

Premji Azmi H.
Form SC 13G
February 22, 2011

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. ____)*
WIPRO LIMITED**

(Name of Issuer)

Equity Shares, par value Rs. 2 per share

(Title of Class of Securities)

97651M109

(CUSIP Number)

See Introduction

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Table of Contents

CUSIP No. 97651M109

1 NAMES OF REPORTING PERSONS.
Azim H. Premji

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of India

| | | |
|-----------|----------|-------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 93,405,100 |

| | | |
|------------------------------------|----------|---------------------|
| SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER |
| | | 0 |

| | | |
|-----------------------------|----------|------------------------|
| EACH REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER |
| | | 93,405,100 |

| | | |
|-------|----------|--------------------------|
| WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Table of Contents

CUSIP No. 97651M109

NAMES OF REPORTING PERSONS.

1
Hasham Traders

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of India

5
SOLE VOTING POWER

NUMBER OF 543,765,000

6
SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
0

7
EACH REPORTING PERSON SOLE DISPOSITIVE POWER
543,765,000

8
WITH: SHARED DISPOSITIVE POWER
0

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Table of Contents

CUSIP No. 97651M109

1 NAMES OF REPORTING PERSONS.

Prazim Traders

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of India

SOLE VOTING POWER

5

NUMBER OF 541,695,000

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 541,695,000

SHARED DISPOSITIVE POWER

8

WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Table of Contents

CUSIP No. 97651M109

NAMES OF REPORTING PERSONS.

1

Zash Traders

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Republic of India

SOLE VOTING POWER

5

NUMBER OF 540,408,000

SHARED VOTING POWER

BENEFICIALLY **6**

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 540,408,000

SHARED DISPOSITIVE POWER

WITH: **8**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Table of Contents

CUSIP No. 97651M109

NAMES OF REPORTING PERSONS.

1
Napean Trading Investment Co. Pvt. Ltd. and Azim Hasham Premji

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Republic of India

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY 187,666

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 0

SHARED DISPOSITIVE POWER

WITH: **8**

187,666

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Table of Contents

CUSIP No. 97651M109

NAMES OF REPORTING PERSONS.

1
Regal Investment and Trading Co. Pvt. Ltd. and Azim Hasham Premji

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Republic of India

SOLE VOTING POWER

5
NUMBER OF
0

SHARED VOTING POWER

6
SHARES
BENEFICIALLY
OWNED BY 187,666

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON 0

SHARED DISPOSITIVE POWER

8
WITH:
187,666

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Table of Contents

CUSIP No. 97651M109

NAMES OF REPORTING PERSONS.

1
Vidya Investment Trading Co. Pvt. Ltd. and Azim Hasham Premji

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Republic of India

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY 187,666

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 0

SHARED DISPOSITIVE POWER

WITH: **8**

187,666

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Table of Contents

CUSIP No. 97651M109

1 NAMES OF REPORTING PERSONS.
Azim Premji Foundation (I) Pvt. Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of India

| | | |
|--------------|----------|---------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 10,843,333 |
| SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | 0 |
| OWNED BY | | |

| | | |
|-----------|----------|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| EACH | | 10,843,333 |
| REPORTING | | |
| PERSON | | |

| | | |
|-------|----------|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| WITH: | | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Table of Contents

CUSIP No. 97651M109

NAMES OF REPORTING PERSONS.

1
Azim Premji Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Republic of India

SOLE VOTING POWER

5

NUMBER OF 213,000,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
213,000,000

SHARED DISPOSITIVE POWER

WITH: **8**
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Table of Contents

CUSIP No. 97651M109

1 NAMES OF REPORTING PERSONS.
Yasmeen A. Premji and Azim H. Premji

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of India

| | | |
|--------------|----------|------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 0 |
| SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | 1,062,666 |
| OWNED BY | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | | |

| | | |
|-------|----------|--------------------------|
| WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | 1,062,666 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Table of Contents

CUSIP No. 97651M109

1 NAMES OF REPORTING PERSONS.

Rishad Azim Premji and Azim H. Premji

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of India

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY 946,666
 SHARED VOTING POWER

7 EACH REPORTING PERSON 0
 SOLE DISPOSITIVE POWER

8 WITH: 946,666
 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Table of Contents

CUSIP No. 97651M109

1 NAMES OF REPORTING PERSONS.
Tariq Azim Premji and Azim Hasham Premji

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of India

| | | |
|--------------|----------|---------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | 0 | |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 6 | |
| OWNED BY | | 265,000 |

| | | |
|-----------|----------|------------------------|
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING | 7 | |
| PERSON | | 0 |

| | | |
|-------|----------|--------------------------|
| WITH: | | SHARED DISPOSITIVE POWER |
| | 8 | |
| | | 265,000 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,935,110,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

78.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

TABLE OF CONTENTS

| | |
|--|----|
| <u>Item 1</u> | 14 |
| <u>Item 2</u> | 14 |
| <u>Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a</u> | 15 |
| <u>Item 4. Ownership</u> | 15 |
| <u>Item 5. Ownership of Five Percent or Less of a Class</u> | 15 |
| <u>Item 6. Ownership of More than Five Percent on Behalf of Another Person</u> | 15 |
| <u>Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person</u> | 15 |
| <u>Item 8. Identification and Classification of Members of the Group</u> | 16 |
| <u>Item 9. Notice of Dissolution of Group</u> | 16 |
| <u>Item 10. Certification</u> | 16 |
| <u>SIGNATURE</u> | |
| <u>Exhibit Index</u> | |
| <u>Exhibit A</u> | |
| <u>Exhibit B</u> | |

Table of Contents

Introduction.

This Schedule 13G is being filed by and on behalf of Azim H. Premji, Hasham Traders, Prazim Traders, Zash Traders, Napean Trading and Investment Co. Pvt. Ltd., Regal Investment and Trading Co. Pvt. Ltd., Vidya Investment Trading Co. Pvt. Ltd., Azim Premji Foundation (I) Pvt. Ltd., Azim Premji Trust, Yasmeen A. Premji, Rishad Azim Premji, and Tariq Azim Premji (collectively, the Reporting Persons) with respect to the Equity Shares, par value Rs. 2 per share (the Equity Shares), of Wipro Limited (the Company). Mr. Azim H. Premji became Chairman of the Company in 1968, and he has been a shareholder of the Company since that date. Prior to the date of this filing, none of the Reporting Persons has filed either a Schedule 13D or a Schedule 13G with respect to their holdings of Equity Shares. On December 1, 2010, Napean Trading and Investment Co. Pvt. Ltd., Regal Investment and Trading Co. Pvt. Ltd. and Vidya Investment and Trading Co. Pvt. Ltd. transferred by way of gift 213,000,000 Equity Shares of the Company to the Azim Premji Trust.

Item 1.

(a) Name of Issuer:

Wipro Limited

(b) Address of Issuer's Principal Executive Offices:

Doddakannelli

Sarjapur Road

Bangalore, Karnataka 560035, India

+91-80-2844-0055

Item 2.

(a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Azim H. Premji

Hasham Traders

Prazim Traders

Zash Traders

Napean Trading Investment Co. Pvt. Ltd.

Regal Investment and Trading Co. Pvt. Ltd.

Vidya Investment Trading Co. Pvt. Ltd.

Azim Premji Foundation (I) Pvt. Ltd.

Azim Premji Trust

Yasmeen A. Premji

Rishad Azim Premji

Tariq Azim Premji

(b) Address of Principal Business Office or, if none, Residence:

Doddakannelli

Sarjapur Road

Bangalore, Karnataka 560035, India

+91-80-2844-0055

(c) Citizenship of Natural Persons and Corporations:

Republic of India

(d) Title of Class of Securities:

Table of Contents

Equity Shares, par value Rs. 2 per share

- (e) CUSIP Number:
97651M109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owed:

See Row 9 of each cover page for the amount beneficially owned by each Reporting Person.

- (b) Percent of class:

See Row 11 of each cover page for the percentage of class beneficially owned by each Reporting Person based on 2,451,995,801 equity shares outstanding as of September 30, 2010, as provided in Wipro's Annual Report on Form 20-F for the year ended March 31, 2010.

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of each cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of each cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of each cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of each cover page for each Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Instruction: Dissolution of a group requires a response to this item.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Table of Contents

Item 8. Identification and Classification of Members of the Group

By filing this Schedule 13G as a joint filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the Act), the Reporting Persons are not affirming the existence of a group. In addition, this Schedule 13G should not be construed to be an admission by any of the Reporting Persons that any of the Reporting Persons is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Schedule 13G as to which such Reporting Person may be deemed to have shared voting power or shared dispositive power as described in the cover pages of this Schedule 13G and in Exhibit B hereto. A copy of the Agreement Relating to Joint Filing of Schedule 13G is attached hereto as Exhibit A.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Table of Contents

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2011

AZIM H. PREMJI

By: /s/ Azim H. Premji

Azim H. Premji

HASHAM TRADERS

By: /s/ Azim H. Premji

Name: Azim H. Premji

Title: Partner

PRAZIM TRADERS

By: /s/ Azim H. Premji

Name: Azim H. Premji

Title: Partner

ZASH TRADERS

By: /s/ Azim H. Premji

Name: Azim H. Premji

Title: Partner

**NAPEAN TRADING INVESTMENT CO. PVT.
LTD. AND
AZIM HASHAM PREMJI**

By: /s/ Azim H. Premji

Name: Azim H. Premji

Title: Director

By: /s/ Azim H. Premji

Azim H. Premji

Table of Contents

REGAL INVESTMENT TRADING CO. PVT.
LTD. AND
AZIM HASHAM PREMJI

By: /s/ Azim H. Premji

Name: Azim H. Premji
Title: Director

By: /s/ Azim H. Premji

Azim H. Premji

VIDYA INVESTMENT TRADING CO. PVT.
LTD. AND
AZIM HASHAM PREMJI

By: /s/ Azim H. Premji

Name: Azim H. Premji
Title: Director

By: /s/ Azim H. Premji

Azim H. Premji

AZIM PREMJI FOUNDATION (I) PVT. LTD.

By: /s/ Azim H. Premji

Name: Azim Premji
Title: Director

AZIM PREMJI TRUST

By: /s/ Azim H. Premji

Name: Azim H. Premji
Title: Director of Azim Premji Trustee Co. Pvt.
Ltd., Trustee

Table of Contents

YASMEEN A. PREMJI AND AZIM H. PREMJI

By: /s/ Yasmeen A. Premji

Yasmeen A. Premji

By: /s/ Azim H. Premji

Azim H. Premji

RISHAD AZIM PREMJI AND AZIM H.
PREMJI

By: /s/ Rishad Azim Premji

Rishad Azim Premji

By: /s/ Azim H. Premji

Azim H. Premji

TARIQ AZIM PREMJI AND AZIM HASHAM
PREMJI

By: /s/ Tariq Azim Premji

Tariq Azim Premji

By: /s/ Azim H. Premji

Azim H. Premji

Table of Contents

Exhibit Index

| Exhibit | Found on Sequentially Numbered Page |
|---|---|
| Exhibit A: Agreement of Joint Filing | 20 |
| Exhibit B: Reporting Person Relationships | 23 |