

PEOPLE
BUSINESS
BUSINESS
PEOPLE
A JOURNEY IN LEADERSHIP

Report  Junction.com



PEOPLE BUSINESS BUSINESS PEOPLE

The leadership journey

at Wipro is as much about

people as it is about business.

It's a story of talent, its recognition,
development and transformation.

More than ever, it's about diversity
of culture and oneness of vision.

About seizing initiatives, stretching borders,
markets and individual ability.

It's also about innovation and a steadfast
commitment to quality.

Essentially however, it's about values
and integrity, without which success
is never enduring.

It's a people story. A journey called Wipro.



PEOPLE BUSINESS BUSINESS PEOPLE

The leadership journey at Wipro is as much about people as it is about business. It's a story of talent, its recognition, development and transformation. More than ever, it's about diversity of culture and oneness of vision. About seizing initiatives, stretching borders, markets and individual ability. It's also about innovation and a steadfast commitment to quality. Essentially however, it's about values and integrity, without which success is never enduring. It's a people story. A journey called Wipro.



Board of Directors

Azim H Premji
Chairman
and Managing Director

Vivek Paul
Vice Chairman
and Executive Officer

Dr. Ashok Ganguly
Chairman, ICICI OneSource Ltd,
Former Chairman, ICI India Ltd,
Former Director, Unilever Plc.

B C Prabhakar
Practitioner of Law

Prof. Eisuke Sakakibara
Professor of Economics,
Keio University, Japan

Dr. Jagdish N Sheth
Professor of Marketing,
Emory University,
USA

P M Sinha
Former Chairman,
Pepsico Holdings, India

Narayan Vaghul
Chairman, ICICI Bank Ltd.

Audit Committee

N Vaghul - Chairman
P M Sinha - Member
B C Prabhakar - Member

Compensation and Benefits Committee

N Vaghul - Chairman
P M Sinha - Member
B C Prabhakar - Member

Nomination and Corporate Governance Committee

Ashok Ganguly - Chairman
N Vaghul - Member
B C Prabhakar - Member

Shareholders and Investors Grievance Committee

B C Prabhakar - Chairman
Azim H Premji - Member

REGISTERED AND CORPORATE OFFICE

WIPRO LIMITED
Doddakannelli, Sarjapur Road,
Bangalore - 560 035, India
Tel: 91-80-8440011 Fax: 91-80-8440054

Visit us at
www.wiprocorporate.com
www.wipro.com
www.wipro.co.in

WIPRO LIMITED
1300, Critzenden Lane, # 200
Mountain View, CA 94043 USA
Tel: 650-316-3555 Fax: 650-316-3467

WIPRO LIMITED
European Headquarters
137 Eastson Road
London NW1 2AA UK
Phone: +44 (020) 7387 0606
Fax: +44 (020) 7387 0605

WIPRO LIMITED
911A, Landmark Tower
2-1-1, Minatomirai 2-Chome
Nishi-Ku, Yokohama 220 -8109, Japan
Phone: +81 (45) 650 3950
Fax: +81 (45) 650 3951

CONTENTS

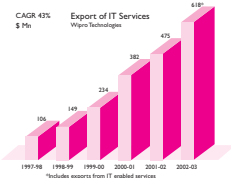
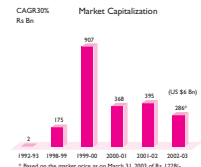
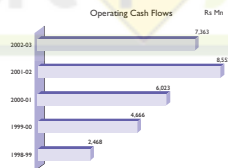
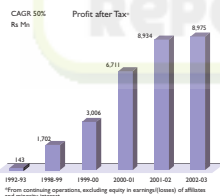
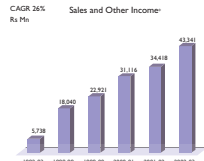
The numbers of business	02
Letter to stakeholders	04
The business of leadership	10
The leadership of business	21
Business Units	32
Directors' Report	33
Report on Corporate Governance	36
Financial Statements	54
Annual Report filed with United States Securities and Exchange Commission (Form 20F)	112
Board Directors	Inside back cover

THE NUMBERS OF BUSINESS
THE NUMBERS OF BUSINESS

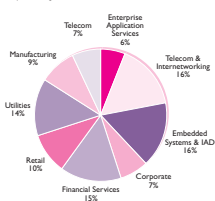
As we make the transition from a leader in India to a global leader, we are building a global workforce that is as diverse as it is committed to derive greater levels of customer satisfaction.

Our focus, to this end, is as much on the future as it is on today. A focus that has seen us grow by 26% (CAGR) in revenues, add 44 new customers in global IT Services, and establish 27 clients with a revenue run rate in excess of \$ 5 million. Our top 10 clients across the globe have an average experience of working with us for over five years.

We have made bold initiatives and successfully integrated three acquisitions - Spectramind, Global Energy Practices of AMS Inc., and R&D labs of Ericsson and are at present occupied in the integration of our NerveWire acquisition. In the same breath, we will continue to look for opportunities that create and provide a sustainable competitive advantage to us and our customers.



Composition of Business Verticals 2002-03
Wipro Technologies

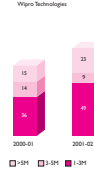


Wipro Limited (Consolidated) - Audited Segment-wise business performance for the year ended March 31, 2003 (In Rs. Million)

Particulars	Global IT Services & Products	IT Enabled Services	India & AsiaPac IT Services & Products	Consumer Care & Lighting	Wipro Health Science	Others	Continuing Operations	Discontinued ISP Business	Wipro Limited
Revenue									
External Sales & Services	28,456	1,645	8,222	2,991	893	1,134	43,341	42	43,383
Internal Sales & Services	-	-	173	-	-	(173)	-	-	-
Total	28,456	1,645	8,395	2,991	893	961	43,341	42	43,383
Growth in Revenues	25%	66	14%	(1%)	42%	2	26%	-	24%
% of Total Revenues	66	4	19	7	2	2	-	-	19
Profit before Interest and Tax (PBIT)	8,100	395	557	436	8	188	9,684	(182)	9,502
Growth in PBIT	4%	4	(3%)	6%	8	-	9%	-	9%
% of Total PBIT	84	4	6	5	-	1	-	-	100
Operating Margins	28%	24%	7%	15%	-	-	22%	-	22%
Interest Income	-	-	-	-	-	-	634	-	634
(Net of interest expense of Rs. 30 Mn)	-	-	-	-	-	-	10,318	(182)	10,136
Profit before Tax							10,318	(182)	10,136
Income Tax expense	-	-	-	-	-	-	(1,343)	67	(1,276)
Profit before extraordinary items							8,975	(115)	8,860
Growth							0.5%	0.1%	
Discontinuance of ISP business (net of tax benefit of Rs. 90 Mn)	-	-	-	-	-	-	-	(263)	(263)
Profit before equity in earnings/ (losses) of affiliates and minority interest							8,975	(378)	8,597
Equity in earnings of affiliates	-	-	-	-	-	-	(37)	(37)	(355)
Minority interest	-	-	-	-	-	-	(37)	(37)	(37)
Profit after Tax							8,583	(378)	8,205
Growth							(4%)	-	(7%)
Other information									
Net fixed assets	5,025	802	285	386	84	918	7,500	34	7,534
Trade receivables	5,535	268	2,100	197	325	155	8,580	23	8,603
Cash balances/investments	2,186	44	21	197	9	12,855	15,312	-	15,312
Other assets	2,448	424	1,053	384	160	1,596	6,025	4	6,029
Goodwill	1,038	3,776	-	-	175	18	5,007	-	5,007
Current liabilities	(3,019)	(294)	(2,384)	(442)	(266)	(644)	(7,049)	(68)	(7,117)
Capital employed	13,213	5,020	1,075	682	487	14,898	35,375	(7)	35,368
% of capital employed	37	14	3	2	1	43	-	-	100
Capital expenditure	1,770	463	147	14	75	54	-	-	2,523
Depreciation	1,048	150	214	61	17	82	-	-	1,572
Return on average capital employed from continuing business	74%	-	54%	60%	-	-	-	-	31%

Notes to Segment-wise business performance:
 1. The segment report of Wipro Limited and its consolidated subsidiaries and associates has been prepared in accordance with the Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India.
 2. The Company has three geographic segments: India, USA and Rest of the World. Significant portion of the segment assets are in India. Revenue from geographic segments based on domicile of the customers is as shown in India - Rs. 12,674 Mn + USA - Rs. 20,048 Mn + Rest of the World - Rs. 10,661 Mn + Total - Rs. 43,383 Mn.
 3. The company has a 49% equity interest in Wipro GE Medical Systems Limited (WGE), a joint venture with General Electric, USA. In the joint venture agreement provides specific rights to the joint venture partners. The rights conferred to Wipro are primarily protective in nature. Therefore, in accordance with the guidance in Accounting Standard 27 "Financial Reporting of Investments in Joint Ventures" the investments in Wipro GE have been accounted for by equity method and not by proportionate consolidation method.
 4. In accordance with the guidance provided in Accounting Standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements" WIP Peripherals has been accounted for by equity method of accounting.
 Refer note numbers 2,3,4,5 & 6 in notes to Accounts of Wipro Limited consolidated on page numbers 95 & 96.

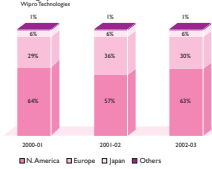
Number of Million \$ Customers



Active Customers



Geographical mix



LETTER TO STAKEHOLDERS

LETTER TO STAKEHOLDERS

Dear Stakeholder,

Over the last several years and particularly in these past 12 months, I have often been asked why I have not diversified my holding in Wipro or sold part of my stake in Wipro to de-risk my investment. My only answer to this question, for not just the last few years but consistently over the past four decades, has been that I believe Wipro is the company for not just the year ahead, but for the future.

Today the perceptions about a business are shaped significantly by the stock markets, and how the stock prices have behaved. Stock markets have viewed the future merely as an extension of the immediate present. In the year 1999 and 2000, an annual growth rate of 60% was considered low while in 2001 and 2002, an annual growth rate of 30% was considered a challenge. Estimating growth for the years ahead is a tough job and this is something that each one of you has to perform for yourself. Our task, as I see it, is to grow the business both Revenue and Profits, the best we can in the environment we operate in. This growth could be aided by a robust economic environment, or we may have to chart our own course towards it.

In today's environment, forecasting the future is a difficult task. So let's leave

fortune-telling to the Oracles, and discuss instead our analysis of business trends that will shape this future, and what we see as our challenges and our initiatives for action.

Perhaps the biggest business trend we see is one that we created. Getting technology work done from a company like Wipro is now conventional wisdom - a significant change from the radical idea it was a few years ago when we began proposing it. This brings with it an enormous potential as well as an enormous responsibility.

We have a clear shot at not just becoming an Indian leader, but becoming a global leader. As global companies try to duplicate our successes, we have to move swiftly to ourselves become a global player. We must build a full range of services, we must build a global workforce and we must build among the most customer focused organizations in the world.

This defines our initiatives for the future. Meanwhile we will continue to build our service lines, focusing on Consulting, Business Process Outsourcing and Infrastructure Services. We will continue to build global delivery capability from global delivery centers. We will build a team of account managers that will have a greater say on how we run our company than hierarchical chiefs.



Azim H Premji
Chairman

junction.com

If it is good to have our time in the sun, we also recognize that this will not last forever. If we have not transformed ourselves in the next 36 months, customers will not wait for us, and we will be relegated to being someone else's contract factory. Everything we do has that sense of urgency and willingness to invest.

Similarly, in the Consumer Care businesses, we recognize that the Wipro distribution channel and manufacturing efficiencies poise us well for the imminent consumer boom in India. We will take actions to seize that opportunity.

At the same time, we recognize that transformation only comes on the foundation of execution excellence.

Every day we find more ways to improve. Our process leadership, honed through models like CMM, CMMi, PCMM and Six Sigma, continues to find ways for us to walk the path of continuous improvement. This is particularly important at a time when we face pricing pressures, as old service lines commoditize and as customers get more sophisticated in their buying behavior. While no one can cost-reduce themselves to greatness, we recognize that a strong cash flow and balance sheet represents a unique competitive advantage against our global competitors.

The key to success in all these efforts, as always, is our people. Even more in today's world - top down cost reduction has to be replaced with smart productivity.



that improves utilizations and productivity per employee. This is attempted through a multi-pronged approach, which relies on aggressive use of technology at workplace, work restructuring and sharing of human resources which promotes efficient manpower utilization. Over the last few years, we have already reaped the gains from technology through digitization of the workplace. Now, we are actively trying not only to reduce the duplication of work within different parts of the organization, but also exploit the synergies across different business units to boost employee productivity. This year, we established a shared

services organization to push up the efficiency of all the administrative processes in the organization. In Software delivery, we are increasing the thrust on quality processes and development of re-usable components through knowledge management. Another key to boost employee productivity is efficient deployment of human resources through greater amount of employee sharing and mobility across divisions. Our culture of working in matrix structures gives this a strong emphasis.

As we look at our successes in the last year, they are very much in line with these directions. Once again, we



demonstrated our ability to scale, as we added 5,000 employees without missing a beat on execution excellence. We work to instill our Quality culture and processes into every aspect of what we do, taking it from not just within Wipro but on the field with sales teams and at customer sites through our Quality Consulting initiatives.

Our client portfolio continued to grow well and established 27 clients with a Revenue run rate in excess of \$5 million, with our top 10 clients having an average experience of working with us for around five years. This has resulted in 29 Fortune 1000 customers added in the fiscal year 2002-03. Of the 120

customers added in 2002-03, we have 20 customers who have a revenue run rate in excess of \$1 million. The rich client base we have will have a significant impact on client conversions as we go ahead.

We continued to invest aggressively in our service line expansion. We made acquisitions to speed up the building of domain and consulting expertise as we acquired the Energy and Utility Consulting business from American Management Systems and NerveWire, as well as executed the first total outsourcing deal in the R&D services space with the purchase of Ericsson's





labs in India. At the same time, we retained our core vertical structure, something that is a source of competitive advantage as we become experts in our customers' industries.

At the same time, we continued to build capability to manage acquisitions after the deal is done. Spectramind, an acquisition we made in the early part of the year, has demonstrated strong growth potential. We have been able to share operating best practices, including scalability and do joint selling. It has gone from 2700 to 5100 employees over 9 months while maintaining quality deliverables and 70% of its prospect funnel are Wipro customers or joint pursuits.

We have also invested in organic growth.

We hired 100+ consultants, built delivery centers in Windsor, Canada, Tampere, Finland, Japan, Stockholm, Sweden and Germany.

We continued our drive to make Wipro even more customer centric. We continuously enhance the abilities of our customer facing people, and drive organization structures which help the customer facing teams move the rest of the organization to deliver higher value to the customer. Comprehensive training programs which focus on the skills and abilities to understand the customer's business, anticipate her needs and deliver on these needs, are a key element in this strategy. Clearly, single minded customer focus leading to superior understanding of the customer is what gives Wipro that extra edge.

Our vision remains as shared earlier:

Business leadership: Among the top 10 Information Technology Services companies globally and the No.1 Information Technology company in India

Customer leadership: The No.1 choice of customers through innovative solutions and Six Sigma processes

People leadership: Among the top 10 most preferred employers globally by creating an environment of empowerment, intellectual challenge and wealth sharing

Brand leadership: Wipro to be among the 5 most admired brands in India

Will we get there in 2004?, 2005?. We do not know. But with so much to look forward to, you can understand my eagerness to keep my bonds with Wipro as strong as they have ever been.

P S Pai our Vice Chairman, after two decades of heading our Consumer and Lighting business, retired in July 2002. His contribution to the business results and culture of Wipro is significant and deserves special mention. We wish him all the very best.

I thank you all for the confidence and trust you have reposed in Wipro.

Team Wipro and I will endeavor to work towards our Vision with commitment and passion.

Very sincerely,

Azim H Premji
Chairman
April 30, 2003

THE BUSINESS OF LEADERSHIP

At Wipro we believe in the power of people leadership. That the worth of an organization is powered by the people who work for it. So, while the organization might be a furnace of creation, it is the people who stoke its fires. And in today's dynamic economic scenario, we believe it is our people who will lead us into our future.

Deep within our people lie dormant potential capabilities that can revolutionize business when translated into action. We continuously strive to channelize these powers to transform the organization into one that is strong, resolute and trusted. A careful nurturing of these innate powers, coupled with sensitive and innovative people practices has resulted in a deep pool of talent in the organization.

It is this depth of leadership, coupled with an unflinching focus on satisfying the customer that has fuelled our sustained growth and success. We have now become a preferred IT partner to customers worldwide.

Today, we respond proactively to the simplest needs of the customer - to 'do that little bit more' as a customer once put it. It is a journey that has brought us to a leadership position, where we provide comprehensive IT solutions and services with the speed, scalability, quality, flexibility and cost-effectiveness that give our customers a competitive edge in their markets. This focus has helped us create new markets, cross new borders, create innovative services, open new service lines and sustain all round growth. As we head

resolutely towards making Wipro more global, we're gearing up for the creation of a multi cultural and diverse workforce.

THE WIPRO LEADER

We understand the need to create leaders - true leaders who do more than just manage tasks or people. Wipro Leaders who help people find a new meaning to what they do; energize them to think beyond what they have been doing; encourage them to discover their true potential and become leaders themselves. It is these Wipro Leaders who carry the responsibility of leading us into the future.

At Wipro, even as we induct fresh talent, we place tremendous importance on developing leaders from within. To this end, it is our culture and processes that drive the development of leaders.

Wipro Leaders' Qualities

While all of us appreciate and recognize leaders and leadership qualities, the biggest hurdle arises when we try to identify these qualities. There is a strong temptation to attribute all possible good qualities one can think of, and come out with hundreds of qualities, akin to a super hero. The reality however, suggests that such supermen or women may not exist, and that actually, one has to create them.

At Wipro, we decided to be more pragmatic. We have identified eight leadership qualities for a Wipro Leader. This was done after extensive research, an understanding of best practices, interaction with thought leaders and our experience.

"Making people responsible for their work rather than their job, their achievements rather than their objectives and their potential rather than their goals - that is the Wipro way."

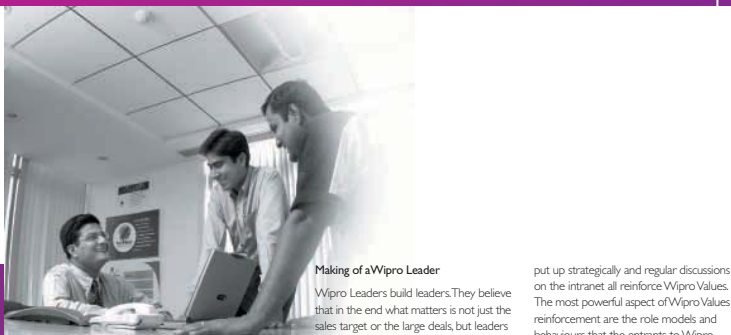
Manoj Mundada,
Consultant

"My work at Wipro has instilled certain core human values in me, including respect for everyone and the need to execute responsibility with integrity and hard work, which gets reflected in early responsibilities that have been entrusted upon me in Wipro."

Ashesh Malhotra, Senior Consultant

"Mentoring at Wipro is unique, and has a great impact on people like me. Within a very short time, I have completely grown into the Wipro Way. And my mentors, I can happily say, are the sole reason for this."

Nitin Krishnan Unni,
Senior Software Engineer



Making a Wipro Leader

Wipro Leaders build leaders. They believe that in the end what matters is not just the sales target or the large deals, but leaders whom they helped in developing. "Develop leaders under you, not only because it is good for business, but because it will give you tremendous personal satisfaction," is every Wipro Leader's dictum.

That, in essence, describes the moving spirit and energy behind Wipro's drive towards developing leaders from within.

Selecting leadership

Tomorrow's leaders are today's ambitious and enterprising youth.

At Wipro, when we go to campuses, and look for lateral talent, we look for leadership qualities in addition to academic achievements. We ask ourselves a simple question: will we ever make this person a member of the top management in Wipro?

Further, our selection processes clearly look for the behavior illustrated in the leadership competency list. We use these qualities to select young leaders from campuses and also when we select very senior people, though we would look for higher levels of proficiency in the latter.

Inducting leadership talent

True induction happens through the sharing of values. A new entrant in Wipro participates in a Values session addressed by the Chairman. Visible communication across the organisation in the form of integrity manuals, the value boards

put up strategically and regular discussions on the intranet all reinforce Wipro Values. The most powerful aspect of Wipro Values reinforcement are the role models and behaviours that the entrants to Wipro see every day at work.

New campus hires typically participate in a series of training programs aimed at technical knowledge enhancement, behavioural development, business induction and talent integration.

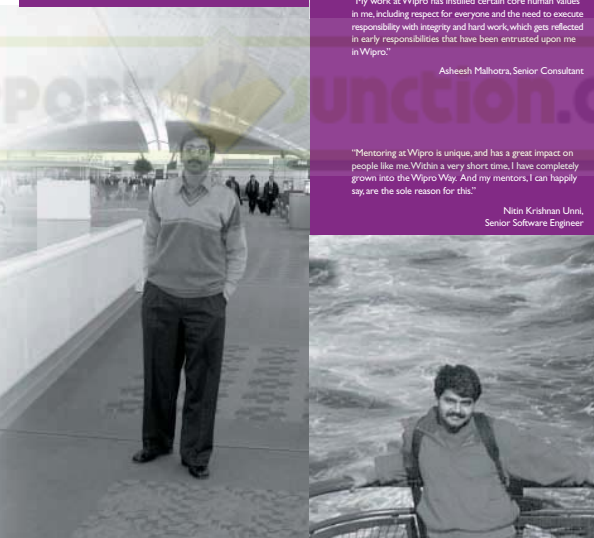
New talent gets integrated into the Wipro culture through mentors assigned to them. The mentee derives full benefit of the program as the design is discussed at length with the mentee and expectations are set.

Catching them young - Wipro Academy of Software Excellence - WASE

A unique program, pioneered by Wipro, in 1995, the Wipro Academy of Software Excellence targets fresh graduates from Science disciplines. The program prepares some of the best science graduates to work with applications programming environments in a growing software company like Wipro.

Also, they have the unique advantage of imbuing Wipro's culture right from the infancy of their career with us.

Bringing value to WASE students is Wipro's success in ensuring that the students are recognized with a formal post graduate degree from India's leading deemed university, Birla Institute of Technology & Science (BITS-Pilani).



Measuring leadership

How does one measure leadership? At Wipro, every year, all leaders above the middle management grade go through a 360-degree feedback. Where every leader receives feedback from his or her juniors, peers and managers. But feedback in itself is not enough. Most people appreciate feedback so long as it is positive! It is to counter this that we have a program called 'Winds of Change' - to convert feedback into action. We have a process to help leaders appreciate the feedback to help them grow and act on it.

Creating customer-centric leaders

At Wipro the customer has always been first. We invest our energies in developing lasting customer relationships based on trust, commitment and credibility. Through our customer leadership interface programs (CLIP), we train our managers to understand customers proactively. Participants are exposed to the importance of identifying and building on opportunities for serving the customer in more ways. They are trained to focus on building long term credibility by consistently delivering short term commitments. The program is designed for learning through lectures, group discussions etc.

DEVELOPING LEADERSHIP

Leadership training is not an event, but a process of learning and participation. To foster this process, we have created training programs designed along the lifecycle pattern of leadership development.

Learning by doing - execution is everything

While focused training is useful, we believe true learning comes from exposure to multiple opportunities and situations that we actually execute and deliver. Wipro continuously creates opportunities for people to grow through movement across various functions and roles and by extending opportunities to live and work in different countries.

Continuous expertise enhancement

As we create an environment to ensure that our leaders continue to grow, we are conscious of the quest of our technical leaders for knowledge and skill enhancement.

At Wipro, we are committed to continuously improve the competencies of our people. This, we believe, is critical to maintain the organization's competitive edge, apart from facilitating individual learning and retention. This for us is talent transformation.

We believe that a true leader is always in search of knowledge. Self development through managerial leadership programs and the avenues to scale higher and higher in knowledge acquisition, keeps the Wipro Leader going.

Wipro has a large suite of educational initiatives for its employees. Our people are encouraged to take up higher degree programs offered by premier educational institutes in India.



"Wipro is an ethical, exciting and open organization in which, each individual has ample opportunities to contribute. As for WASE, it is an out of the box experience which will be remembered by the participating members. Come to Wipro if you want a career, not another job!"
Parthasarathy G, Specialist, JEE-Web Services

"Working at Wipro is a great experience for me both professionally and personally. The commitment and passion of my colleagues to provide the best possible service to clients is a great asset for achieving my targets. Wipro provides a healthy environment for open debate, learning and growth of individuals."

Russell Goldie, Business Development Manager



Developing power consultants

Developing a leader isn't limited to his or her ability to think strategically and lead teams. As we move increasingly into the consulting space, customer facing skills are of prime importance. To meet this emerging need, we have rolled out a training strategy to build consultants. We do this through our programs on power consulting and strategic consulting.

Participants are trained to understand the context of the customer's business needs. And trained to develop solutions, not just implement what the customer tells them to do. To be able to do this, they gather an armory of skills ranging from contextual probing, problem analysis and definition, to working out alternative solutions, presenting the most appropriate solution and finally transferring the ownership of the solution to the customer.

"The biggest positive for me in Wipro has been the variety of roles the organization offered me. There are few organizations that carry the kind of breadth that Wipro has and even rarer are the ones that give the opportunity to its employees to get exposure to this breadth."

Mansoor Ahmed Syed, GM

"The power consulting course was simply terrific. I had a client presentation at the end of it and realized I had indeed used a lot of stuff from the training. I would rate the training as one of the best I have ever attended."
Sushel Kr. Lodva, Consultant

Wipro Leadership training program: the four building blocks

- New Leaders' Program aims at equipping first-time managers with the necessary skills that are incremental to his or her success in the new role. Many people continue to be more comfortable managing technology rather than people. This program teaches them how to build teams, communicate, lead and coach others.
- Wipro Leaders' Program caters to the manager of managers who still wants to manage the teams directly.
- Business Leaders' Program is for General Managers-in-waiting who are required to look at business as a whole and understand bottom line implications. It covers relevant elements of finance and environmental scanning.
- Strategic Leaders' Program is the highest program, aimed at Chief Executives. It helps them to design and develop strategies in a global environment.