



Registered Office: Doddakannelli, Sarjapur Road, Bengaluru- 560 035, Telephone: +91-80-28440011,  
Website: [www.wipro.com](http://www.wipro.com), E-mail: [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com),  
CIN: L32102KA1945PLC020800

**Dear Members,**

**Invitation to attend the 76<sup>th</sup> Annual General Meeting (“AGM”) on Tuesday, July 19, 2022**

You are cordially invited to attend the Seventy Sixth Annual General Meeting of the Company to be held on Tuesday, July 19, 2022, at 9 AM IST through video conferencing (“VC”). The notice convening the AGM is enclosed herewith.

For ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl. No.	Particulars	Details
1	Link for live webcast of the AGM	<a href="https://www.wipro.com/AGM2022/">https://www.wipro.com/AGM2022/</a>
2	Helpline number for VC participation	For any assistance or support before or during the AGM, Members may contact the Company at +91-80-28440011 or <a href="mailto:sowrabh.rao1@wipro.com">sowrabh.rao1@wipro.com</a> or <a href="mailto:kusum.gore@wipro.com">kusum.gore@wipro.com</a> or <a href="mailto:deepali.arunkumar@wipro.com">deepali.arunkumar@wipro.com</a> or <a href="mailto:rajat.shet@wipro.com">rajat.shet@wipro.com</a>
3	Cut-off date for e-voting	Tuesday, July 12, 2022
4	Time period for remote e-voting	Commences at 9 AM IST on Friday, July 15, 2022 and ends at 5 PM IST on Monday, July 18, 2022
5	Book closure dates	Monday, July 18, 2022 to Tuesday, July 19, 2022 (both days inclusive)
6	Link for Members to temporarily update e-mail address	<a href="https://www.wipro.com/investors/annual-reports/">https://www.wipro.com/investors/annual-reports/</a>
7	Last date for publishing results of the e-voting	Thursday, July 21, 2022
8	Registrar and Share Transfer Agent contact details	Ms. Rajitha Cholleti, Assistant General Manager-Corporate Registry and Ms. Swati Reddy, Manager (Unit: Wipro Limited), KFin Technologies Limited (KFinTech) E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> Contact No.: +91-40-6716 2222

Yours truly,

**Rishad A. Premji**  
Chairman

Bengaluru  
June 8, 2022



## WIPRO LIMITED

Registered Office: Doddakannelli, Sarjapur Road, Bengaluru- 560 035, Telephone: +91 80 28440011,  
Website: [www.wipro.com](http://www.wipro.com), E-mail: [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com),  
CIN: L32102KA1945PLC020800

### NOTICE TO MEMBERS

Notice is hereby given that the Seventy Sixth Annual General Meeting (“AGM”) of Wipro Limited will be held on **Tuesday, July 19, 2022, at 9 AM IST through video conferencing (“VC”)**, to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of ₹ 1/- per equity share declared by the Board on January 12, 2022, and ₹ 5/- per equity share declared by the Board on March 25, 2022, as the final dividend for the financial year 2021-22.
3. To consider appointment of a Director in place of Mr. Azim H. Premji (DIN: 00234280) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and approve re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as statutory auditors of the Company and to fix their remuneration, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit, Risk and Compliance Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) as Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 81<sup>st</sup> AGM to be held in the year 2027, at a remuneration to be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Auditors.

By Order of the Board of Directors  
For **Wipro Limited**

Sd/-  
**M. Sanaula Khan**  
Company Secretary

Bengaluru  
June 8, 2022

#### NOTES:

- 1) In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the 76<sup>th</sup> AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
- 2) The Company has enabled the Members to participate at the 76<sup>th</sup> AGM through VC facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
- 3) In addition to the above, the proceedings of the 76<sup>th</sup> AGM will be web-casted live for all the Members as on the cut-off date i.e., Tuesday, July 12, 2022. The Members can visit <https://www.wipro.com/AGM2022/> to watch the live proceedings of the 76<sup>th</sup> AGM on Tuesday, July 19, 2022, from 9 AM IST onwards.
- 4) As per the provisions under the MCA Circulars, Members attending the 76<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- 5) The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 76<sup>th</sup> AGM being held through VC.
  - 6) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, will be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
  - 7) The Company has appointed Mr. V. Sreedharan, Senior Partner, in his absence Ms. Devika Sathyanarayana or Mr. Pradeep B. Kulkarni, Partners of V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
  - 8) As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 76<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 76<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  - 9) Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
  - 10) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - 11) The Register of Members and Share Transfer books will remain closed from Monday, July 18, 2022 to Tuesday, July 19, 2022 (both days inclusive).
  - 12) In line with the MCA and SEBI Circulars, the notice of the 76<sup>th</sup> AGM along with the Annual Report 2021-22 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2021-22 will also be available on the Company's website at <https://www.wipro.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
  - 13) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.
- Members may note that the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the AGM (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://www.wipro.com/investors/annual-reports/>.
- 14) The following documents will be available for inspection by the Members electronically during the 76<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com).
    - a) Certificate from the Practising Company Secretary relating to the Company's Stock Options/Restricted Stock Units Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
    - b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
    - c) All such documents referred to in this Notice and the Explanatory Statement.
  - 15) The details of the Director seeking re-appointment at the 76<sup>th</sup> AGM are provided in Annexure A of this Notice. The Company has received the requisite consents / declarations for the re-appointment under the Companies Act, 2013 and the rules made thereunder.
  - 16) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
  - 17) Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: Wipro Limited), Selenium Tower B, 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032.
  - 18) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.

- 19) In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
- 20) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
- a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a bank in India, if not furnished earlier.
- 21) Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (KFin Technologies Limited) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at [www.wipro.com](http://www.wipro.com). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.
- In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
- 22) Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on July 14, 2021 (date of last AGM) on its website at <https://www.wipro.com/investors/> and also on the website of the MCA.
- 23) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
- 24) SEBI, vide its circulars dated November 3, 2021 and December 14, 2021, has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. Members may access [www.wipro.com/investors/faqs/](http://www.wipro.com/investors/faqs/) for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents.
- 25) In case a holder of physical securities fails to furnish PAN, KYC details and Nomination by March 31, 2023, KFin Technologies Limited will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- 26) In case of any queries regarding the Annual Report, the Members may write to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com) to receive an email response.
- 27) As the 76<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain ordinary business mentioned in the accompanying Notice of AGM:

### Item No. 3 - Re-appointment of Mr. Azim H. Premji (DIN:00234280)

Though not statutorily required, the following is being provided as additional information to the Members.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors and the Executive Chairman are not subject to retirement by rotation.

In July 2021, Mr. Thierry Delaporte was subject to retirement by rotation and was re-appointed by Members at the 75<sup>th</sup> AGM. Accordingly, Mr. Azim H. Premji is now required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

Keeping in view Mr. Azim H. Premji's rich and varied experience in the industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company through five decades of diversification and growth to emerge as a world leader in the software industry, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as a Non-Executive, Non-Independent Director of the Company.

At the 73<sup>rd</sup> AGM held on July 16, 2019, the Members approved the continuation of directorship of Mr. Azim H. Premji after he attains the age of 75 years, by way a special resolution pursuant to Regulation 17(1A) of the Listing Regulations, for a period of 5 years with effect from July 31, 2019 to July 30, 2024. Accordingly, no further approval is being sought regarding the same as part of this Notice.

Additional information in respect of Mr. Azim H. Premji, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of Annexure A to this Notice. Brief profile of Mr. Azim H. Premji is given as part of Annexure B to this Notice.

Except Mr. Azim H. Premji and Mr. Rishad A. Premji or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Based on performance evaluation and the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors recommends the resolution in relation to the re-appointment of Mr. Azim H. Premji as set out in Item No. 3, for approval of the Members by way of an Ordinary Resolution.

### Item No. 4 - Re-appointment of Statutory Auditors

This explanatory statement is provided in terms of Regulation 36(5) of the Listing Regulations, however, the same is strictly not required as per Section 102 of the Companies Act, 2013.

The Members, at the 71<sup>st</sup> AGM of the Company held on July 19, 2017, had approved the appointment of Deloitte Haskins & Sells LLP ("Deloitte"), Chartered Accountants (Registration No. 117366W/W-100018), as Statutory Auditors of the Company, to hold office till the conclusion of the 76<sup>th</sup> AGM. Deloitte is a leading global provider of audit services.

After evaluating various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit, Risk and Compliance Committee, at its meeting held on April 29, 2022, proposed the re-appointment of Deloitte, as the Statutory Auditors of the Company, for a second term of five consecutive years from the conclusion of the 76<sup>th</sup> AGM till the conclusion of the 81<sup>st</sup> AGM of the Company to be held in the year 2027. This re-appointment is subject to the approval of Members of the Company.

Deloitte have consented to the aforesaid appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as statutory auditors as per the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as applicable.

As per Section 142 of the Companies Act, 2013 the proposed remuneration payable to Deloitte for statutory audit services for the financial year ending March 31, 2023 will be in the range of ₹ 8.5 crores to ₹ 9 crores, plus out of pocket expenses. Revision, if any, to the statutory audit fees for the remaining part of the tenure, shall be approved by the Audit, Risk and Compliance Committee, as may be required.

Further, the Company may obtain certifications from Deloitte under statutory regulations and avail other permissible non-audit services, as may be required from time to time. The provision of such permissible non-audit services by Deloitte will be reviewed and pre-approved by the Audit, Risk and Compliance Committee. The remuneration for certifications and non-audit services will be paid on mutually agreed terms.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

The Board of Directors recommends the resolution as set out in Item No. 4, for approval of the Members of the Company by way of an Ordinary Resolution.

## ANNEXURE-A

### Details of Director seeking re-appointment at the 76<sup>th</sup> Annual General Meeting to be held on July 19, 2022 [Pursuant to Regulation 36(3) of the Listing Regulations]

Name of the Director	Azim H. Premji
Date of Birth	July 24, 1945
Age	76 years
Date of Appointment	September 1, 1968
Relationship with Directors and Key Managerial Personnel	Relative (Father) of Mr. Rishad A. Premji
Expertise in specific functional area*	Wide managerial experience
Qualification(s)	Graduate Degree in Electrical Engineering from Stanford University
Board Membership of other listed Companies as on March 31, 2022	-
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2022:	
a. Audit Committee	-
b. Stakeholders' Grievance Committee	-
c. Nomination and Remuneration Committee	-
d. CSR Committee	-
e. Other Committee(s)	-
Number of equity shares held in the Company as of March 31, 2022	242,823,816 <sup>#</sup>

\* For additional details on skills, expertise, knowledge and competencies of the Director, please refer Corporate Governance Report forming part of the Annual Report.

<sup>#</sup> Includes shares held by Mr. Azim H. Premji and members of his immediate family.

#### Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.
2. Information pertaining to remuneration, terms and conditions and the number of Board Meetings attended during the financial year 2021-22, wherever applicable, have been provided in the Corporate Governance Report forming part of the Annual Report.

## ANNEXURE-B

### Brief profile of Director seeking re-appointment at the 76<sup>th</sup> Annual General Meeting to be held on July 19, 2022

- i. **Azim H. Premji** is a Non-Executive, Non-Independent Director of the Company (designated as “**Founder Chairman**”) since July 31, 2019. Mr. Premji was the Chairman of the Board of Wipro Limited until July 30, 2019 and has been at its helm since the late 1960s, turning what was then a small cooking fat company into a US\$ 10 billion revenue group with businesses in IT, Consulting and Business Process Services with a presence in over 56 countries. Mr. Premji also serves as Chairman of Wipro Enterprises (P) Limited and as a director of Wipro GE Healthcare Private Limited and in other entities of the promoter group. Mr. Premji has established the Azim Premji Foundation and its related entities, which do extensive philanthropic work in India. The work spans from deep-on-the-ground efforts focused on improving public school education, working directly in seven states of India which have over 350,000 schools, to running the not-for-profit Azim Premji University which is focused on programs in education and related fields of human development and providing support through multi-year financial grants to other not-for-profit organizations working in specific areas such as reduction of child stunting, improvement of local governance and alleviation of the conditions of the most vulnerable groups. Over the years, Mr. Premji has received numerous honors and accolades, which he considers as recognitions for Wipro and the Foundation teams. Mr. Premji is the first Indian recipient of the Faraday Medal. The Republic of France bestowed upon him the highest French civilian distinction, the Chevalier de la Legion d’Honneur (Knight of the Legion of Honor) in November 2018. In January 2011, he was conferred with Padma Vibhushan, the second highest civilian award in India. The Carnegie Medal of Philanthropy was bestowed on him in 2017. Business Today and Ernst & Young conferred Mr. Premji with a Lifetime Achievement Award in 2018. Mr. Premji has been listed as one of the most influential people in the world by several global publications including Time, Financial Times, Forbes and Fortune. BusinessWeek listed him among the top 30 entrepreneurs in world history. The Journal of Foreign Policy listed him among the top global thinkers. Mr. Premji has a graduate degree in Electrical Engineering from Stanford University. Mr. Premji is the father of Mr. Rishad A. Premji, the Chairman of the Company.

## PROCEDURE FOR E-VOTING

- I. Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Members are provided with the facility to cast their vote electronically, through any of the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting:

MODES OF E-VOTING	THROUGH DEPOSITORIES		THROUGH DEPOSITORY PARTICIPANTS
	NSDL	CDSL	
<b>Individual shareholders holding securities in demat mode</b>	<ol style="list-style-type: none"> <li>1. Members already registered for IDeAS facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>b) On the home page, click on the "Beneficial Owner" icon under the 'IDeAS' section.</li> <li>c) On the new screen, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under e-voting services.</li> <li>d) Click on Company name or e-voting service provider name i.e. KFintech and you will be re-directed to KFintech website for casting your vote.</li> </ol> </li> <li>2. Members who have not registered for IDeAS facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) To register for this facility, visit the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>b) On the home page, select "Register Online for IDeAS"</li> <li>c) On completion of the registration formality, follow the steps provided above.</li> </ol> </li> <li>3. Members may alternatively vote through the e-voting website of NSDL in the manner specified below:               <ol style="list-style-type: none"> <li>a) Visit the URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>b) Click on the "Login" icon available under the 'Shareholder/Member' section.</li> <li>c) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password / OTP, as applicable, and the verification code shown on the screen.</li> <li>d) Post successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page.</li> <li>e) Click on company name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote.</li> </ol> </li> <li>4. For any technical assistance, Members may contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 or 1800224430.</li> </ol>	<ol style="list-style-type: none"> <li>1. Members already registered for Easi/Easiest facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b) Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</li> <li>c) On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</li> <li>d) Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</li> </ol> </li> <li>2. Members who have not registered for Easi/Easiest facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) To register for this facility, visit the URL: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>b) On completion of the registration formality, follow the steps provided above.</li> </ol> </li> <li>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:               <ol style="list-style-type: none"> <li>a) Visit the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b) Enter the demat account number and PAN</li> <li>c) Enter OTP received on mobile number &amp; email registered with the demat account for authentication.</li> <li>d) Post successful authentication, the member will receive links for the respective e-voting service provider i.e. KFintech where the e-voting is in progress.</li> </ol> </li> <li>4. For any technical assistance, Members may contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 022-23058738 or 022-23058542-43.</li> </ol>	<p>Members may alternatively log-in using the credentials of the demat account through their Depository Participants registered with NSDL/CDSL for the e-voting facility. On clicking the e-voting icon, members will be re-directed to the NSDL/CDSL site, as applicable, on successful authentication. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.</p>



MODE OF E-VOTING	THROUGH KFINTECH
<p><b>Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode</b></p>	<ol style="list-style-type: none"> <li>1. In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions: <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>.</li> <li>b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.</li> <li>c) After entering these details appropriately, click on "LOGIN".</li> <li>d) You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on your first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.</li> <li>e) You need to login again with the new credentials.</li> <li>f) On successful login, the system will prompt you to select the "EVENT" and click on 'Wipro Limited'.</li> </ol> </li> <li>2. In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address as mentioned in para 13 of the "Notes". For obtaining the User ID and Password for e-voting, members may refer the instructions below: <ol style="list-style-type: none"> <li>a) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399 Example for NSDL - MYEPWD IN12345612345678 Example for CDSL - MYEPWD 1402345612345678 Example for Physical - MYEPWD XXXX1234567890.</li> <li>b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>c) Member may call KFintech toll free number 1800-3094-001 for any assistance.</li> <li>d) Member may send an e-mail request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.</li> </ol> </li> </ol>

**II. Voting at the Annual General Meeting:** Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. The members may vote through the Insta Poll facility that will be made available on the Meeting page (after you log into the Meeting). An icon, "Vote", will be available on the meeting screen. Members will be able to cast their vote by clicking on this icon.

A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

## GENERAL INSTRUCTIONS ON E-VOTING

- 1) Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/“Forgot Password” options available on the websites of Depositories/Depository Participants.
- 2) The remote e-voting period commences at 9 AM IST on Friday, July 15, 2022 and ends at 5 PM IST on Monday, July 18, 2022. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, July 12, 2022, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 3) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Tuesday, July 12, 2022.
- 4) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of Tuesday, July 12, 2022, under “FOR/AGAINST” for each item of the notice separately or alternatively, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- 5) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 6) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- 7) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- 8) In case of any query and/or grievance, in respect of voting by electronic means through KFinTech, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or may contact Ms. Swati Reddy, Manager (Unit: Wipro Limited) of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech’s toll free No. 1-800-3094-001 for any further clarifications.
- 9) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 10) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before Thursday, July 21, 2022 and will also be displayed on the website of the Company ([www.wipro.com](http://www.wipro.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

## INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC

1. Members may access the platform to attend the AGM through VC at <https://www.wipro.com/AGM2022/> by providing their DP ID-Client ID/Folio No., as applicable, as the credentials.
2. The facility for joining the AGM shall open 30 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 30 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
5. Members who may want to express their views or ask questions at the AGM may visit <https://www.wipro.com/AGM2022/> to register, by mentioning their name, demat account number/folio number, email ID and mobile number. The window for registration shall remain open until 5 PM IST, Friday, July 15, 2022. The Company will subsequently communicate the link for participation at the AGM to all such registered members.