



Wipro Limited
Registered Office: Doddakannelli, Sarjapur Road, Bangalore-560035
Corporate Identity Number (CIN): L32102KA1945PLC020800
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E-mail: corp-secretarial@wipro.com; Website: www.wipro.com

**NOTICE TO UNSECURED CREDITORS
NOTICE OF MEETING OF THE UNSECURED CREDITORS OF WIPRO LIMITED
CONVENED PURSUANT TO THE ORDER DATED AUGUST 10, 2018 OF THE HON'BLE
NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH**

Day	Wednesday
Date	September 19, 2018
Time	12 Noon
Venue	Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035

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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
C.A. (CAA) NO. 30/BB/18
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH 234 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER
AND
IN THE MATTER OF SCHEME OF AMALGAMATION OF
WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND
NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO
LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

Wipro Limited

(CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India

APPLICANT/TRANSFeree COMPANY

FORM NO. CAA-2

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF WIPRO LIMITED, THE APPLICANT COMPANY, PURSUANT TO THE ORDER DATED AUGUST 10, 2018 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

To,
The Unsecured Creditors of Wipro Limited ("**Applicant Company**" or "**Wipro**" or "**Transferee Company**" or "**Company**")

TAKE NOTICE that by an Order dated August 10, 2018, ("**Order**"), the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("**Hon'ble NCLT**") has directed a Meeting of the Unsecured Creditors ("**Creditors**") of the Transferee Company to be held for the purpose of considering, and if thought fit, approving with or without modification(s), the scheme of amalgamation for merger of the businesses of the industrial undertakings of **Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL, and Appirio India Cloud Solutions Private Limited ("Transferor Companies") with Wipro Limited ("Transferee Company")** under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder ("**Scheme of Amalgamation**" or "**Scheme**").

TAKE FURTHER NOTICE that in pursuance of the Order and as directed therein, a meeting of the Creditors of the Transferee Company will be held at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035 on Wednesday, September 19, 2018 at 12 noon and you are requested to attend the same.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Company at Doddakannelli, Sarjapur Road, Bangalore-560 035, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Form of proxy is attached with this notice.

TAKE FURTHER NOTICE that the Hon'ble NCLT has appointed Mr. Rishad A Premji, Executive Director and Chief Strategy Officer, failing him Mr. Jatin P Dalal, Chief Financial Officer, failing him Mr. B C Prabhakar, Advocate, failing him Mr. Saji P John, Advocate, as the Chairperson of the said meeting. The abovementioned Scheme of Amalgamation, if approved by the Creditors, will be subject to the subsequent approval of the Hon'ble NCLT and other applicable regulatory authorities.

This notice is given for transacting the special business mentioned below to be passed through voting at such Hon'ble NCLT Convened Meeting.

The Board of Directors of the Company, at its meeting held on April 25, 2018, approved the above-mentioned Scheme of Amalgamation, subject to approval of the Shareholders and Unsecured Creditors of the Company, as may be required, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The Creditors are requested to consider and, if thought fit, approve with or without modification(s), the following resolutions under Sections 230 to 232 read with Section 234 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL, and Appirio India Cloud Solutions Private Limited with Wipro Limited.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 234 and other applicable provisions, if any, of the Companies Act, 2013, rules, circulars, notifications, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or by

any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ("**Board**"), which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited ("**Scheme**"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement amalgamation/merger embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or such other regulatory/statutory authorities, while sanctioning the amalgamation/merger embodied in the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper."

The Explanatory Statement under Sections 230, 232 read with Sections 234 and 102 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, the Scheme and the other enclosures as indicated in the index are enclosed.

Place: Bengaluru
Date: August 10, 2018

For and on behalf of the Board of Directors of Wipro Limited

Rishad A Premji
Executive Director and Chief Strategy Officer
DIN: 02983899
Chairperson appointed for the meeting

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, along with applicable rules thereunder and provisions of Sections 230, 232 read with Section 234 of the Companies Act, 2013 setting out material facts forms part of this Notice.
2. Only Unsecured Creditors will be entitled to vote in the said meeting either in person or through proxy or by authorized representative.
3. AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING. ALL ALTERATIONS MADE IN THE FORM OF PROXY SHOULD BE INITIALED.
4. The representative of a body corporate which is an Unsecured Creditor of the Applicant Company may attend and vote at the Unsecured Creditors Meeting provided an authorization letter or such other document authorizing such representative to attend and vote at the Unsecured Creditors meeting is deposited at the registered office of the Company not later than 48 hours before the meeting.
5. The Unsecured Creditor (in case such Unsecured Creditor is an individual) or the authorized representative of the Unsecured Creditor (in case such Unsecured Creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card).
6. An Unsecured Creditor or his/her Proxy is requested to bring the copy of the Notice to the Meeting and produce the Attendance Slip, duly completed and signed at the entrance of the Meeting venue.
7. As directed by Hon'ble NCLT, the notice, together with the documents accompanying the same, is being sent to all the Unsecured Creditors through the permitted mode(s) i.e. by registered post or speed post or courier service or electronically by e-mail. The Notice is also displayed on the website of the Company (www.wipro.com).
8. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the advertisement of the notice convening the aforesaid meeting and information on postal ballot/e-voting will be published in Business Standard in English language and in Vijaya Karnataka in Kannada language.
9. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company at Doddakannelli, Sarjapur Road, Bangalore- 560 035, upto and including September 18, 2018 on all working days between 10.00 AM and 12.00 Noon (except Saturdays, Sundays and public holidays).
10. The Hon'ble National Company Law Tribunal, Bengaluru bench, has appointed Mr. V Sreedharan, Practising Company Secretary and Partner of V Sreedharan & Associates as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
11. 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, on or before Friday, September 21, 2018 at the registered office and will also be displayed on the website of the Company (www.wipro.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

Place: Bengaluru
Date: August 10, 2018

For and on behalf of the Board of Directors of Wipro Limited

Rishad A Premji
Executive Director and Chief Strategy Officer
DIN: 02983899
Chairperson appointed for the meeting

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
C.A. (CAA) NO. 30/BB/18
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER APPLICABLE PROVISIONS
OF THE
COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND
AMALGAMATIONS) RULES, 2016
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
OF
WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND
NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO
LIMITED**

Wipro Limited (CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India

APPLICANT/TRANSFEREE COMPANY

EXPLANATORY STATEMENT UNDER SECTIONS 230, 232 READ WITH SECTION 234 AND SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. This is the Statement accompanying the Notice convening the meeting of the Unsecured Creditors ("**Creditors**") of the Applicant Company pursuant to the Order dated August 10, 2018 passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("**NCLT**"), in the Company Application Number C.A. (CAA) No. 30/BB/18, to be held at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035, on Wednesday, September 19, 2018 at 12 Noon, for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of **Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited ("Transferor Companies")** with **Wipro Limited ("Transferee Company")** under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (the "**Scheme of Amalgamation**" or "**Scheme**").
2. Notice of the said meeting together with the copy of the Scheme of Amalgamation is sent herewith. This statement explaining the terms of the Scheme of Amalgamation is being furnished as required under Sections 230, 232 read with Section 234 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013.

A copy of the Scheme which has been approved by the Board of Directors of the Company is enclosed herewith. The other definitions contained in the Scheme shall also apply to this Explanatory Statement.

Details of the Transferor Companies:

3. Wipro Technologies Austria GmbH (hereinafter also referred to as the "**Transferor Company 1**") having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 158560 b. The Company was incorporated on April 30, 1997 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 1 is situated at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria. E-mail address for all communications is corp.secretarial@wipro.com
4. Wipro Information Technology Austria (hereinafter also referred to as the "**Transferor Company 2**") having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 269351 f. The Company was incorporated on October 6, 2005 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 2 is situated at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria. E-mail address for all communications is corp.secretarial@wipro.com
5. NewLogic Technologies SARL (hereinafter also referred to as the "**Transferor Company 3**") is a French limited liability company registered with the Nanterre Trade and Companies register under n° 428 207 906. The Company was incorporated on December 1, 1999 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 3 is situated at Tour Prisma, 4-6 Avenue d'Alsace 92400 Courbevoie – Paris la Défense. E-mail address for all communications is corp.secretarial@wipro.com
6. Appirio India Cloud Solutions Private Limited (hereinafter also referred to as "**Transferor Company 4**") was incorporated on April 5, 2013 with Corporate Identification Number (CIN) U72200KA2013FTC112246. The Transferor Company 4 is a cloud application services provider engaged *inter alia* in the business of developing, integrating, designing and maintaining cloud applications. The Registered office of Transferor Company 4 is situated at SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore- 560035. The PAN of Transferor Company 4 is AALCA5279K. E-mail address for all communications is corp.secretarial@wipro.com

7. As on May 2, 2018, the Transferor Company 4 had no secured creditors. The Transferor Company 4 had 2 unsecured creditors as on May 2, 2018, and the total amount due and payable to them was Rs. 28,60,335 & USD 44,419.51 respectively.
8. There has been no change in the Registered Office and Objects of the Transferor Company 1, 2 and 3 during the last five years.
9. The Registered Office of the Transferor Company 4 was shifted from Fourth Floor, Tower B-1, Evolve Mahindra World City, Jaipur- 302 037 to SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore- 560 035 with effect from April 1, 2018. There has been no change in the object clause of the Transferor Company 4.
10. The main objects as per the Memorandum of Association and the main business carried on by the Transferor Company 4 are as follows:
 1. *To carry on the business of developing, improving, designing, repairing, testing, debugging and maintaining of cloud applications in the information technology sector, in India and elsewhere, in order to assist customers with adoption and integrating as part of their business, cloud-based applications and platforms.*
 2. *To obtain, render any technical and engineering information, assistance and service, knowhow and expert advice for installation of software, equipment, system programmes, data including providing software as a service (SaaS) and its operations, maintenance and repairs whether in India or elsewhere*
11. The Transferor Companies are not listed on any stock exchange.
12. The Transferee Company owns 100% of the membership interest in the Transferor Companies and is the promoter of all the Transferor Companies within the definition under Companies Act, 2013. Registered office of the Transferee Company is situated at Doddakannelli, Sarjapur Road, Bangalore 560 035.
13. As on the date of this Notice, the Board of Directors/Managers of Transferor Companies along with their addresses are as follows:

	Name of the Board of Directors/Managers	Address
Transferor Company 1	Elke Kueng	Kirchgasse 13/5, 6712 Thuringen
	Balaji Kannan	Hermann-Brill-Strasse 12 in 65931 Frankfurt am Main, Germany
Transferor Company 2	Elke Kueng	Kirchgasse 13/5, 6712 Thuringen
	Balaji Kannan	Hermann-Brill-Strasse 12 in 65931 Frankfurt am Main, Germany
Transferor Company 3	Ashish Chawla	2200 East Brunswick, 2 Tower Center Blvd, New Jersey, 08816, United States of America
	Sukanta Kundu	E-014, Gopalan Habitat Splendour Apartment ITPL Road, Bangalore -560 037
Transferor Company 4	Bhanumurthy B M	Flat 106, Vars Fantasy Apartments 1 st Main, Kodihalli Bangalore-560 008
	Aravind Viswanathan	Palm 801 SJR Park Vista Harlur Road Off Sarjapur Road, Ambalipura Bangalore-560 102
	Balasubramanian K	H305, Purva Fountain Square, Airport Road, Marathahalli, Bangalore- 560 037

Details of the Transferee Company:

14. Wipro Limited was incorporated on December 29, 1945 under the Companies Act, 1913 under the name and style of Western India Vegetable Products Limited, and subsequently changed its name to Wipro Products Limited on June 7, 1977, and to the present name Wipro Limited on April 28, 1984. The Transferee Company is a public limited company with its present registered office situated at Doddakannelli, Sarjapur Road, Bangalore-560 035. The Transferee Company is a leading global information technology (IT), consulting and business process services company engaged in the business of manufacture or production and licensing of computer software, provision of IT enabled services and trading in IT products. The CIN of the Transferee Company is L32102KA1945PLC020800. The Permanent Account Number of the Transferee Company is AAACW0387R. The e-mail address for all communications is corp.secretarial@wipro.com
15. The Transferee Company is a Public Listed Company with its equity shares listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the American Depositary Receipts listed on the New York Stock Exchange.
16. The main Objects as per the Memorandum of Association and main business of the Transferee Company is as follows:

a. 22 To undertake and carry on the business of providing all kinds of information technology based and enabled services in India and internationally, electronic remote processing services, eServices, including all types of Internet-based/Web enabled services, transaction processing, fulfilment services, business support services including but not limited to providing financial and related services of all kinds and description including billing services, processing services, database services, data entry business marketing services, business information and management services, training and consultancy services to businesses, organizations, concerns, firms, corporations, trusts, local bodies, states, governments and other entities; to establish and operate service processing centers for providing services for back office and processing requirements, marketing, sales, credit collection services for companies engaged in the business of remote processing and IT enabled services from a place of business in India or elsewhere, contacting & communicating to and on behalf of overseas customers by voice, data image, letters using dedicated international private lines; and to handle business process management, remote help desk management; remote management; remote customer interaction, customer relationship management and customer servicing through call centres, email

based activities and letter/fax based communication, knowledge storage and management, data management, warehousing, search, integration and analysis for financial and non financial data.

a.23 To act as information technology consultants and to operate a high technology data processing center for providing information processing, analysis, development, accounting and business information and data to customers in India and internationally; to carry on the business of gathering, collating, compiling, processing, analysing, distributing, selling, publishing data and information and including conduct of studies and research, and marketing of information and services and providing access to information regarding financial operations and management, financial services, investment services business and commercial operations, financial status, creditworthiness and rating, consumer responses and management of businesses of all kinds and descriptions by whatever name called.”

17. There has been no change in name, registered office and objects of the Transferee Company during the last five years.
18. Details of the capital structure of the Transferee Company including Authorised, Issued, Subscribed and Paid up Share Capital as on June 30, 2018 are as follows:

Particulars	Amount (Rs.)
Authorised Share Capital	
5,500,000,000 Equity Shares of Rs.2 each	11,000,000,000/-
25,000,000 Preference Shares of Rs. 10 each	250,000,000/-
150,000 10% Optionally Convertible Cumulative Preference Shares of Rs. 100 each	15,000,000/-
Total	11,265,000,000/-
Issued, Subscribed and Paid up Share Capital	
4,523,995,447 Equity Shares of Rs.2 each, fully paid-up	9,047,990,894/-
Total	9,047,990,894/-

19. As on April 30, 2018, the Transferee Company has 4,628 unsecured creditors and the total amount due and payable by the Transferee Company to the said unsecured creditors is 16,20,99,33,072/- (Rupees One Thousand Six Hundred Twenty Crores Ninety Nine Lakhs Thirty Three Thousand and Seventy Two only). As on April 30, 2018, the Transferee Company has no secured creditors
20. The details of Promoters and Promoter Group shareholders of Transferee Company are as follows:

Sl. No.	Name	Address	No. of equity shares held	Percentage shareholding (%)
1.	Azim H Premji	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	18,68,10,200	4.13
2.	Yasmeen A Premji	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	21,25,332	0.05
3.	Rishad A Premji	C-8, Epsilon Villa, Yemlur Marathahalli, Bangalore- 560037	13,73,332	0.03
4.	Tariq A Premji	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	5,30,000	0.01
5.	Mr. Azim Hasham Premji Partner Representing Hasham Traders	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	74,19,12,000	16.4
6.	Mr. Azim Hasham Premji Partner Representing Prazim Traders	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	89,08,13,582	19.69
7.	Mr. Azim Hasham Premji Partner Representing Zash Traders	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	90,32,39,580	19.97
8.	Hasham Investment and Trading Co Private Limited	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	11,25,996	0.02
9.	Azim Premji Trust ¹	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	61,84,61,626	13.67
10.	Azim Premji Philanthropic Initiatives Private Limited ²	134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035	1,56,06,157	0.34

Note:

- Mr. Azim H Premji has disclaimed the beneficial ownership of Equity Shares held by Azim Premji Philanthropic Initiatives Private Limited.
- Mr. Azim H Premji has disclaimed the beneficial ownership of Equity Shares held by Azim Premji Trust

21. The details of Directors (including Promoter Directors) and Key Managerial Personnel (KMP) of Transferee Company are as follows:

Sl. No.	Name of the Directors	Designation in the Company	Address	Shareholding in Transferor Companies as on June 30, 2018	Shareholding in Transferee Company as on June 30, 2018
1)	N Vaghul	Independent Director	New No 63, Old No 32, First Main Road, Raja Annamalaipuram, Chennai-600028	-	-
2)	Ashok S Ganguly	Independent Director	N6 Pemino Altamount Road Mumbai- 400026	-	3,734
3)	Azim H Premji	Executive Chairman & Managing Director	75,133,135/1,136/1 Doddakannalli Village, Sarjapur Road Bangalore- 560035	-	18,68,10,200
4)	M K Sharma	Independent Director	192 Centrum Towers Barkhat Ali Road Near Wadala Flyover Wadala East Mumbai- 400037	-	-
5)	William A Owens	Independent Director	510, Lake St B 302, Kirkland WA 98033	-	-
6)	Abidali Z Neemuchwala*	Chief Executive Officer & Executive Director	1036 Village Pkwy Coppell TX 75019 Dallas 75019	-	1,60,000
7)	Rishad A Premji	Executive Director & Chief Strategy Officer	C-8, Epsilon Villa, Yemlur Marathahalli, Bangalore- 560037	-	13,73,332
8)	Ireena Vittal	Independent Director	A2 1202-, World Spa East, Sector 30/41, Gurgaon- 122001	-	-
9)	Patrick J Ennis	Independent Director	No. 1435, Forester Boulevard Sw North Bend Washington D C 98045	-	-
10)	Patrick Dupuis	Independent Director	550 Torwood Lane, Los Altos, California 94022	-	-
11)	Jatin P Dalal^	Chief Financial Officer	262, Embassy Meadows, 8th Cross, 1st A Main, St Bed Layout, Koramangala, 4th Block, Bengaluru- 560034	-	17,888
12)	M Sanaulla Khan	Company Secretary	107D, Mulberry Woods, Carmelaram, Sarjapur Road, Bangalore- 560 035	-	-

*represents ADS having underlying equity shares.

^includes equity shares held jointly by Mr. Jatin P Dalal and a member of his immediate family.

22. The Transferor Companies are wholly owned subsidiaries of the Transferee Company and no other Companies are part of the Scheme.

23. The following are the salient features of the scheme. Please refer to the Scheme of Amalgamation enclosed herewith for complete details.

- The Scheme envisages the amalgamation of the Transferor Companies, Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited in accordance with the provisions of Sections 230 to 232 read with Section 234 of the Companies Act, 2013.
- The appointed date of the Scheme is April 1, 2018.
- Effective Date of the Scheme of Amalgamation shall mean the last of dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 18 of the Scheme of Amalgamation is fulfilled.
- Upon coming into effect of the Scheme of Amalgamation and with effect from the Appointed Date, and subject to the provisions of the Scheme of Amalgamation including in relation to the mode of transfer and vesting, the entire business and Undertaking of the Transferor Companies including all of the assets, both movable and immovable, tangible and intangible, investments, rights, title and interests shall, under the provisions of Sections 230 to 232 read with Section 234 of the Companies Act, 2013 and applicable provisions of the Austrian Law and the French Law and pursuant to the order of the National Company Law Tribunal sanctioning the Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

- e) Upon the Scheme of Amalgamation becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies.

Note: The aforesaid are only the salient features of the Scheme. Creditors are requested to read the entire text of the Scheme annexed hereto and get fully acquainted with the provisions thereof.

24. The Transferor Companies are the wholly owned subsidiaries of the Transferee Company and the entire share capital of Transferor Companies is held by the Transferee Company. Thus, there is no share exchange ratio involved in the Scheme of Amalgamation. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.
25. As mentioned above, the Transferor Companies are wholly owned subsidiaries of the Transferee Company and no shares are being issued by the Transferee Company to the Members of the Transferor Companies. Therefore, no valuation is required to be done.

Approvals

26. The Scheme is conditional upon and subject to necessary sanctions and approvals as set out in the Scheme. The Transferee Company has made an application seeking no-objection/approval of the Reserve Bank of India for the proposed merger and the same is awaited.
27. The sole shareholder of the Transferor Company 1, 2 and 3 has approved the Scheme of Amalgamation. The Board of Directors of the Transferor Company 4 has approved the Scheme on April 25, 2018.
28. Similarly, the Transferee Company at its Board Meeting held on April 25, 2018, approved the Scheme of Amalgamation and all the Directors of the Board were present at the meeting in person and voted in favour of the resolution. Names of the Directors are provided in Sl. Nos. 1 to 10 of the table under para 21 above.
29. The Transferee Company has filed a copy of the Scheme with BSE and NSE vide its letter dated May 7, 2018. Since the Scheme is between a parent Company and its wholly owned subsidiaries, as per Regulation 37(6) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the same does not require prior approval of the Securities and Exchange Board of India or any of the stock exchanges. The Transferee Company has also filed a copy of the Scheme with the Registrar of Companies, Bangalore.

Rationale and Benefits of the Amalgamation

30. The proposed amalgamation between the Transferor Companies and the Transferee Company shall result in the following benefits, amongst others, to both companies, their respective members and creditors:
- a) The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.
 - b) The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services/software and technology related services markets. This will also enable the Transferee Company to address newer solutions and services to its customers and to the Transferor Companies' customers and enhance its marketing capabilities.
 - c) Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure.
 - d) Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
 - e) Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities and countries.
 - f) The banks, creditors and financial institutions, if any, of the Transferor Companies will not be adversely affected by the proposed amalgamation as their existing security, if any, on any outstanding borrowings/credit facility is maintained.

General

31. The services of all the employees of the Transferor Companies shall stand transferred to the Transferee Company on the terms and conditions not less beneficial to such employees than those subsisting with reference to the Transferor Companies. The services of such employees shall not be treated as broken or interrupted for the purpose of employee benefits.
32. Since the proposed Scheme of Amalgamation does not involve any compromise or arrangement with the creditors, the rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme.
33. There will be no change in the Board of Directors or the KMP of the Transferee Company on account of the Scheme of Amalgamation. The Transferor Companies shall cease to exist and thus the question of any change in the Directors and KMP of the Transferor Companies does not arise. Apart from the above, the Scheme does not affect the material interests of any of the KMP, Promoters, shareholders, creditors, or employees of the Transferor Companies or the Transferee Company in any manner.
34. The rights and interest of the Members and Creditors of the Transferee Company and the Transferor Companies will not be prejudicially affected by the Scheme.

35. In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Transferee Company, at its meeting held on April 25, 2018, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferee Company is annexed to this Notice.
36. In compliance with Section 232(2) of the Companies Act, 2013, the Balance Sheet, Profit and Loss account and Cash Flow Statement of the Transferee Company and the Transferor Companies as at March 31, 2018 have been annexed to this Notice. For the sake of brevity, the schedules and notes to the financial statements have not been annexed. However, the complete Financial Statements of the Transferee Company and the Transferor Companies as at March 31, 2018 are available on the website of the Transferee Company www.wipro.com.
37. The Transferee Company will file a petition under Sections 230-232 and Section 234 read with other relevant provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, with the Hon'ble National Company Law Tribunal, Bengaluru Bench, for sanctioning of the Scheme.
38. There are no investigations or proceedings under the provisions of Chapter XIV of the Companies Act, 2013 or winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company.
39. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.
40. In the event that the Scheme is terminated or withdrawn in the manner set out therein, the Scheme shall stand revoked, cancelled and be of no effect and null and void and in such event each party hereto shall bear and pay respective costs, charges and expenses for and or in connection with the Scheme.
41. Considering the rationale and benefits, the Board of Directors of the Transferee Company recommends the Scheme as it is in the best interest of the Company and its stakeholders.
42. None of the Directors and KMP or their relatives are interested except to the extent of their shareholdings in the Transferee Company and the Transferor Companies, if any.
43. There are no secured creditors in the Transferee Company hence there is no requirement to convene the meeting of the Secured Creditors.

Inspection

44. The following documents will be available to the Creditors for obtaining extracts from or for making or obtaining copies of or for inspection at the Registered Office of the Transferee Company at Doddakannelli, Sarjapur Road, Bangalore-560 035, upto and including September 18, 2018 on all working days between 10.00 AM and 12.00 Noon (except Saturdays, Sundays and public holidays):
 - (a) Audited financial statements of the Transferee Company including consolidated financial statements as on March 31, 2018;
 - (b) Financial Statements of the Transferor Companies as on March 31, 2018;
 - (c) Memorandum and Articles of Association of Transferee Company and Transferor Company 4;
 - (d) Constitutional documents of Transferor Company 1, 2 and 3;
 - (e) Scheme of Amalgamation;
 - (f) Copy of the Order dated August 10, 2018 passed by NCLT, Bengaluru Bench in C.A. (CAA) No. 30/BB/18 directing convening the meeting of the Equity Shareholders and Unsecured Creditors of the Transferee Company;
 - (g) Report adopted by the Board of Directors of the Transferee Company and Transferor Company 4 under section 232(2)(c) of the Companies Act, 2013;
 - (h) Copy of the resolutions passed by sole shareholder of Transferor Company 1, 2 and 3 and the Board of Directors of the Transferor Company 4 and the Transferee Company;
 - (i) Register of Directors' shareholding of the Transferee Company;
 - (j) The certificate dated April 25, 2018 issued by Deloitte Haskins & Sells, the Statutory Auditors of the Transferee Company, to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

Pre and Post shareholding pattern

45. As there is no issue of shares pursuant to the Scheme of Amalgamation, the Pre and Post amalgamation shareholding of the Transferee Company would remain unchanged. The Pre and Post shareholding pattern of the Transferee Company as on June 30, 2018 is given below:

Sl. No.	Category	No. of shares	Percentage of shareholding
A	Promoter Shareholding		
(a)	Individuals/Hindu undivided Family	19,08,38,864	4.22
	Azim Hasham Premji	18,68,10,200	4.13
	Yasmeen Azim Premji	21,25,332	0.05
	Rishad Azim Premji	13,73,332	0.03
	Tariq Azim Premji	5,30,000	0.01
(b)	Central Government/State Government(s)	0	0.00
(c)	Financial Institutions/Banks	0	0.00
(d)	Any Other	3,17,11,58,941	70.10
	Mr. Azim Hasham Premji Partner Representing Hasham Traders	74,19,12,000	16.40
	Mr. Azim Hasham Premji Partner Representing Prazim Traders	89,08,13,582	19.69
	Mr. Azim Hasham Premji Partner Representing Zash Traders	90,32,39,580	19.97
	Hasham Investment and Trading Co Private Ltd	11,25,996	0.02

Sl. No.	Category	No. of shares	Percentage of shareholding
	Azim Premji Trust	61,84,61,626	13.67
	Azim Premji Philanthropic Initiatives Private Limited	1,56,06,157	0.34
	Sub-Total (A)(1)	3,36,19,97,805	74.32
(2)	Foreign		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0.00
(b)	Government	0	0.00
(c)	Institutions	0	0.00
(d)	Foreign Portfolio Investor	0	0.00
(e)	Any Other	0	0.00
	Sub-Total (A)(2)	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3,36,19,97,805	74.32
B	Public Shareholding		
(1)	Institutions		
(a)	Mutual Funds	12,40,51,205	2.74
	ICICI Prudential Top 100 Fund	9,00,47,114	1.99
(b)	Venture Capital Funds	0	0.00
(c)	Alternate Investment Funds	32,196	0.00
(d)	Foreign Venture Capital Investors	0	0.00
(e)	Foreign Portfolio Investors	39,45,81,758	8.72
(f)	Financial Institutions/Banks	1,72,49,817	0.38
(g)	Insurance Companies	14,25,60,401	3.15
	Life Insurance Corporation of India	13,87,25,446	3.07
(h)	Provident Funds/Pension Funds	0	0.00
(i)	Any Other		
	Overseas Corporate Bodies	12,544	0.00
	Foreign Bodies-DR	66,561	0.00
	Foreign Nationals	3,72,84,874	0.82
	Sub Total (B)(1)	71,58,39,356	15.82
(2)	Central Government/State Government(s)/President of India	0	0.00
	Sub Total (B)(2)	0	0.00
(3)	Non-Institutions		
(a)	I. Individual shareholders holding nominal share capital up to Rs.2 lakhs	9,02,46,023	1.99
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	14,37,73,051	3.18
(b)	NBFCs Registered with RBI	43,920	0.00
(c)	Employee Trusts	0	0.00
(d)	Overseas Depositories (Holding DRs) (Balancing figure)	10,15,09,212	2.24
(e)	Any Other		
	Trusts	48,09,330	0.11
	Non Resident Indians	24,71,150	0.05
	Clearing members	43,77,610	0.10
	NRI non-repatriation	2,26,85,636	0.50
	Bodies corporates	5,27,79,248	1.17
	Directors and their relatives	3,734	0.00
	I E P F	12,19,549	0.03
	Sub Total (B)(3)	42,39,18,463	9.37
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	1,13,97,57,819	25.19
C	Non-promoter Non-public (shares held by Employee Trust)	2,22,39,823	0.49
	Total (A+B+C)	4,52,39,95,447	100.00

46. As there is no issue of shares pursuant to the Scheme of Amalgamation, the post amalgamation shareholding of the Transferor Companies will stand automatically cancelled and there will be no issue and allotment of Shares. The Pre-amalgamation shareholding of the Transferor Companies as on June 30, 2018 is given below:

Particulars of Transferor Company 1	Amount (EUR)
Paid up Share Capital (100% held by Transferee Company)	10,710,832

Particulars of Transferor Company 2	Amount (EUR)
Paid up Share Capital (100% held by Transferee Company)	35,000

Particulars of Transferor Company 3	Amount (EUR)
964,270 Shares of 0.64 Euro per share (100% held by Transferee Company)	617,132.80

Particulars of Transferor Company 4	Amount (INR)
800,000 Equity Shares of Rs. 10/- each (100% held by Transferee Company and its nominee)	8,000,000

Place: Bengaluru
Date: August 10, 2018

For and on behalf of the Board of Directors of Wipro Limited

Rishad A Premji
Executive Director and Chief Strategy Officer
DIN: 02983899
Chairperson appointed for the meeting

SCHEME OF AMALGAMATION AND MERGER
OF
WIPRO TECHNOLOGIES AUSTRIA GMBH
AND
WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH
AND
NEWLOGIC TECHNOLOGIES SARL
AND
APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED
WITH
WIPRO LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

GENERAL

I. PURPOSE OF SCHEME

Wipro Limited is a leading global information technology (IT), consulting and business process services company engaged in the business of manufacture or production and licensing of computer software, provision of IT enabled services and trading in IT products ("**Transferee Business**"). This Scheme (defined herein) provides for the merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited by way of amalgamation pursuant to Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013, to the extent applicable, Austria's Federal Law on the Conversion of Commercial Companies (UmwG) (defined herein) and the French Law applicable to mergers (defined herein).

Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited are wholly owned subsidiaries of Wipro Limited, which are engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services ("**Transferor Businesses**"), further explained below:

1. Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH and NewLogic Technologies SARL, which are part of the NewLogic Technologies group acquired by Wipro in 2005, are leading semi-conductor design services providers and suppliers of Intellectual Property (IP) cores for complex wireless and wireline applications. NewLogic Technologies owns IPs in this segment which contains software, silicon proven wireless LAN multi-band radio module and mixed-signal blocks.
2. Appirio India Cloud Solutions Private Limited is a cloud application services provider engaged *inter alia* in the business of developing, integrating, designing and maintaining cloud applications.

II. RATIONALE FOR THE SCHEME

The Board of Directors/sole shareholder, as applicable, of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited, and the Board of Directors of Wipro Limited believe that the following benefits will accrue, pursuant to the amalgamation of the Transferor Companies (defined herein) into the Transferee Company (defined herein):

1. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.
2. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services/software and technology related services markets. This will also enable the Transferee Company to address newer solutions and services to its customers and to the Transferor Companies' customers and enhance its marketing capabilities.
3. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure.
4. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
5. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities and countries.
6. The banks, creditors and financial institutions, if any, of the Transferor Companies will not be adversely affected by the proposed amalgamation as their existing security, if any, on any outstanding borrowings/credit facility is maintained.

In view of the aforesaid, the Board of Directors (defined herein) of the Transferee Company and the Board of Directors/sole shareholder, as applicable, of the Transferor Companies have considered the Scheme, whereunder the entire Undertakings (defined herein) and business of the Transferor Companies would be transferred and vested with and into the Transferee Company pursuant to Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013, to the extent applicable, Austria's Federal Law on the Conversion of Commercial Companies (UmwG) and the French Law applicable to mergers.

III. PARTS OF THE SCHEME

The Scheme is divided into following parts:

- (i) **Part A** – dealing with definition of the terms used in this Scheme and setting out the share capital of the Transferor Companies and the Transferee Company;
- (ii) **Part B** – dealing with the transfer and vesting of the Undertakings (defined herein) of the Transferor Companies with and into the Transferee Company;

- (iii) **Part C** – dealing with the consideration for the amalgamation and increase in authorized capital of the Transferee Company;
- (iv) **Part D** – dealing with the accounting treatment in the books of the Transferee Company;
- (v) **Part E** – dealing with the procedures relating to the Transferor Companies 1 & 2 under the Applicable Laws of Austria; and
- (vi) **Part F** – dealing with the procedures relating to the Transferor Company 3 under the Applicable laws of France; and
- (vii) **Part G** – dealing with the dissolution of the Transferor Companies and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.

PART A

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 1.1 **“Act”** means the Companies Act, 2013, and rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereto from time to time.
- 1.2 **“Applicable Law(s)”** means any statute, notification, bye laws, rules, regulations, guidelines, common law, policy, code, directives, ordinance, schemes, notices, orders or instructions, law enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.
- 1.3 **“Appirio India Cloud Solutions Private Limited”** or **“Transferor Company 4”** is a Company incorporated under the Companies Act, 1956 having its registered office at SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore-560035 and Corporate Identity Number U72200KA2013FTC112246.
- 1.4 **“Appointed Date”** means April 1, 2018 or such subsequent date (if any) as may be decided by the Board of Directors/sole shareholder, as applicable, of the Transferor Companies and the Board of Directors of the Transferee Company or such date as may be approved by the National Company Law Tribunal at Bengaluru or such other appropriate date as the Appropriate Authority may decide.
- 1.5 **“Austrian Law”** means the Federal Law on the Conversion of Commercial Companies (UmwG), Austria, as amended from time to time.
- 1.6 **“Board of Directors”** or **“Board”** means the board of directors or the sole manager or managers (wherever applicable) of the Transferor Companies or the board of directors of the Transferee Company or both, as the case may be, and shall include any duly constituted committee or authorised official(s) thereof.
- 1.7 **“Effective Date”** means the last of the dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 18 of this Scheme is complied with or obtained or waived, as the case maybe. Reference in the Scheme to “upon the Scheme becoming effective” shall mean the Effective Date.
- 1.8 **“French Law”** means the French legal provisions applicable to mergers under articles L. 236-1 to L. 236-24 of the French Commercial Code as amended from time to time.
- 1.9 **“Government Authority”** or **“Appropriate Authority”** means the central government, any applicable state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.
- 1.10 **“NewLogic Technologies SARL”** or **“Transferor Company 3”** is a French limited liability company having its registered office at Tour Prisma, 4-6 Avenue d’Alsace 92400 Courbevoie – Paris la Défense registered with the Nanterre Trade and Companies register under n° 428 207 906.
- 1.11 **“Relevant Jurisdiction”** means the territories of the Republic of India and the territories of France and Austria as the case may be.
- 1.12 **“Registrar of Companies”** means the Registrar of Companies, Karnataka, India and the registrar or its equivalent of such other Government Authority who has oversight on the company from a corporate law perspective.
- 1.13 **“Scheme”** or **“the Scheme”** or **“this Scheme”** means this scheme of amalgamation in its present form, submitted to the National Company Law Tribunal or any other Appropriate Authority in the Relevant Jurisdiction, or with any modification(s) made under Clause 20 of this Scheme, as approved or directed by the National Company Law Tribunal or any other Appropriate Authority.
- 1.14 **“Transferor Companies”** means Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 collectively.
- 1.15 **“Tribunal”** means the National Company Law Tribunal, Bengaluru Bench, constituted under Section 408 and other applicable provisions of the Act.
- 1.16 **“Undertaking”** shall mean and include the whole of the industrial undertaking(s) of the Transferor Companies, as a going concern, including its businesses (more elaborately described as Transferor Businesses), all secured and unsecured debts, liabilities, losses, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to fixed assets, current assets, investments, funds, licenses, registrations, intangibles, leases, licenses, tenancy rights, premises, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, service connections, benefits of agreements, contracts and arrangements including but

not limited to contracts entered into with vendors, customers and service providers, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, easements and all the right, title, interest, benefit and advantage, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, etc.), software license(s), intellectual property(ies), domain/websites, etc. in connection with/relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.

- 1.17 **“Wipro Information Technology Austria GmbH”** or **“Transferor Company 2”** having its corporate seat in Feldkirch, Austria, registered with the Companies’ Register under number FN 269351 f and having its registered office at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria.
- 1.18 **“Wipro Limited”** or **“Transferee Company”** is a company incorporated under the Companies Act, 1913 having its registered office Doddakannelli, Sarjapur Road, Bangalore - 560 035 and Corporate Identity Number L32102KA1945PLC020800.
- 1.19 **“Wipro Technologies Austria GmbH”** or **“Transferor Company 1”** having its corporate seat in Feldkirch, Austria, registered with the Companies’ Register under number FN 158560 b and having its registered office at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria.
- 1.20 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, by-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

2. **SHARE CAPITAL**

2.1 **Wipro Technologies Austria GmbH (Transferor Company 1)**

The share capital of Wipro Technologies Austria GmbH as at April 25, 2018 was as follows:

Particulars	Amount (EUR)
Paid up Share Capital (100% held by Transferee Company)	10,710,832

2.2 **Wipro Information Technology Austria GmbH (Transferor Company 2)**

The share capital of Wipro Information Technology Austria GmbH as at April 25, 2018 was as follows:

Particulars	Amount (EUR)
Paid up Share Capital (100% held by Transferee Company)	35,000

2.3 **NewLogic Technologies SARL (Transferor Company 3)**

The share capital of NewLogic Technologies SARL as at April 25, 2018 was as follows:

Particulars	Amount (EUR)
Paid up Share Capital 964,270 Shares of 0.64 Euro per share (100% held by Transferee Company)	617,132.80

2.4 **Appirio India Cloud Solutions Private Limited (Transferor Company 4)**

The share capital of Appirio India Cloud Solutions Private Limited as at April 25, 2018, was as follows:

Particulars	Amount (Rs.)
Authorised Share Capital 900,000 Equity Shares of Rs. 10/- each	9,000,000
Issued, Subscribed and Paid up Share Capital 800,000 Equity Shares of Rs. 10/- each (100% held by Transferee Company and its nominee)	8,000,000

2.5 **Wipro Limited (Transferee Company)**

The share capital of Wipro Limited as at April 25, 2018, was as follows:

Authorised Share Capital	Amount (Rs.)
5,500,000,000 Equity Shares of Rs.2 each	11,000,000,000/-
25,000,000 Preference Shares of Rs. 10 each	250,000,000/-
150,000 10% Optionally Convertible Cumulative Preference Shares of Rs. 100 each	15,000,000/-
Total	11,265,000,000/-
Issued, Subscribed and Paid up Share Capital	Amount (Rs.)
4,523,945,471 Equity Shares of Rs.2 each, fully paid-up	9,047,890,942/-
Total	9,047,890,942/-

The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited and the American Depositary Receipts are listed on the New York Stock Exchange.

3. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set-out herein in its present form or with any modification(s) approved or imposed or directed by the National Company Law Tribunal or any other Appropriate Authority shall take effect from the Appointed Date and shall be operative from the Effective Date.

PART B

TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANIES INTO THE TRANSFEEE COMPANY

4. TRANSFER AND VESTING OF UNDERTAKING

- 4.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and Undertaking of the Transferor Companies, including all the debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws, of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets (whether tangible or intangible) of the Transferor Companies comprising, amongst others, all investments, receivables, actionable claims, furniture and fixtures, office equipment, telephones, telex, facsimile and other communication facilities and business licenses, permits, deposits, authorisations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, know-how, trade secret, patents, trademark, service mark, other intellectual property rights, registrations, title, interest, contracts including but not limited to contracts entered into with customers, vendors and service providers, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, shall, under the provisions of Sections 230 to 232 read with Section 234 of the Act and applicable provisions of the Austrian Law and the French Law and pursuant to the order of the National Company Law Tribunal sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.
- 4.2 Without prejudice to the generality of Clause 4.1 above, in respect of the assets of the Transferor Companies, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery or otherwise, the same shall be so transferred by the Transferor Companies to the Transferee Company, without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company as an integral part of the assets of the Transferee Company, with effect from the Appointed Date.
- 4.3 Without prejudice to the generality of Clause 4.1 above, with effect from the Appointed Date, all debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date whether provided for or not in the books of account of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Appointed Date, shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned from those assets.
- 4.4 With effect from the Appointed Date, all inter-party transactions between the Transferor Companies and between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.
- 4.5 With effect from the Appointed Date, loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.
- 4.6 All existing securities, mortgages, charges, liens or other encumbrances, if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the properties and other assets comprised in the Undertaking transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, liens or other encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, liens or encumbrances shall not relate or attach to any other assets of the Transferee Company, provided however that no encumbrances shall have been created by the Transferor Companies over its assets after the date of filing of the Scheme, without the prior written consent of the Board of Directors of the Transferee Company, except for those done in the normal course of business.
- 4.7 All existing encumbrances over the properties and other assets of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.
- 4.8 It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

4.9 With effect from the Appointed Date, all statutory licences, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Companies pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents or other licenses and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.

4.10 The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income-tax Act, 1961.

5. **STAFF, EMPLOYEES & DIRECTORS**

On the Scheme becoming effective, all staff and employees of the Transferor Companies (if any) in service on the Effective Date shall be deemed to have become staff and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service for the purpose of provident fund or gratuity or otherwise, and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Companies on the Effective Date.

It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Transferor Companies shall become trusts/funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of Transferor Companies in relation to such fund or funds shall become those of the Transferee Company. It is clarified that, for the purpose of the said fund or funds, the services of the staff and employees of the Transferor Companies will be treated as having been in continuous service with the Transferee Company from the date of employment as reflected in the records of Transferor Companies.

On the Scheme becoming effective, the directors of the Transferor Companies shall not be entitled to any directorship in the Transferee Company by virtue of the provisions of this Scheme.

6. **LEGAL PROCEEDINGS**

If any suit, appeal or other proceedings of whatever nature by or against the Transferor Companies are pending, including those arising on account of taxation laws and other allied laws, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies, as if this Scheme had not been made.

In case of any litigations, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor companies after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company. The Transferee Company undertakes to continue to abide by the agreement/settlement if any entered into by the Transferor Companies with any of its employees, which is in force as on the Effective Date.

7. **CONTRACTS, DEEDS, ETC., AND POWER TO GIVE EFFECT TO THIS PART**

7.1 Subject to the other provisions of this Scheme, all contracts, deeds, agreements, licences, permits, registrations, approvals and other instruments, if any, of whatsoever nature to which the Transferor Companies are a party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto, notwithstanding the terms contained in such contracts, deeds, bonds, agreements, licences, permits, registrations, approvals and other instruments.

7.2 The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

8. **TREATMENT OF TAXES PAID BY THE TRANSFEROR COMPANIES**

All taxes, levies, cess, etc. (whether direct or indirect) that might have been paid by the Transferor Companies (whether before or after the Appointed Date) during the period when the merger has not become effective for any tax liability that arises after the Appointed Date shall be deemed to be tax paid by the Transferee Company and credit in respect thereof shall be given to the Transferee Company accordingly.

9. **TREATMENT OF SCHEME FOR THE PURPOSES OF INCOME TAX ACT, 1961**

9.1 This Scheme has been drawn up to comply with and come within the definition and conditions relating to "Amalgamation" as specified under Section 2(1B), Section 47 and such other provisions, as may be applicable, of the Income Tax Act, 1961.

9.2 If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act, 1961, at a later date, including resulting from an amendment of any Applicable Law(s) or for any other reason whatsoever, the Scheme shall stand modified/amended to the extent determined necessary to comply and come within the definition and conditions relating to "Amalgamation" as specified in the Income Tax Act, 1961. In such an event, the clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.

9.3 Any refund under the tax laws received by or due to the Transferor Companies consequent to any assessments made on the Transferor Companies subsequent to the Appointed Date pertaining to the business transferred and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

PART C

CONSIDERATION FOR AMALGAMATION AND INCREASE IN AUTHORIZED CAPITAL OF TRANSFEREE COMPANY

10. CONSIDERATION FOR AMALGAMATION

The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The entire share capital of the Transferor Companies is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. The Transferee Company will carry on the Transferor Businesses alongwith Transferee Business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Businesses are protected and enhanced.

11. INCREASE IN AUTHORIZED CAPITAL OF TRANSFEREE COMPANY

Upon the Scheme becoming effective, the authorized share capital of the Transferor Company 4 shall stand combined with and be deemed to be added to the authorized share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by Transferor Company 4 on its authorized share capital, as applicable, shall be deemed to have been so paid by the Transferee Company on the combined authorized share capital and accordingly, the Transferee Company shall not be required to pay any fee/stamp duty for its increased authorized share capital.

Consequently, existing clause 5 of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 61 to 64 and other applicable provisions of the Companies Act, 2013 by substituting the existing Clause with the following:

"The Authorised Share Capital of the Company is Rs. 1127,40,00,000/- (Rupees One Thousand One Hundred and Twenty Seven Crores and Forty Lakhs) divided into 550,45,00,000/- (Five Hundred and Fifty Crores and Forty Five Lakhs) equity shares of Rs. 2/- (Rupees Two) each, 2,50,00,000 (Two Crore Fifty Lakhs) preference shares of Rs.10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 10% optionally convertible cumulative preference shares of Rs.100/- (Rupees One Hundred) each, with power to increase and reduce or consolidate or subdivide the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to verify, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Act or provided by the Articles of Association of the Company for the time being."

The approval of the Scheme by the shareholders of the Transferee Company under Sections 230 to 232 of the Act, shall be deemed to have the approval under Section 13, 61 and other applicable provisions of the Act and any other consents and approvals also required in this regard.

PART D

ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

12. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

- 12.1 The Transferee Company shall follow the requirements of Indian Accounting Standards (IndAS) 103 and other applicable Indian Accounting standards, in terms of Section 133 of the Companies Act, 2013 for the purpose of accounting for the merger.
- 12.2 The Transferee Company shall, upon the scheme becoming effective, record the assets, liabilities and reserves of the Transferor Companies in the books of accounts of the Transferee Company at the existing carrying amounts and in the same form.
- 12.3 The investment made in the Share Capital of the Transferor Companies by the Transferee Company shall stand cancelled. Difference, if any, between the investments held by the Transferee Company and assets, liabilities and reserves held by the Transferor Companies will be transferred to Common Control Transactions Capital Reserve (separately from other capital reserves).

PART E
PROCEDURES RELATING TO THE TRANSFEROR COMPANY 1 AND 2 UNDER THE LAWS OF AUSTRIA

13. **PROCEDURES RELATING TO THE TRANSFEROR COMPANY 1 AND 2 UNDER THE LAWS OF AUSTRIA**

- 13.1 The Transferor Company 1 and Transferor Company 2 are incorporated under the laws of Austria.
- 13.2 In terms of Section 2 of the Federal Law on the Conversion of Commercial Companies (UmwG) of Austria, a company can merge with one or more companies incorporated under the laws of a jurisdiction other than that of Austria where the merger is permitted by the laws of such jurisdiction.
- 13.3 The sole shareholder of the Transferor Company 1 and Transferor Company 2 has approved the Scheme.
- 13.4 The amalgamation/merger of Transferor Company 1 and Transferor Company 2 with the Transferee Company shall be in accordance with the necessary and applicable provisions and procedural requirements under the Austrian Law and any other Applicable Law.

PART F
PROCEDURES RELATING TO THE TRANSFEROR COMPANY 3 UNDER THE LAWS OF FRANCE

14. PROCEDURES RELATING TO THE TRANSFEROR COMPANY 3 UNDER THE LAWS OF FRANCE

- 14.1 The Transferor Company 3 is incorporated under the laws of France.
- 14.2 French Law does not regulate cross border mergers between a French company and another company located outside the European Union. However, French Law does not prohibit such mergers where the merger is permitted by the laws of the other jurisdiction and where the French entity follows the French Law applicable to a national merger.
- 14.3 The sole shareholder of the Transferor Company 3 has approved the Scheme.
- 14.4 The amalgamation/merger of Transferor Company 3 with the Transferee Company shall be in accordance with the necessary and applicable provisions and procedural requirements under the French Law and any other Applicable Law.

PART G

DISSOLUTION OF THE TRANSFEROR COMPANIES AND THE GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME AND OTHER MATTERS CONSEQUENTIAL AND INTEGRALLY CONNECTED THERETO

15. TRANSACTIONS BETWEEN THE APPOINTED DATE AND THE EFFECTIVE DATE (IF APPLICABLE)

During the period from the Appointed Date to the Effective Date:

- 15.1 The Transferor Companies shall carry on and be deemed to have carried on their business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of its business and Undertaking for and on account of and in trust for the Transferee Company.
- 15.2 The Transferor Companies shall carry on their business and activities in the ordinary course of business with reasonable diligence and business prudence.
- 15.3 All the profits or income accruing or arising to the Transferor Companies or expenditure or losses incurred or arising to the Transferor Companies, shall for all purposes be treated and deemed to be and accrue as the profits or income or expenditure or losses (as the case may be) of the Transferee Company.
- 15.4 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Government Authorities concerned, as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require for carrying on the business of the Transferor Companies.
- 15.5 The Transferor Companies shall carry on their business, operations or activities with reasonable diligence and business prudence and in the same manner as they had been doing hitherto and shall not venture into/expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business, without the prior consent of the Transferee Company.
- 15.6 The Transferee Company and the Transferor Companies shall also be entitled to make an application for amending, cancelling or obtaining fresh registrations, as the case may be, under all applicable laws and legislations. The Transferee Company and the Transferor Companies would be entitled to make an application for amending licenses/ authorisations.

16. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Companies under Clause 4 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded between the Appointed Date and the Effective Date (both days inclusive), to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

17. DISSOLUTION OF THE TRANSFEROR COMPANIES

Upon the Scheme becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies.

18. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- (i) The requisite consents, approvals or permissions of any Appropriate Authority(ies) from India, Austria and France, which by law may be necessary for the implementation of this Scheme;
- (ii) The approval by the requisite majority of the shareholders and/or creditors (as may be required and/or to the extent not dispensed with by the Appropriate Authority(ies)) of the Transferor Companies and the Transferee Company, as required under Applicable Law(s).
- (iii) Approval by the National Company Law Tribunal;
- (iv) The certified copy of the order of the National Company Law Tribunal sanctioning the Scheme being filed with the Registrar of Companies by the Transferee Company and the Transferor Company 4;
- (v) Compliance by the Transferor Companies and the Transferee Company of all the necessary and applicable provisions of its Applicable Law.
- (vi) Compliance with such other conditions as may be imposed by the National Company Law Tribunal or other Government Authority.

19. **APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL**

The Transferee Company and the Transferor Company 4 shall, with all reasonable despatch, make and file applications/petitions jointly under Sections 230 to 232 read with Section 234 and other applicable provisions of the Act to the National Company Law Tribunal, within whose jurisdiction the registered office of the Transferee Company is situated, for sanctioning the Scheme.

The Transferor Companies 1, 2 and 3 shall initiate and pursue all actions necessary under the laws of Austria and France for their respective winding up. The Transferor Companies shall take all necessary steps for sanctioning of this Scheme and for their continuing as one company with the Transferee Company and apply for and obtain such other approvals, if any, required under the Applicable Laws.

20. **MODIFICATION OR AMENDMENTS TO THE SCHEME**

The Transferee Company and the Transferor Companies by their respective Board of Directors or sole shareholder, as applicable, or any person(s) or committee authorised/appointed by them, may carry out or assent to any modifications/amendments to the Scheme or to any conditions or limitations that the National Company Law Tribunal and/or the Reserve Bank of India and/or Securities and Exchange Board of India or any other Government Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e., the Board of Directors or sole shareholder, as applicable, or the person(s)/ committee). The Transferee Company and the Transferor Companies by their respective Board of Directors or sole shareholder, as applicable, any person(s) or committee authorised or appointed by them, shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any Government Authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith. The Transferee Company and the Transferor Companies shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the National Company Law Tribunal or any other authority. In case of any provisions that is inconsistent with the Reserve Bank of India Regulations, the scheme shall stand amended to that extent.

21. **EFFECT OF NON-RECEIPT OF APPROVALS**

In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Board of Directors/sole shareholder, as applicable, of the Transferor Companies shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

22. **COSTS, CHARGES AND EXPENSES**

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Companies and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

23. **MISCELLANEOUS**

In case any doubt or difference or issue shall arise among the Transferor Companies and the Transferee Company or any of their shareholders, creditors, employees and/or persons entitled to or claiming any right to any shares in the Transferor Companies or the Transferee Company, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any other aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled between the Board of Directors/sole shareholder, as applicable, of the Transferor Companies and the Board of Directors of the Transferee Company and the decision arrived at therein shall be final and binding on all concerned. If any part of this Scheme hereof is invalid, ruled illegal by any National Company Law Tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party to the Scheme, in which case the parties to the Scheme shall attempt to bring about a modification in the Scheme, as will best preserve for the parties to the Scheme, the benefits and obligations of the Scheme.

Report adopted by the Board of Directors of Wipro Limited at its meeting held on April 25, 2018 as per the provisions of section 232(2)(c) of the Companies Act, 2013

Pursuant to the recommendation of Audit, Risk and Compliance Committee (“**Audit Committee**”), the proposed Scheme of Amalgamation (“**Scheme**”) of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited (“**Transferor Companies**”) with Wipro Limited (“**Transferee Company**” or “**Company**”) was approved by the Board of Directors of the Company (“**Board**”) vide resolution passed at its Meeting held on April 25, 2018.

The provisions of Section 232(2)(c) of the Companies Act, 2013 requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel (“**KMP**”), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the Shareholders and Creditors along with the notice convening the meeting of Members/Creditors. The Board noted that the Scheme does not contemplate any allotment of shares of the Company, as the Transferor Companies are wholly owned subsidiaries of the Company.

Having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, its impact on the Company’s shareholders, the financial position of the Transferor Companies and other documents placed before it.

Report

The Board of Directors after considering the afore-mentioned aspects and recommendations of the Audit Committee, approved the Scheme. The Board was of the opinion that:

1. The Scheme will, inter alia, enable optimisation of legal entity structure through rationalization of number of subsidiaries. It will result in integration of business operations and consolidation of the activities leading to operational synergies and elimination of duplicate efforts across multiple entities and countries. It will provide the Company seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies. It will also result in reduction of the multiplicity of legal and regulatory compliances.
2. There is no requirement for any share entitlement ratio since the Transferor Companies are wholly owned subsidiaries of the Transferee Company. The Board also observed that since there is no change in the shareholding pattern of the Transferee Company pursuant to the Scheme of Amalgamation, there is no requirement to obtain a valuation report.
3. The Scheme solely provides for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited which are wholly owned subsidiaries, with Wipro Limited, its parent company, by way of amalgamation. Therefore, pursuant to paragraph 7 of the Securities and Exchange Board of India (SEBI) Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“**Circular**”) read with regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no requirement to obtain a no-objection letter from stock exchanges, valuation report from an independent Chartered Accountant, Audit Committee report, fairness opinion by a SEBI registered Merchant Banker, report on complaints, etc. The Scheme shall be filed with the Stock Exchanges for the purpose of disclosure only.
4. The Scheme does not entitle the Promoter/Promoter Group, related parties of the Promoter/Promoter Group, associates of the Promoter/Promoter Group, and subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares. There will be no change in the shareholding of Promoter/Promoter Group of the Transferee Company pursuant to the adoption of the Scheme.
5. As far as the Equity Shareholders of the Transferee Company are concerned (including holders of American Depository Shares, Promoter shareholders and other non-promoter shareholders), there will be no dilution in their shareholding in the Transferee Company as there will be no issuance of shares by the Transferee Company pursuant to the Scheme.
6. Further, there will be no change in the KMP of the Transferee Company pursuant to the Scheme.
7. The Transferee Company will carry on the businesses of industrial undertakings of Transferor Companies alongwith its own business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Companies are protected and enhanced. The Transferee Company will continue the operations in Austria and France through its existing branch in the respective countries without any disruption and the operations in India will be integrated with its existing operations.
8. The Scheme will be beneficial to the Transferee Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

For and on behalf of the Board of Directors

Azim H Premji
Chairman and Managing Director

Rishad A Premji
Executive Director and Chief Strategy Officer

Place: Bangalore
Date: April 25, 2018

WIPRO LIMITED
BALANCE SHEET AS AT MARCH 31, 2018
(₹ in millions, except share and per share data, unless otherwise stated)

	Notes	As at	
		March 31, 2018	March 31, 2017
ASSETS			
Non-current assets			
Property, plant and equipment	4	38,026	37,555
Capital work-in-progress		12,906	6,941
Goodwill	5	3,882	3,882
Other intangible assets	5	1,762	2,185
Financial assets			
Investments	6	58,416	59,994
Derivative assets	18	41	106
Trade receivables	7	4,446	3,998
Other financial assets	9	3,078	3,545
Deferred tax assets (net)	19	4,520	2,352
Non-current tax assets (net)		18,349	12,008
Other non-current assets	11	11,614	11,732
Total non-current assets		157,040	144,298
Current assets			
Inventories	10	2,943	3,559
Financial assets			
Investments	6	248,412	291,467
Trade receivables	7	95,020	81,299
Cash and cash equivalents	8	23,220	35,166
Derivative assets	18	1,232	9,747
Unbilled revenues		30,256	32,845
Loans to subsidiaries	32	-	1,917
Other financial assets	9	5,218	6,151
Current tax assets (net)		4,799	7,701
Other current assets	11	18,122	17,419
		429,222	487,271
Assets held for sale	36	451	-
Total current assets		429,673	487,271
TOTAL ASSETS		586,713	631,569
EQUITY			
Equity Share capital	12	9,048	4,861
Other equity		413,578	462,195
TOTAL EQUITY		422,626	467,056
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	13	724	11,463
Derivative liabilities	18	-	2
Other financial liabilities	15	-	77
Provisions	16	1,688	3,733
Deferred tax liabilities (net)	19	463	1,391
Non-current tax liabilities (net)		8,557	9,099
Other non-current liabilities	17	2,296	349
Total non-current liabilities		13,728	26,114
Current liabilities			
Financial liabilities			
Borrowings	13	46,477	50,186
Trade payables	14	41,762	38,186
Derivative liabilities	18	2,198	2,708
Other financial liabilities	15	25,343	17,628
Unearned revenues		12,709	11,506
Provisions	16	7,934	6,269
Current tax liabilities (net)		8,961	6,792
Other current liabilities	17	4,975	5,124
Total current liabilities		150,359	138,399
TOTAL LIABILITIES		164,087	164,513
TOTAL EQUITY AND LIABILITIES		586,713	631,569

As per our report of even date attached

For and on behalf of the Board of Directors

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No: 117366W/W- 100018

N. Venkatram

Partner

Membership No. 71387

Mumbai

June 8, 2018

Azim H Premji

Executive Chairman &
Managing Director

Jatin Pravinchandra Dalal

Chief Financial Officer

Bengaluru

June 8, 2018

N Vaghul

Director

Abidali Neemuchwala

Chief Executive Officer &
Executive Director

M Sanaula Khan

Company Secretary

WIPRO LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018
(₹ in millions, except share and per share data, unless otherwise stated)

	Notes	Year ended	
		March 31, 2018	March 31, 2017
INCOME			
Revenue from operations	20	447,100	456,396
Other operating income	21	-	4,082
Other income	22	24,796	26,459
Total Income		471,896	486,937
EXPENSES			
Purchases of stock-in-trade		14,696	21,869
Changes in inventories of finished goods, work in progress and stock-in-trade	23	577	1,640
Employee benefits expense	24	217,562	218,544
Finance costs	25	3,843	4,680
Depreciation and amortisation expense		10,148	10,477
Sub-contracting / technical fees / third party application		78,623	74,614
Travel		14,607	17,536
Facility expenses		13,397	12,509
Communication		4,136	3,463
Legal and professional charges		3,078	3,211
Marketing and brand building		2,596	2,737
Other expenses	26	8,290	8,786
Total expenses		371,553	380,066
Profit before tax		100,343	106,871
Tax expense			
Current tax	19	24,345	24,304
Deferred tax	19	(1,230)	950
Total tax expense		23,115	25,254
Profit for the year		77,228	81,617
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss:			
Defined benefit plan actuarial gains/(losses)	24	746	191
Net change in fair value of financial instruments through OCI	18	(1,760)	(183)
Income tax relating to items that will not be reclassified to profit and loss	19	160	(28)
Items that will be reclassified to profit or loss:			
Net change in time value of option contracts designated as cash flow hedges	18	2	9
Net change in intrinsic value of option contracts designated as cash flow hedges	18	(95)	77
Net change in fair value of forward contracts designated as cash flow hedges	18	(7,368)	4,872
Net change in fair value of financial instruments through OCI		(663)	1,787
Income tax relating to items that may be reclassified to profit and loss	19	1,678	(1,571)
Total other comprehensive (loss)/ income for the year, net of taxes		(7,300)	5,154
Total comprehensive income for the year		69,928	86,771
Earnings per equity share: (Equity shares of par value ₹ 2 each)	27		
Basic		16.26	16.80
Diluted		16.23	16.75
Number of shares			
Basic		4,750,043,400	4,857,081,010
Diluted		4,758,361,975	4,871,347,138

As per our report of even date attached

For and on behalf of the Board of Directors

for Deloitte Haskins & Sells LLP

Azim H Premji

N Vaghul

Abidali

Neemuchwala

Chartered Accountants

Executive Chairman
& Managing Director

Director

Chief Executive
Officer & Executive
Director

Firm's Registration No: 117366W/W- 100018

N. Venkatram

Partner
Membership No. 71387
Mumbai
June 8, 2018

Jatin Pravinchandra Dalal
Chief Financial Officer

Bengaluru
June 8, 2018

M Sanaula Khan
Company Secretary

WIPRO LIMITED
STATEMENT OF CASH FLOWS
(₹ in millions, except share and per share data, unless otherwise stated)

	For the year ended	
	March 31, 2018	March 31, 2017
Cash flows from operating activities:		
Profit for the year	77,228	81,617
Adjustments to reconcile profit for the year to net cash generated from operating activities:		
(Gain) / loss on sale of property, plant and equipment, net	(159)	181
Depreciation and amortisation expense	10,148	10,477
Unrealised exchange loss, net	4,704	3,714
Gain on sale of investments, net	(5,978)	(3,486)
Share based compensation expense	1,258	1,687
Income tax expense	23,115	25,254
Dividend and interest (income)/expenses, net	(15,956)	(17,259)
Gain from sale of EcoEnergy division	-	(4,082)
(Reversal of) / provision for diminution in the value of non-current investments	(267)	403
Other non cash items	3,832	-
Changes in operating assets and liabilities:		
Trade receivables	(16,361)	(5)
Unbilled revenues	2,589	4,236
Inventories	616	1,703
Other assets	2,971	1,973
Trade payables, other liabilities and provisions	1,923	(6,422)
Unearned revenues	1,203	(2,711)
Cash generated from operating activities before taxes	90,866	97,280
Income taxes paid, net	(26,157)	(23,573)
Net cash generated from operating activities	64,709	73,707
Cash flows from investing activities:		
Purchase of property, plant and equipment	(16,237)	(16,867)
Proceeds from sale of property, plant and equipment	816	813
Proceeds from sale of Eco Energy division, net of related expenses	-	4,372
Purchase of investments	(779,032)	(812,704)
Investment in subsidiaries	(4,559)	(995)
Proceeds from sale of investments	829,764	730,078
Proceeds from liquidation/ reduction in capital of subsidiaries	4,790	-
Interest received	13,872	16,955
Dividend received	609	311
Income tax paid on sale of Eco Energy division	-	(871)
Net cash generated from/used in investing activities	50,023	(78,908)
Cash flows from financing activities:		
Proceeds from issuance of equity shares/ shares pending allotment	24	^
Repayment of loans and borrowings	(93,360)	(91,627)
Proceeds from loans and borrowings	81,180	82,619
Payment for buyback of shares including transaction cost	(110,312)	(25,000)
Interest paid on loans and borrowings	(1,272)	(892)
Payment of dividend (including dividend tax thereon)	(5,444)	(8,776)
Net cash used in financing activities	(129,184)	(43,676)
Net decrease in cash and cash equivalents during the year	(14,452)	(48,877)
Effect of exchange rate changes on cash and cash equivalents	52	(932)
Cash and cash equivalents at the beginning of the year	33,622	83,431
Cash and cash equivalents at the end of the year (Note 8)	19,222	33,622

Total taxes paid amounted to ₹ 26,157 and ₹ 24,444 for the year ended March 31, 2018 and 2017 respectively.

Refer note 13 for supplementary information on cash flow statement.

^ Value is less than ₹ 1

As per our report of even date attached

For and on behalf of the Board of Directors

for Deloitte Haskins & Sells LLP

Azim H Premji

N Vaghul

Abidali

Neemuchwala

Chartered Accountants

Executive Chairman &
Managing Director

Director

Chief Executive
Officer & Executive
Director

Firm's Registration No: 117366W/W- 100018

N. Venkatram

Jatin Pravinchandra Dalal

M Sanaula Khan

Partner

Chief Financial Officer

Company Secretary

Membership No. 71387

Mumbai
June 8, 2018

Bengaluru
June 8, 2018

WIPRO TECHNOLOGIES AUSTRIA GMBH
BALANCE SHEET AS AT 31 MARCH 2018
(Amount in EUR, unless otherwise stated)

	Note	As at 31 March 2018	As at 31 March 2017
ASSETS			
Non-current assets			
Property, plant and equipment	3	-	-
Financial assets			
Investments	4	275,520	275,520
Non-current tax asset, net	5	3,500	1,750
		<u>279,020</u>	<u>277,270</u>
Current assets			
Financial assets			
Trade receivables	6	578,122	869,791
Cash and cash equivalents	7	621,321	400,468
Other financial assets	8	1,956,526	1,794,317
Unbilled revenue	9	1,247,738	-
Other current assets	10	790,836	180,683
		<u>5,194,543</u>	<u>3,245,259</u>
TOTAL ASSETS		<u>5,473,563</u>	<u>3,522,529</u>
EQUITY			
Share capital	11	32,473,971	32,473,971
Other equity		(33,720,923)	(34,312,091)
		<u>(1,246,952)</u>	<u>(1,838,120)</u>
Current liabilities			
Financial liabilities			
Trade payables	12	4,868,945	5,208,282
Other current liabilities	13	1,796,521	46,675
Provisions	14	55,049	105,692
		<u>6,720,515</u>	<u>5,360,649</u>
TOTAL EQUITY AND LIABILITIES		<u>5,473,563</u>	<u>3,522,529</u>

For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH

Director
Elke Kueng
Place: Austria
Date: 07.06.2018

WIPRO TECHNOLOGIES AUSTRIA GMBH
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018
(Amount in EUR, unless otherwise stated)

	Note	Year ended 31 March 2018	Year ended 31 March 2017
REVENUE			
Revenue from operations	15	3,504,545	5,320,666
Other income	16	36,817	50,329
		3,541,362	5,370,995
EXPENSES			
Cost of materials consumed	17	709,686	1,569,578
Employee benefits expense	18	304,103	508,218
	19	126	13
Finance cost			
Other expense	20	1,936,279	2,208,101
		2,950,194	4,285,910
Profit before tax		591,168	1,085,085
Tax expense			
Current tax		-	-
Profit for the period		591,168	1,085,085
Total comprehensive income for the period		591,168	1,085,085
Other comprehensive income			
Exchange differences on foreign currency translation		-	-
Total other comprehensive Income for the period, net of tax		591,168	1,085,085
Earnings per share [par value of EUR 1 each]			
Basic and diluted (EUR)	21	0.018	0.033
Summary of significant accounting policies	2		

For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH

Director
Elke Kueng

Place: Austria
Date: 07.06.2018

WIPRO TECHNOLOGIES AUSTRIA GMBH
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018
(Amount in EUR, unless otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
A. Cash flow from operating activities		
Profit/ (Loss) After tax	591,168	1,085,085
Other Adjustments:		
Depreciation and amortization	-	-
Interest Expenses, net	-	13
Provision for doubtful debts	34,500	-
Provision no longer required, written back	(21,033)	(17,378)
Unrealised foreign exchange loss / (gain)	(53,531)	-
Dividend / interest income	(252)	(325)
Operating profit before working capital changes	-	-
Working capital changes:		
Trade receivable and unbilled revenues	(996,277)	479,019
Other financial assets and other current assets	(772,363)	(716,641)
Trade, unearned and other payables	(280,099)	(460,793)
Other financial liabilities and other current liabilities	1,720,237	(68,735)
Net cash generated from operations	222,351	300,245
Direct taxes (paid) / refund	(1,750)	(1,750)
Net cash generated by operating activities (A)	220,601	298,495
Cash flows from investing activities:		
Dividend / interest income	252	325
Net cash generated by / (used in) investing activities (B)	252	325
Cash flows from financing activities:		
Interest paid on borrowings	-	(13)
Repayment of borrowings, net	-	(77,189)
Net cash generated by / (used in) financing activities (C)	-	(77,202)
Net (decrease) / increase in cash and Cash equivalents during the period (A+B+C)	220,853	221,618
Cash and cash equivalents at the beginning of the period	400,468	161,628
Cash and cash equivalents at the end of the year	621,321	383,246

For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH

Director
Elke Kueng
Place: Austria
Date: 07.06.2018

WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH
BALANCE SHEET AS AT 31 MARCH 2018
(Amount in EUR, except share and per share data, unless otherwise stated)

	Notes	As at 31 March 2018	As at 31 March 2017
ASSETS			
Non-current assets			
Property and equipment	3	1,555	140
Financial assets			
Investments	4	5,334,398	960,000
Other financial asset	5	32,069	-
Prepaid income tax		1,750	-
		5,369,772	960,140
Current assets			
Financial assets			
Trade receivables	6	1,207,349	3,052,805
Other financial asset	5	32,609	-
Unbilled revenue		3,522,714	4,707,567
Other current assets	7	724,513	-
		5,487,185	7,760,372
		10,856,957	8,720,512
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	31,975,000	31,975,000
Other equity		(31,444,206)	(31,374,130)
		530,794	600,870
Current liabilities			
Financial liabilities			
Trade payables	9	2,220,264	6,628,451
Borrowings	10	6,400,000	-
Other financial liabilities	11	1,362,378	1,253,635
Unearned revenue		12,527	-
Other current liabilities	12	187,643	100,264
Provisions	13	123,661	116,852
Current tax liabilities (net)	14	19,690	20,440
		10,326,163	8,119,642
		10,856,957	8,720,512

For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH

Elke Kueng
Director
Place: Austria
Date: 07.06.2018

WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH
STATEMENT OF INCOME FOR THE YEAR ENDED 31 MARCH 2018
(Amount in EUR, except share and per share data, unless otherwise stated)

	Notes	Year ended 31 March 2018	Year ended 31 March 2017
INCOME			
Revenue from operations	15	10,922,964	15,304,774
Other income	16	1,641	-
Total Income		10,924,605	15,304,774
EXPENSES			
Employee benefit expenses	17	2,086,946	1,885,730
Depreciation expense	3	528	510
Finance cost	18	74,430	76
Other expense	19	8,833,527	13,130,782
Total Expenses		10,995,431	15,017,098
(Loss)/ profit before tax		(70,826)	287,675
Tax expense:			
Current tax		-	15,315
Deferred tax		-	-
Current tax of earlier years		(750)	-
(Loss)/ profit for the year		(70,076)	272,360
Other Comprehensive Income		-	-
Total Comprehensive (loss) / income for the year		(70,076)	272,360
(Loss)/ Earnings per equity share of par value EURO 1 each	20		
Basic & Diluted		(0.00)	0.00

For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH

Elke Kueng
Director
Place: Austria
Date: 07.06.2018

WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018
(Amount in EUR, except share and per share data, unless otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
A. Cash flow from operating activities		
(Loss)/ Profit After tax	(70,076)	272,360
Other Adjustments:		
Depreciation expense	528	510
Tax expense	(750)	15,315
Provision for doubtful debts	11,222	-
Finance cost	74,430	76
Operating profit before working capital changes	15,353	288,261
Working capital changes:		
Decrease/ (increase) in trade receivables	2,954,409	(4,214,509)
(Increase)/ decrease in other current assets	(13,868)	15,690
(Decrease)/ increase in other liabilities and provisions	(4,756,366)	2,818,175
Net cash (used in) operations	(1,800,472)	(1,092,383)
Direct taxes (paid) / refund	(1,750)	1,750
Net cash (used in) operating activities	(1,802,222)	(1,090,633)
Cash flows from investing activities:		
Purchase of property and equipment	(1,943)	-
Investment in subsidiaries and associates	(4,374,398)	(263,258)
Net cash (used in) investing activities (B)	(4,376,341)	(263,258)
Cash flows from financing activities:		
Loans taken from related party	6,400,000	-
(Repayments) / proceeds from bank overdrafts, net	(221,222)	242,289
Finance charges paid	(216)	(76)
Net cash generated by financing activities (C)	6,178,562	242,213
Net decrease in cash and Cash equivalents during the period (A+B+C)	-	(1,111,678)
Cash and cash equivalents at the beginning of the period	-	1,111,678
Cash and cash equivalents at the end of the year	-	-

For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH

Elke Kueng
Director
Place:Austria
Date: 07.06.2018

NEW LOGIC TECHNOLOGIES SARL
BALANCE SHEET AS AT 31 MARCH 2018
(Amount in EUR, unless otherwise stated)

	Note	As at 31 March 2018	As at 31 March 2017
ASSETS			
Current assets			
Financial assets			
Other financial assets	3	855,941	785,202
Other current assets	4	-	68,854
		855,941	854,056
TOTAL ASSETS		855,941	854,056
EQUITY AND LIABILITIES			
Equity			
Share capital	5	617,133	617,133
Other equity		224,495	166,258
		841,628	783,391
Current liabilities			
Financial liabilities			
Trade payables	6	13,921	13,163
Other financial liabilities	7	392	-
Other current liabilities	8	-	57,502
		14,313	70,665
TOTAL EQUITY AND LIABILITIES		855,941	854,056

For and on behalf of the Board of Directors of New Logic Technologies SARL

Ashish Chawla
Director

Place: New Jersey, USA
Date: 06.07.2018

NEW LOGIC TECHNOLOGIES SARL
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018
(Amount in EUR, unless otherwise stated)

	Note	Year ended 31 March 2018	Year ended 31 March 2017
INCOME			
Other income	9	79,934	286,098
		79,934	286,098
EXPENSES			
Employee benefits expense	10	-	230
Other expenses	11	30,996	140,766
		30,996	140,996
Profit before tax		48,938	145,102
Tax expense	14		
Deferred tax		-	-
Current tax		-	-
Income tax of earlier years		(9,299)	(48,400)
		(9,299)	(48,400)
Profit for the year		58,237	193,502
Other comprehensive income		-	-
Total other comprehensive income for the year, net of tax		58,237	193,502
Earnings per share [par value of EUR 0.64 each]			
Basic and diluted (EUR)	12	0.06	0.20

For and on behalf of the Board of Directors of New Logic Technologies SARL

Ashish Chawla
Director

Place: New Jersey, USA
Date: 06.07.2018

NEW LOGIC TECHNOLOGIES SARL
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018
(Amount in EUR, unless otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit after taxes	58,237	193,502
Other Adjustments:		
Tax expense	(9,299)	(48,400)
Provisions no longer required written back	(57,973)	(285,045)
Other financial and current assets written-off	-	72,813
Interest income	(446)	(296)
Operating loss before working capital changes	(9,481)	(67,426)
Working capital changes:		
Increase in trade receivable and unbilled revenues	-	71,881
(Decrease)/increase in other financial assets and other current assets	(70,739)	134,492
Increase/(decrease) in trade payables and other payables	758	(231,081)
Increase/(decrease) other financial liabilities and other current liabilities	863	(118,217)
Cash (used in) from operations	(78,599)	(210,351)
Direct taxes refund / (paid)	78,153	(337,469)
Net cash (used in) operating activities (A)	(446)	(547,820)
Cash flows from investing activities:		
Interest income received	446	296
Net cash generated from investing activities (B)	446	296
Cash flows from financing activities (C)	-	-
Net (decrease) in Cash and cash equivalents for the year (A+B+C)	-	(547,524)
Cash and cash equivalents at the beginning of the period	-	547,524
Cash and cash equivalents at the end of the year	-	-
Components of cash and cash equivalents:		
- cash and cash equivalents	-	-

For and on behalf of the Board of Directors of NEW LOGIC TECHNOLOGIES SARL

Ashish Chawla
Director

Place: New Jersey, USA
Date: 06.07.2018

APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED
BALANCE SHEET AS AT 31 MARCH 2018

(All amounts are in Indian Rupees, unless otherwise stated)

	Note No.	As at 31 March 2018	As at 31 March 2017
Assets			
Non-current assets			
Property, Plant and Equipment	5	82,068,089	104,182,465
Capital work-in-progress	5	64,397,541	-
Intangible assets	6	1,524,326	1,423,952
Other financial assets	7	21,792,802	8,236,510
Deferred tax assets	8	90,281,076	61,942,663
Non-current tax assets	9	3,042,438	120
Other non-current assets	10	6,567,603	4,719,941
Total non-current assets		269,673,875	180,505,651
Current assets			
Financial assets			
- Trade receivables	11	65,377,142	136,126,433
- Cash and cash equivalents	12	40,085,000	88,109,997
- Other Bank Balances	13	99,999,997	-
- Other financial assets	7	2,541,620	2,066,256
Other current assets	10	7,156,169	4,506,979
Total current assets		215,159,928	230,809,665
Total assets		484,833,803	411,315,316
Equity and liabilities			
Equity			
Equity share capital	14	8,000,000	8,000,000
Other equity	15	374,905,869	261,338,617
Total equity		382,905,869	269,338,617
Liabilities			
Non-current liabilities			
Other financial liabilities	19	1,741,799	1,847,613
Provisions	16	42,821,098	31,148,784
Other non-current liabilities	17	15,175,986	10,984,250
Total non-current liabilities		59,738,883	43,980,647
Current liabilities			
Financial liabilities			
- Trade payables	18	12,526,324	63,610,734
- Other financial liabilities	19	16,241,636	20,818,141
Other current liabilities	17	4,783,911	8,128,859
Provisions	16	8,637,180	5,438,318
Total current liabilities		42,189,051	97,996,052
Total equity and liabilities		484,833,803	411,315,316

As per our report attached

for Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

for and on behalf of the Board of Directors of
Appirio India Cloud Solutions Private Limited

Vikas Bagaria
Partner
Membership No. 60408

Place: Bengaluru
Date: June 5, 2018

Aravind Viswanathan Sundaresan
DIN: 08036024

Place: Bengaluru
Date: June 5, 2018

Krishnan Subramaniam
DIN: 03484801

Place: Bengaluru
Date: June 5, 2018

APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018
(All amounts are in Indian Rupees, unless otherwise stated)

	Note No.	For the year ended 31 March 2018	For the year ended 31 March 2017
Revenue from operations	20	761,741,910	697,403,181
Other income	21	4,251,895	3,447,336
Total income		765,993,805	700,850,517
Expenses			
Employee benefits expense	22	499,848,226	439,843,348
Depreciation and amortisation expense	23	42,440,469	45,672,055
Other expenses	24	117,542,186	112,626,267
Total expenses		659,830,881	598,141,670
Profit before tax		106,162,924	102,708,847
Tax Expense			
Current tax		22,724,174	20,898,447
Deferred tax		(28,736,128)	(26,012,524)
Total tax expense	25	(6,011,954)	(5,114,077)
Profit for the year		112,174,878	107,822,924
Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss			
Remeasurement of the defined benefit liability		1,790,089	(2,437,583)
Income tax relating to items that will not be reclassified to profit or loss		(397,715)	527,336
Total other comprehensive income, net of income tax		1,392,374	(1,910,247)
Total comprehensive income for the year		113,567,252	105,912,677
Earnings per equity share [nominal value of share Rs. 10 (previous year Rs. 10)]			
Basic and Diluted	26	140.22	134.78
As per our report attached			

for Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**for and on behalf of the Board of Directors of
Appirio India Cloud Solutions Private Limited**

Vikas Bagaria
Partner

Membership No. 60408
Place: Bengaluru
Date: June 5, 2018

**Aravind Viswanathan
Sundaresan**
DIN: 08036024
Place: Bengaluru
Date: June 5, 2018

Krishnan Subramaniam
DIN: 03484801
Place: Bengaluru
Date: June 5, 2018

APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018

(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Cash flow from operating activities		
Profit before tax	106,162,924	102,708,847
Adjustments for:		
Depreciation and amortisation expense	42,440,469	45,672,055
Unwinding of discount on security deposits	(821,036)	(608,260)
Loss on disposal of asset	98,994	-
Interest income	(4,032,645)	-
Operating profit before working capital changes	143,848,706	147,772,642
Movement in working capital		
Increase in other financial assets, unbilled revenues and trade receivables	69,970,794	(67,853,638)
Decrease/ (increase) in non-current and current assets	(3,779,026)	4,421,251
Increase in provisions	16,661,265	13,664,037
Decrease/ (increase) in non-current and current liabilities	846,788	(8,697,351)
Increase in financial liabilities	(54,730,834)	43,178,589
Cash generated from operations	172,817,693	132,485,530
Less: Income taxes paid	(26,484,318)	(21,224,289)
Net cash flow from operating activities	146,333,375	111,261,241
Cash flow from investing activities		
Purchase of property, plant and equipment	(84,653,585)	(23,799,157)
Purchase of Intangible assets	(1,364,804)	(1,565,880)
Sale of property, plant and equipment	59,492	-
Bank Deposits	(109,999,996)	-
Interest received	1,600,521	-
Net cash used in investing activities	(194,358,372)	(25,365,037)
Net increase in cash and cash equivalents	(48,024,997)	85,896,204
Cash and cash equivalents at the beginning of the year	88,109,997	2,213,793
Cash and cash equivalents at the end of the year	40,085,000	88,109,997
Notes to the cash flow statement:		
Components of cash and cash equivalents		
Balances with banks:		
In current accounts	15,084,997	88,109,997
In Fixed Deposits	25,000,003	-
Total cash and cash equivalent	40,085,000	88,109,997

As per our report of even date attached

for **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

for and on behalf of the Board of Directors of
Appirio India Cloud Solutions Private Limited

Vikas Bagaria
Partner
Membership No. 60408
Place: Bengaluru
Date: June 5, 2018

Aravind Viswanathan Sundaresan
DIN: 08036024
Place: Bengaluru
Date: June 5, 2018

Krishnan Subramaniam
DIN: 03484801
Place: Bengaluru
Date: June 5, 2018



WIPRO LIMITED. Registered Office: Doddakannelli, Sarjapur Road, Bengaluru - 560 035, Telephone : +91-80-28440011, Fax No.+91-80-28440054, Website : www.wipro.com, Email: corp-secretarial@wipro.com, CIN: L32102KA1945PLC020800

ATTENDANCE SLIP

MEETING OF THE UNSECURED CREDITORS OF THE COMPANY CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

Venue of the meeting : Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035
Day, Date & Time : Wednesday, September 19, 2018 at 12.00 Noon

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name and Address of the Unsecured Creditor/Proxy holder/Authorised Representative	
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I/We hereby record my presence at the meeting of the Unsecured Creditors of the Company convened pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench, to be held on September 19, 2018 at 12 Noon at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035.

Signature of the Unsecured Creditor/Proxy holder /Authorized Representative

NOTE: Unsecured Creditor/Proxy holder/Authorized Representative wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance of the venue duly filled and signed.

