other income-tax related legal proceedings are pending against the Company. Potential liabilities, if any, have been adequately provided for, and the Company does not currently estimate any incremental liability in respect of these proceedings.

Additionally, the Company is also involved in lawsuits, claims, investigations and proceedings, including patent and commercial matters, which arise in the ordinary course of business. There are no such matters pending that Wipro expects to be material in relation to its business.

25. Segment Information

The Company is currently organized by segments, including Global IT Services and Products (comprising of IT Services and BPO Services segments), India and AsiaPac IT Services and Products, Consumer Care and Lighting and Others .

The Chairman of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by SFAS No. 131, Disclosure about Segments of an Enterprise and Related Information. The Chairman of the Company evaluates the segments based on their revenue growth, operating income and return on capital employed. The management believes that return on capital employed is considered appropriate for evaluating the performance of its operating segments. Return on capital employed is calculated as operating income divided by the average of the capital employed at the beginning and at the end of the period.

Operating segments with similar economic characteristics and complying with other aggregation criteria specified in SFAS No. 131 have been combined to form the Company's reportable segments. Consequently, IT Services and BPO services qualify as reportable segments under Global IT Services and Products.

Until March 31, 2007, the operations of certain acquired entities were reviewed by the CODM separately and were accordingly reported separately as Acquisitions . During the quarter ended September 30, 2007, the Company integrated these acquired entities under the IT Services segment and accordingly CODM no longer reviews separate information relating to these acquired entities.

As discussed in Note 3 on acquisitions, the Company acquired Infocrossing during the quarter ended September 30, 2007. The operations of Infocrossing, a component of IT Services and Products, are currently being reviewed by the CODM separately and have accordingly been reported separately as Acquisitions .

The IT Services segment provides research and development services for hardware and software design to technology and telecommunication companies, software application development services to corporate enterprises. The BPO services segment provides Business Process Outsourcing services to large global corporations.

The India and AsiaPac IT Services and Products segment focuses primarily on addressing the IT and electronic commerce requirements of companies in India, MiddleEast and AsiaPacific region.

The Consumer Care and Lighting segment manufactures, distributes and sells soaps, toiletries, lighting products and hydrogenated cooking oils for the Indian and Asian market.

Others consist of business segments that do not meet the requirements individually for a reportable segment as defined in SFAS No. 131. Corporate activities such as treasury, legal and accounting, which do not qualify as operating segments under SFAS No. 131 have been considered as reconciling items.

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Segment data for previous periods has been reclassified on a comparable basis. Information on reportable segments is as follows:

| | Six months ended September 30, 2006 (Unaudited) | | | | | | | Entity Total |
|---|--|-------------------------|--------------|---|---|------------------------------|--------|-------------------------|
| | Global IT Services and Products | | | India and AsiaPac IT Services and Products | Consumer Care and Lighting | Reconciling Items | | |
| | IT Services | BPO Services | Total | | | Others | | |
| Revenues | 47,289 | 4,402 | 51,692 | 9,355 | 3,521 | 1,883 | | 66,450 |
| Exchange rate fluctuations | (37) | (5) | (43) | 22 | 2 | 2 | 16 | |
| Total revenues | 47,252 | 4,397 | 51,649 | 9,377 | 3,523 | 1,885 | 16 | 66,450 |
| Cost of revenues | (31,085) | (2,992) | (34,077) | (7,214) | (2,299) | (1,431) | (2) | (45,022) |
| Selling and marketing expenses | (2,478) | (14) | (2,492) | (851) | (671) | (167) | (16) | (4,197) |
| General and administrative expenses | (2,104) | (447) | (2,551) | (537) | (59) | (80) | (45) | (3,272) |
| Research and development expenses | (128) | | (128) | | | | | (128) |
| Amortization of intangible assets | (99) | (2) | (101) | (7) | (33) | | | (142) |
| Exchange rate fluctuations | | | | | | | (16) | (16) |
| Others, net | 265 | | 265 | 4 | 15 | 14 | 7 | 305 |
| Operating income of segment | 11,622 | 942 | 12,565 | 772 | 476 | 221 | (56) | 13,978 |
| Total assets of segment | 53,085 | 7,340 | 60,424 | 7,579 | 3,921 | 2,854 | 39,304 | 114,082 |
| Closing capital employed | 36,249 | 5,963 | 42,212 | 2,708 | 2,545 | 3,496 | 37,163 | 88,124 |
| Opening capital employed | 30,828 | 10,337 | 41,165 | 3,123 | 1,310 | 2,833 | 31,038 | 79,469 |
| Average capital | 33,538 | 8,150 | 41,688 | 2,916 | 1,927 | 3,165 | 34,100 | 83,796 |

| | | | | | | | | |
|---|--------|-----|--------|-------|-----|------|--------|--------|
| employed | | | | | | | | |
| Return on capital | | | | | | | | |
| Employed | 69% | 23% | 60% | 53% | 49% | 0% | 0% | 33% |
| Accounts receivable | 19,165 | 887 | 20,052 | 3,149 | 676 | 822 | | 24,699 |
| Cash and cash equivalents and investments in liquid and short-term mutual funds | 2,251 | 137 | 2,388 | 254 | 73 | (13) | 36,904 | 37,190 |
| Depreciation | 1,379 | 314 | 1,693 | 75 | 49 | 34 | 6 | 1,857 |

Six months ended September 30, 2007 (Unaudited)

| | | | | | | | | |
|--|--|------------------------------|--------------|--------------------------|--------------------------|---------------|--------------------|---------------------|
| | | | | India and AsiaPac | | | | |
| | Global IT Services and Products | | | IT Service and | Consumer Care and | | | |
| | | BPO | | and | | | Reconciling | |
| | IT Services | Acquisitions Services | Total | Products | Lighting | Others | Items | Entity Total |

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(1) Operating income of segments is after amortization of stock compensation expense arising from the grant of options:

| Segments | Six Months ended September 30, | |
|--|---------------------------------------|-----------------------------|
| | 2006 (unaudited) | 2007 (unaudited) |
| IT Services | Rs. 474 | Rs. 520 |
| BPO Services | 21 | 28 |
| India and AsiaPac IT Services and Products | 31 | 46 |
| Consumer Care and Lighting | 9 | 13 |
| Others | 5 | 7 |
| Reconciling | 8 | 10 |

The Company has four geographic segments: India, United States, Europe and Rest of the world. Revenues from the geographic segments based on domicile of the customer are as follows:

| | Six months ended September 30, | |
|-------------------|---------------------------------------|-------------|
| | 2006 (Unaudited) | 2007 |
| India | Rs. 13,021 | Rs. 20,926 |
| United States | 34,032 | 40,164 |
| Europe | 15,384 | 22,262 |
| Rest of the world | 4,013 | 5,761 |
| | Rs. 66,450 | Rs. 89,113 |

27. Fair Value of Financial Instruments

The fair value of the Company's current assets and current liabilities approximate their carrying value because of their short term maturity. Such financial instruments are classified as current and are expected to be liquidated within the next twelve months.

A substantial position of the long-term debt is variable-rate debt and therefore, the fair value of the long-term debt approximate the carrying value.

Table of Contents**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Readers are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words anticipate, believe, estimate, intend, could, may, plan, predict, should, would, will and expect and other similar expressions as they relate to the company or its business are intended to identify such forward-looking statements. These forward looking statements speak only as of the date of this report, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. Factors that could cause or contribute to such differences include those described under the heading Risk Factors, as well as the other factors discussed in this report. Readers are cautioned not to place undue reliance on these forward-looking statements. The following discussion and analysis should be read in conjunction with our financial statements included herein and the notes thereto.

Overview

We are a leading global information technology, or IT services company founded in 1945, and headquartered in Bangalore, India. We provide a comprehensive range of IT services, software solutions and research and development services in the areas of hardware and software design to the leading companies worldwide. We use our development centers located in India and around the world, quality processes and global resource pool to provide cost effective IT solutions and deliver time-to-market and time-to-development advantages to our clients. We also provide business process outsourcing, or BPO, services.

In September 2007, we acquired Infocrossing, a leading IT infrastructure management service provider in US. This acquisition expands our data center and mainframe capabilities and strengthens our competitive positioning in the remote infrastructure management services.

In India, we are a leader in providing IT solutions and services. We also have a profitable presence in the markets for consumer products and lighting.

Acquisitions

On July 30, 2007, we acquired 100% of the equity of Unza. Unza is an independent manufacturer and marketer of personal care products in South East Asia. Unza markets a wide portfolio of personal care and detergent brands in several countries. The consideration (including direct acquisition costs) included a cash payment of Rs. 9,273 and a deferred payment of Rs. 981. We believe that this acquisition would strengthen our brand portfolio and market presence in South East Asia and provide synergy in terms of access to common vendors, formulation and brands.

On September 20, 2007, we acquired Infocrossing through a tender offer for an aggregate consideration of Rs. 17,640 million. In addition, upon acquisition we assumed liabilities amounting to Rs. 5,172 million towards payments due to holders of convertible debt and stock options which were cancelled upon acquisition. Infocrossing is a U.S.-based IT infrastructure management, enterprise application and business process outsourcing services provider. We believe that this acquisition broadens our data center and mainframe capabilities and strengthens our competitive positioning in the remote infrastructure management sector.

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Our revenue, net income and other selected financial information for the three month and six month periods ended September 30, 2006 and 2007 are provided below.

| | Wipro Limited and its subsidiaries | | | |
|--------------------|---|-------------|-------------------------|-------------|
| | Three months ended | | Six months ended | |
| | September 30, | | September 30, | |
| | 2006 | 2007 | 2006 | 2007 |
| | (in millions except earnings per share data) | | | |
| Revenue | Rs. 35,138 | Rs. 47,281 | Rs. 66,450 | Rs. 89,113 |
| Cost of revenue | (23,841) | (33,009) | (45,023) | (62,105) |
| Gross profit | 11,297 | 14,271 | 21,427 | 27,008 |
| Gross margins | 32% | 30% | 32% | 30% |
| Operating income | 7,468 | 8,163 | 13,978 | 15,028 |
| Net income | 6,963 | 8,121 | 13,105 | 15,226 |
| Earnings per share | | | | |
| Basic | 4.89 | 5.60 | 9.22 | 10.50 |
| Diluted | 4.83 | 5.57 | 9.10 | 10.45 |

Our revenue and operating income by business segment are provided below for the three months and six months ended September 30, 2006 and 2007:

| | Three months ended | | Six months ended | |
|--|---------------------------|-------------|-------------------------|-------------|
| | September 30, | | September 30, | |
| | 2006 | 2007 | 2006 | 2007 |
| Revenue: | | | | |
| Global IT Services and Products | | | | |
| IT Services and products | 71% | 62% | 71% | 64% |
| BPO Services | 7 | 6 | 7 | 6 |
| Total | 78 | 68 | 78 | 70 |
| India and AsiaPac IT Services and Products | 14 | 18 | 14 | 17 |
| Consumer Care and Lighting | 5 | 8 | 5 | 7 |
| Others | 3 | 6 | 3 | 6 |
| Reconciling Items | | | | |
| | 100% | 100% | 100% | 100% |
| Operating income: | | | | |
| Global IT Services and Products | | | | |
| IT Services | 83% | 80% | 83% | 81% |
| BPO Services | 7 | 8 | 7 | 8 |
| Total | 90 | 88 | 90 | 89 |
| India and AsiaPac IT Services and Products | 6 | 7 | 6 | 7 |
| Consumer Care and Lighting | 3 | 5 | 3 | 5 |
| Others | 2 | 2 | 2 | 2 |
| Reconciling items | (1) | (2) | (1) | (3) |
| | 100% | 100% | 100% | 100% |

Results of operations for the three months ended September 30, 2007 and 2006

Our total revenues increased by Rs. 12,143 million, or 35% from Rs. 35,138 million for the three months ended September 30, 2006 to Rs. 47,281 million for the three months ended September 30, 2007. This was driven primarily by a 19%, 21%, 76%, 90% and 145% increase in revenue from our IT Services, BPO Services, India and AsiaPac IT Services and Products, Consumer Care and Lighting and Others business segments, respectively.

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As a percentage of total revenue, gross profit declined by 2% from 32% for the three months ended September 30, 2006 as compared to 30% for the three months ended September 30, 2007. This was primarily due to a decline in gross profit as a percentage of revenue from our IT Services and Products from 34% for the three months ended September 30, 2006 to 32% for the three months ended September 30, 2007, a decrease in gross profit as a percentage of revenue from our BPO Services from 35% for the three months ended September 30, 2006 to 33% for the three months ended September 30, 2007, a decline in gross profit as a percentage of revenue from Others from 27% for the three months ended September 30, 2006 to 20% for the three months ended September 30, 2007, and a marginal decrease in gross profit as a percentage of revenue from our Indian and AsiaPac IT Services and Products segment from 23% for the three months ended September 30, 2006 to 22% for the three month ended September 30, 2007 partially offset by an increase in gross profit as a percentage of revenue from our Consumer Care and Lighting business segment from 34% for the three months ended September 30, 2006 to 42% for the three months ended September 30, 2007.

Selling and marketing expenses increased by Rs. 1,128 million, or 52%, from Rs. 2,160 million for the three months ended September 30, 2006 to Rs. 3,288 million for the three months ended September 30, 2007. This was primarily on account of an increase in the selling and marketing expenses in our India and AsiaPac IT Services and Products business segment by Rs. 397 million, an increase in the selling and marketing expenses in our Consumer Care and Lighting business segment by Rs. 501 million and an increase in selling and marketing expenses in Others (including reconciling items) by Rs. 149 million.

General and administrative expenses increased by Rs. 861 million or 48% from Rs. 1,794 million for the three months ended September 30, 2006 to Rs. 2,655 million for the three months ended September 30, 2007. This increase was primarily on account of an increase in general and administrative expenses of our IT Services and Products business segment by Rs. 342 million, increase in general and administrative expenses of our India and AsiaPac IT Services and Products business segment by Rs. 164 million, increase in general and administrative expenses of our Consumer Care and Lighting business segment by Rs. 178 million and increase in general and administrative expenses of Others including reconciling items by Rs. 154 million.

As a result of the foregoing factors, operating income increased by 9% from Rs. 7,468 million for the three months ended September 30, 2006 to Rs. 8,163 million for the three months ended September 30, 2007.

Other income, net. Other income, net, increased from Rs. 471 million for the three months ended September 30, 2006 to Rs. 743 million for the three months ended September 30, 2007. The increase in other income was primarily due to increase in the average yield of investments and gain on sale of liquid and short-term investments.

Income taxes. Income taxes decreased by 19%, from Rs. 1,068 million for the three months ended September 30, 2006 to Rs. 865 million for the three months ended September 30, 2007. Our effective tax rate decreased from 13.3% for the three months ended September 30, 2006 to 9.6% for the three months ended September 30, 2007. The decline was primarily due to decrease in the proportion of income subject to tax in foreign jurisdiction and reversal of income taxes in respect of prior years.

Equity in earnings / losses of affiliates. Equity in earnings of affiliates for the three months ended September 30, 2006 and 2007 was Rs. 92 million and Rs. 84 million respectively. Equity in earnings of affiliates of Rs. 92 million for the three months ended September 30, 2006 comprises equity in earnings of Wipro GE of Rs. 90 million and equity in earnings of WeP Peripherals of Rs. 2 million. Equity in earnings of affiliates of Rs. 84 million for the three months ended September 30, 2007 comprises equity in earnings of Wipro GE of Rs. 96 million and equity in loss of WM Netserv of Rs. 12 million.

Net income. As a result of the foregoing factors, net income increased by 17%, from Rs. 6,963 million for the three months ended September 30, 2006 to Rs. 8,121 million for the three months ended September 30, 2007.

Table of Contents**Results of operations for the six months ended September 30, 2007 and 2006**

Our total revenues increased by 34%, from Rs. 66,450 million for the six months ended September 30, 2006 to Rs. 89,113 million for the six months ended September 30, 2007. This was driven primarily by a 20%, 22%, 64%, 64% and 202% increase in revenue from our IT Services, BPO Services, India and AsiaPac IT Services and Products, Consumer Care and Lighting and Others business segments, respectively.

As a percentage of total revenue, gross profit declined marginally by 2%, from 32% for the six months ended September 30, 2006 to 30% for the six months ended September 30, 2007. This was primarily due to a decline in gross profit as a percentage of revenue from our IT Services and Products business segment from 34% for the six months ended September 30, 2006 to 32% for the six months ended September 30, 2007, decline in gross profit as a percentage of revenue from our India and AsiaPac IT Services and Products business segment by 1% from 23% for the six months ended September 30, 2006 to 22% for the six months ended September 30, 2007 and a decline in gross profit as a percentage of revenue from Others from 24% for the six months ended September 30, 2006 to 17% for the six months ended September 30, 2007. This decline was partially offset by the increase in gross profit as a percentage of revenue from our BPO Services from 32% for the six months ended September 30, 2006 to 34% for the six months ended September 30, 2007 and increase in gross profit in our Consumer Care and Lighting business segment by 4% from 35% for the six months ended September 30, 2006 to 39% for the six months ended September 30, 2007.

Selling and marketing expenses increased by Rs. 1,852 million, or 44%, from Rs. 4,197 million for the six months ended September 30, 2006 to Rs. 6,049 million for the six months ended September 30, 2007. This was primarily on account of an increase in the selling and marketing expenses in our IT Services and Products business segment by Rs. 320 million, an increase in the selling and marketing expenses in our India and AsiaPac IT Services and Products business segment by Rs. 678 million, an increase in the selling and marketing expenses in our Consumer Care and Lighting business segment by Rs. 564 million and an increase in selling and marketing expenses in Others, including reconciling items by Rs. 228 million.

General and administrative expenses increased by 44% from Rs. 3,272 million for the six months ended September 30, 2006 to Rs. 4,715 million for the six months ended September 30, 2007. This increase was primarily on account of increase in general and administrative expenses of our IT Services and products business segment by Rs. 653 million, an increase in general and administrative expenses of our India and AsiaPac IT Services and Products business segment by Rs. 277 million, an increase in general and administrative expenses of our Consumer Care and Lighting business segment by Rs. 185 million and an increase in general and administrative expenses of Others, including reconciling items, by Rs. 250 million.

As a result of the foregoing factors, operating income increased by 7%, from Rs. 13,978 million for the six months ended September 30, 2006 to Rs. 15,028 million for the six months ended September 30, 2007.

Other income, net. Other income, net, increased 77%, from Rs. 979 million for the six months ended September 30, 2006 to Rs. 1,734 million for the six months ended September 30, 2007. The increase in other income is primarily due to increase in the average yield of investments and gain on sale of liquid and short-term investments.

Income taxes. Income taxes decreased by 17%, from Rs. 2,047 million for the six months ended September 30, 2006 to Rs. 1,704 million for the six months ended September 30, 2007. Our effective tax rate declined from 13.5% for the six months ended September 30, 2006 to 10.1% for the six months ended September 30, 2007. The decline was primarily due to decrease in the proportion of income subject to tax in foreign jurisdiction and reversal of income taxes in respect of prior years.

Equity in earnings / losses of affiliates. Equity in earnings of affiliates for the six months ended September 30, 2006 and 2007 was Rs. 157 million and Rs. 171 million, respectively. Equity in earnings

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of affiliates of Rs. 157 million for the six months ended September 30, 2006 comprises equity in earnings of Wipro GE of Rs. 164 million and equity on loss of WeP Peripherals of Rs. 7 million. Equity in earnings of affiliates of Rs. 171 million for the six months ended September 30, 2007 comprises equity in earnings of Wipro GE Rs 193 million and equity on loss of WM Netsev Rs. 22 million.

Net income. As a result of the foregoing factors, net income increased by 16% from Rs. 13,105 million for the six months ended September 30, 2006 to Rs. 15,226 million for the six months ended September 30, 2007.

Segment Analysis:

Our Global IT Services and Products segment provides IT services to customers in the Americas, Europe and Japan and BPO Services to clients in North America, Europe, Australia and other markets. The range of IT services we provide includes IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, technology infrastructure outsourcing, testing services and research and development services in the areas of hardware and software design. Our services offerings in BPO Services include customer interaction services, finance and accounting services and process improvement services for repetitive processes.

Operating segments with similar economic characteristics and which comply with segment aggregation criteria specified in US GAAP have been combined to form our reportable segments. Consequently, IT Services and Products and BPO Services qualify as reportable segments under Global IT Services and Products.

Our Global IT Services and Products business segment accounted for 70% of our revenue and 89% of our operating income for the six months ended September 30, 2007. Of these percentages, our IT Services and Products segment accounted for 64% of our revenue and 81% of our operating income for the six months ended September 30, 2007 and our BPO Services segment accounted for 6% of our revenue and 8% of our operating income for the six months ended September 30, 2007.

Global IT Services and Products

| | Three months ended | | Six months ended | |
|---------------------------------------|--------------------|---------|------------------|---------|
| | September 30, | | September 30, | |
| | 2006 | 2007 | 2006 | 2007 |
| Revenue | 27,173 | 32,454 | 51,649 | 61,867 |
| Gross profit | 9,208 | 10,519 | 17,573 | 19,992 |
| Selling & marketing expenses | (1,283) | (1,365) | (2,492) | (2,874) |
| General & administrative expenses | (1,399) | (1,763) | (2,551) | (3,282) |
| Research & development expenses | (71) | (157) | (128) | (330) |
| Amortisation of intangibles | (65) | (56) | (102) | (125) |
| Others, net | 263 | (14) | 265 | 9 |
| Operating income | 6,653 | 7,164 | 12,565 | 13,390 |
| Revenue growth rate over prior period | 44% | 19% | 43% | 20% |
| Gross margin | 34% | 32% | 34% | 32% |
| Operating margin | 24% | 22% | 24% | 22% |

Revenue from our Global IT Services and Products segment consists of revenue from our IT Services and Products and BPO Services business operating segments.

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| | Three months ended | | Six months ended | |
|---------------------------------------|---------------------------|-------------|-------------------------|-------------|
| | September 30, | | September 30, | |
| | 2006 | 2007 | 2006 | 2007 |
| | (in millions) | | (in millions) | |
| Revenue | Rs. 24,877 | Rs. 29,671 | Rs. 47,252 | Rs. 56,570 |
| Gross profit | 8,409 | 9,587 | 16,167 | 18,198 |
| Selling and marketing expenses | (1,276) | (1,325) | (2,478) | (2,798) |
| General and administrative expenses | (1,154) | (1,495) | (2,105) | (2,758) |
| Research and development expenses | (71) | (157) | (128) | (330) |
| Amortization of intangibles | (64) | (55) | (99) | (123) |
| Others, net | 263 | (14) | 265 | 9 |
| Operating income | 6,109 | 6,541 | 11,622 | 12,198 |
| Revenue growth rate over prior period | 45% | 19% | 45% | 20% |
| Gross margin | 34% | 32% | 34% | 32% |
| Operating margin | 25% | 22% | 25% | 22% |

The revenue and profits for any period of our IT services is significantly affected by the proportion of work performed at our facilities in India and at client sites overseas and by the utilization rates of our IT professionals. The higher rates we charge for performing work at client sites overseas do not completely offset the higher costs of performing such overseas work, and therefore, services performed in India generally yield better profit margins. For this reason, we seek to move a project as early as possible from overseas locations to our Indian development centers. As of September 30, 2007, approximately 76% of our professionals engaged in providing IT services were located in India. For the six months ended September 30, 2007, 45% of the revenues of our IT services were generated from work performed at our facilities in India.

In our segment reporting only, management has included the impact of exchange rate fluctuations in revenue. Excluding the impact of exchange rate fluctuations, revenue, as reported in our statements of income, is Rs.47,289 million and Rs.56,942 million for the six months ended September 30, 2006 and 2007 respectively.

BPO Services

| | Three months ended | | Six months ended | |
|-------------------------------------|---------------------------|-------------|-------------------------|-------------|
| | September 30, | | September 30, | |
| | 2006 | 2007 | 2006 | 2007 |
| | (in millions) | | (in millions) | |
| Revenue | Rs. 2,296 | Rs. 2,783 | Rs. 4,397 | Rs. 5,297 |
| Gross profit | 797 | 932 | 1,405 | 1,794 |
| Selling and marketing expenses | (8) | (40) | (14) | (76) |
| General and administrative expenses | (244) | (269) | (446) | (524) |
| Amortization of intangibles | (1) | | | |