



WIPRO LIMITED

Registered Office: Doddakannelli, Sarjapur Road, Bengaluru- 560 035, Telephone: +91-80-28440011,
Fax: +91-80-28440054, Website: www.wipro.com, E-mail: corp-secretarial@wipro.com,
CIN: L32102KA1945PLC020800

Dear Members,

Invitation to attend the 75th Annual General Meeting on Wednesday, July 14, 2021

You are cordially invited to attend the Seventy Fifth Annual General Meeting of the Company to be held on Wednesday, July 14, 2021 at 9.00 AM IST through video conferencing. The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl. No.	Particulars	Details
1	Link for live webcast of the AGM	https://www.wipro.com/AGM2021/
2	Link for remote e-voting	Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice
3	Helpline number for VC participation	For any assistance or support before or during the AGM, Members may contact the Company at 080 - 2844 0011 or sowrabh.rao1@wipro.com , or kusum.gore@wipro.com , or deepali.arunkumar@wipro.com
4	Cut-off date for e-voting	Wednesday, July 7, 2021
5	Time period for remote e-voting	Commences at 9.00 AM IST on Saturday, July 10, 2021 and ends at 5.00 PM IST on Tuesday, July 13, 2021
6	Book closure dates	Monday, July 12, 2021 to Tuesday, July 13, 2021 (both days inclusive)
7	Link for Members to temporarily update e-mail address	https://www.wipro.com/investors/
8	Last date for publishing results of the e-voting	Friday, July 16, 2021
9	Registrar and Share Transfer Agent contact details	Ms. Rajitha Cholleti, Assistant General Manager-Corporate Registry and Mr. B Srinivas, Manager (Unit: Wipro Limited), KFin Technologies Private Limited (KFinTech) E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact no.: 040 - 6716 2222, Toll free no.: 1-800-3094-001

Yours truly,

Rishad A. Premji
Chairman

Bengaluru
June 9, 2021



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NOTICE TO MEMBERS

Notice is hereby given that the Seventy Fifth Annual General Meeting of Wipro Limited will be held on **Wednesday, July 14, 2021 at 9.00 AM IST through video conferencing (“VC”)**, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 1 per equity share already paid during the year as the Final Dividend for the Financial Year 2020-21.
3. To consider appointment of a Director in place of Mr. Thierry Delaporte (DIN: 08107242) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Ms. Tulsi Naidu (DIN: 03017471) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Tulsi Naidu (DIN: 03017471) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective July 1, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Board Governance, Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent

Director of the Company for a period of five years with effect from July 1, 2021 to June 30, 2026, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Companies Act, 2013.

5. Revision in the terms of remuneration of Mr. Rishad A. Premji (DIN: 02983899) as Whole Time Director (designated as “Executive Chairman”) of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and the Board of Directors and pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the resolutions passed by the Members at the 73rd Annual General Meeting of the Company held on July 16, 2019, consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Rishad A. Premji (DIN: 02983899), as Whole Time Director (designated as “Executive Chairman”), as follows:

Remuneration:

- a) **Fixed Salary:** In the range of ₹ 5,00,00,000 (Rupees Five Crores only) per annum to ₹ 12,00,00,000 (Rupees Twelve Crores only) per annum. The Fixed Salary can be paid as basic salary and through various allowances under Wipro Benefits Plans & Allowances, which is a basket of various allowances/reimbursements, like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc., which one can plan as per the Company policy. The Fixed Salary may include one-time payouts, if any, as well

as contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation and other like benefits, if any, the service of Mr. Rishad A. Premji will be considered as continuous service from the date of his joining the Company.

- b) **Commission:** Commission at the rate of 0.35% of the incremental consolidated net profits of the Company for the full year payable on an annual basis as may be determined by the Board Governance, Nomination and Compensation Committee.

Other Perquisites and Benefits:

- a) Furniture & Equipment Program: As per Company policy.
- b) Corporate Club Fees: Fees of 2 identified clubs.
- c) Personal Accident Insurance, Group Life Insurance: Personal accident cover and group life insurance cover as per Company policy.
- d) Medical: Reimbursement of self, spouse and dependent children up to maximum of one month's basic pay as per the Company policy. In addition, he will be entitled to medical insurance and annual health check-up as per Company policy.
- e) Leave with full pay and allowance: Leave with full pay and allowance as per Company's policy.
- f) Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.
- g) Minimum remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Chairman, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013.

- h) Sitting Fees: The Executive Chairman shall not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company or any committees thereof.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Rishad A. Premji shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mr. Rishad A. Premji, as previously approved by the shareholders at the 73rd Annual General Meeting of the Company held on July 16, 2019, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Board Governance, Nomination and Compensation Committee subject to the applicable provisions of the Companies Act, 2013 and the overall remuneration not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

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

June 9, 2021
Bengaluru

Sd/-
M Sanaula Khan
Company Secretary

NOTES:

- 1) In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 75th AGM of the Company is being convened and conducted through VC.
- 2) The Company has enabled the Members to participate at the 75th AGM through VC facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
- 3) In addition to the above, the proceedings of the 75th AGM will be web-casted live for all the shareholders as on the cut-off date i.e. Wednesday, July 7, 2021. The shareholders can visit <https://www.wipro.com/AGM2021/> to watch the live proceedings of the 75th AGM on Wednesday, July 14, 2021 from 9.00 AM IST onwards.
- 4) As per the provisions under the MCA Circulars, Members attending the 75th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 75th AGM being held through VC.
- 6) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- 7) The Company has appointed Mr. V. Sreedharan/ Ms. Devika Sathyanarayana/Mr. Pradeep B. Kulkarni, partners of V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 8) As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 75th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 75th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 9) Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
- 10) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 11) The Register of Members and Share Transfer books will remain closed from Monday, July 12, 2021 to Tuesday, July 13, 2021 (both days inclusive).
- 12) In line with the MCA and SEBI Circulars, the notice of the 75th AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at <https://www.wipro.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>.
- 13) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.
Members may note that the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://www.wipro.com/investors/>.
- 14) The following documents will be available for inspection by the Members electronically during the 75th AGM.

Members seeking to inspect such documents can send an email to corp-secretarial@wipro.com.

- a) Certificate from the Statutory Auditors relating to the Company's Stock Options/Restricted Stock Units Plans under SEBI (Share Based Employee Benefits) Regulations, 2014.
 - b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
 - c) All such documents referred to in the accompanying Notice and the Explanatory Statement.
- 15) Details of the Directors seeking appointment/re-appointment at the 75th AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
 - 16) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
 - 17) Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: Wipro Limited), Selenium Tower B, 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
 - 18) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer Form SH-4 for this purpose.
 - 19) In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity

shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

- 20) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
- 21) Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (KFin Technologies Private Limited) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at www.wipro.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
- 22) Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on July 13, 2020 (date of last Annual General Meeting) on its website at <https://www.wipro.com/investors/> and also on the website of the Ministry of Corporate Affairs.
- 23) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
- 24) In case of any queries regarding the Annual Report, the Members may write to corp-secretarial@wipro.com to receive an email response.
- 25) As the 75th AGM is being held through VC, the route map is not annexed to this Notice.

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

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice of Annual General Meeting:

Item No. 3

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

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

In July 2020, Mr. Azim H. Premji was subject to retirement by rotation and was re-appointed by Members at the 74th AGM. Accordingly, Mr. Thierry Delaporte is now required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

Considering Mr. Thierry Delaporte's skills, competencies, expertise and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as a Director of the Company.

Additional information in respect of Mr. Thierry Delaporte, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Mr. Thierry Delaporte is also provided at Annexure B to this Notice.

Except Mr. Thierry Delaporte and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution proposing the re-appointment of Mr. Thierry Delaporte as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

Item No. 4

On May 13, 2021, the Board of Directors appointed Ms. Tulsi Naidu as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 1, 2021 to June 30, 2026, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Compensation Committee and the Board have recommended the appointment of Ms. Tulsi Naidu as an Independent Director pursuant to the provisions

of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a Member proposing the candidature of Ms. Tulsi Naidu to be appointed as Director of the Company.

The Company has received a declaration from Ms. Tulsi Naidu confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Naidu's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Tulsi Naidu fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management.

In line with the Company's remuneration policy for Independent Directors, Ms. Tulsi Naidu will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and commission on a quarterly basis of such sum as may be approved by the Board of Directors on the recommendation of the Board Governance, Nomination and Compensation Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Considering Ms. Tulsi Naidu's experience of over two decades as a reputed and internationally experienced leader from the financial services industry, her track record of implementing large business transformations coupled with her strong hold on regulatory/public affairs and capability to streamline and simplify business operations, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from July 1, 2021 to June 30, 2026.

Draft letter of appointment of Ms. Tulsi Naidu setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Ms. Tulsi Naidu, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Ms. Tulsi Naidu is also provided at Annexure B to this Notice.

Except Ms. Tulsi Naidu and/or her relatives, none of the Directors and Key Managerial Personnel of the Company

and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution proposing the appointment of Ms. Tulsi Naidu as an Independent Director of the Company, as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Item No. 5

Mr. Rishad A. Premji was appointed as Whole Time Director (designated as **“Executive Chairman”**) of the Company with effect from July 31, 2019, to hold office for a term up to July 30, 2024. The terms of appointment and remuneration were approved by the Members vide resolution passed at the 73rd Annual General Meeting of the Company held on July 16, 2019.

In recognition of the leadership and strategic guidance provided by Mr. Rishad A. Premji to the Company as Executive Chairman over the last couple of years, and to ensure that the overall remuneration payable to him shall not exceed the limits of remuneration approved by the Members of the Company, the Board Governance, Nomination and Compensation Committee and the Board of Directors have, at the meeting held on April 15, 2021, approved revision in the terms of remuneration payable to Mr. Rishad A. Premji, in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, subject to the approval of Members of the Company.

In this regard, it is proposed to revise the remuneration payable to Mr. Rishad A. Premji to increase the Fixed Salary from the existing range of ₹ 4,50,00,000 (Rupees Four Crores Fifty Lakhs only) to ₹ 9,00,00,000 (Rupees Nine Crores only) per annum to ₹ 5,00,00,000 (Rupees Five Crores only) to ₹ 12,00,00,000 (Rupees Twelve Crores only) per annum. Members may note that the proposed revision is only enabling in nature and for the purpose of providing absolute clarity, the Fixed Salary may include one-time payouts, if any, within the proposed overall range of remuneration as may be approved by the Board of Directors based on the recommendation

of the Board Governance, Nomination and Compensation Committee from time to time.

Further, Mr. Rishad A. Premji shall also be entitled to Commission at the rate of 0.35% of the incremental consolidated net profits of the Company for the full year payable on an annual basis as may be determined by the Board Governance, Nomination and Compensation Committee.

The revision in terms of remuneration shall be effective from the date of approval of the resolutions at Item No. 5 by the Members.

Apart from the revision in terms of remuneration stated in the resolutions at Item No. 5, the other terms and conditions of appointment of Mr. Rishad A. Premji, as previously approved by the shareholders at the 73rd Annual General Meeting of the Company held on July 16, 2019, shall remain unchanged and continue to be effective.

In accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V and applicable rules, approval of the Members is requested by way of an Ordinary Resolution for the revised terms of remuneration of Mr. Rishad A. Premji as stated in the resolution at Item No. 5.

Additional information in respect of Mr. Rishad A. Premji, pursuant to the Secretarial Standards on General Meetings (SS-2) is provided at Annexure A to this Notice. A brief profile of Mr. Rishad A. Premji is also provided at Annexure B to this Notice.

Except Mr. Rishad A. Premji and Mr. Azim H. Premji, and/or their relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution proposing the revision in the terms of remuneration of Mr. Rishad A. Premji, as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

ANNEXURE-A

Details of Directors seeking appointment/re-appointment/or whose terms of remuneration are being revised at the 75th Annual General Meeting to be held on July 14, 2021

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Rishad A. Premji	Thierry Delaporte	Tulsi Naidu
Date of Birth	January 9, 1977	May 28, 1967	October 19, 1973
Age	44	54	47
Date of Appointment	May 1, 2015	July 6, 2020	July 1, 2021
Relationship with Directors and Key Managerial Personnel	Relative (Son) of Mr. Azim H. Premji	None	None
Expertise in specific functional area	Economics, Finance and wide managerial experience	Technology, Sales, Finance, Operations and Consulting, and wide management experience	Financial services sector and wide management experience
Qualification(s)	MBA from Harvard Business School and BA in Economics from Wesleyan University	Bachelor's degree in Economy and Finance from Sciences Po Paris, Masters in Law from the Sorbonne University	Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad and Bachelor's degree in Mathematics, Economics and Statistics from Nizam College, Hyderabad
Board Membership of other listed Companies as on March 31, 2021	-	-	-
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2021			
a. Audit Committee	-	-	-
b. Stakeholders' Grievance Committee	-	-	-
c. Nomination and Remuneration Committee	-	-	-
d. CSR Committee	-	-	-
e. Other Committee(s)	-	-	-
Number of equity shares held in the Company as at March 31, 2021	17,38,057 [#]	-	-

[#] Shares are held by Mr. Rishad A. Premji jointly with his relatives.

Notes:

- The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.
- Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed or whose terms of remuneration are being revised and the number of Board Meetings attended by them during the year 2020-21, wherever applicable, have been provided in the Corporate Governance Report forming part of the Annual Report.

ANNEXURE-B

Brief profile of Directors seeking appointment/re-appointment/or whose terms of remuneration are being revised at the 75th Annual General Meeting to be held on July 14, 2021

- i. **Rishad A. Premji** is the Chairman of the Company and the Board, since July 31, 2019. Mr. Rishad A. Premji has been a member of the Board since May 2015. He also serves as a member on our Administrative and Shareholders/Investors Grievance Committee. Prior to being appointed the Chairman of the Company, he was the Chief Strategy Officer, responsible for shaping Wipro's strategy to drive sustained and profitable growth. Mr. Rishad A. Premji was also responsible for Investor Relations and government relations for the Company. As the Chief Strategy Officer, he led Wipro's M&A strategy and conceptualized Wipro Ventures– a \$250 million fund to invest in start-ups developing technologies and solutions that will complement Wipro's businesses with next-generation services and products.

Mr. Rishad A. Premji is on the Boards of Wipro Enterprises (P) Limited, a leading player in FMCG and Infrastructure Engineering and Wipro-GE, a joint venture between Wipro Enterprises (P) Limited and General Electric in the healthcare domain. Separately, he is also on the Board of Azim Premji Foundation, one of the largest not-for-profit initiatives in India, which is focused on improving public school education, and works with over 350,000 government schools across seven states in India. Mr. Rishad A. Premji is also on the Board of Azim Premji Philanthropic Initiatives, which provides grants to organizations that contribute to social change.

Mr. Rishad A. Premji was the Chairman of the National Association of Software and Services Companies (NASSCOM), the trade body of India's \$190 billion software industry, for financial year 2018-19.

Prior to joining Wipro Limited in 2007, Mr. Rishad A. Premji was with Bain & Company in London, working on assignments across the consumer products, automobile, telecom and insurance industries. He also worked with GE Capital in the US in the insurance and consumer lending space and is a graduate of GE's Financial Management Program.

Mr. Rishad A. Premji has an MBA from Harvard Business School and a BA in Economics from Wesleyan University in the US. In 2014, he was recognized as a Young Global Leader by the World Economic Forum for his outstanding leadership, professional accomplishments, and commitment to society. Mr. Rishad A. Premji is the son of Mr. Azim H. Premji, the Founder Chairman of the Company.

- ii. **Thierry Delaporte** is the Chief Executive Officer and Managing Director of the Company, since July 6, 2020. With 26 years of experience in the IT services industry, Mr. Delaporte brings strategic insights to Wipro's leadership team, and deep operational knowledge of driving business growth, furthering partnerships, and leading cross-cultural teams.

Prior to joining Wipro, Mr. Delaporte held various leadership positions in Capgemini since 1995, including Chief Operating Officer from September 2017 to May 2020, and was a member of the Group Executive Board. He drove Capgemini's strategic planning and operations for several key businesses, and led the group's transformation agenda. Mr. Delaporte is President and co-founder of "Life Project 4 Youth", a not-for-profit organization dedicated to the professional and social integration of young adults living in extreme poverty.

Always passionate about meaningful change, Mr. Delaporte believes prioritizing people and customers, and streamlining processes, are the keys to success in today's digital world. Mr. Delaporte holds a Bachelor's degree in Economy and Finance from Sciences Po Paris, and a Master of Laws from the Sorbonne University.

- iii. **Tulsi Naidu** has 25 years of financial services experience in Europe and Asia. She is CEO Asia Pacific of Zurich Insurance Group (Zurich), a member of Zurich's Executive Committee and a Trustee of the Z Zurich Foundation. Ms. Naidu was appointed CEO of Zurich's UK business in November 2016 and implemented an extensive transformation program—reshaping the business, simplifying structure, improving technical and digital capabilities, and positioning it for growth in its core markets.

Prior to joining Zurich, Ms. Naidu spent 14 years at Prudential in a variety of executive positions across their UK & Europe business. Her last position with Prudential was Executive Director, UK & Offshore. She was previously Chief Operating Officer for Prudential UK & Europe and prior to that held several general management roles in the company focused on driving strategic transformational change.

Ms. Naidu holds a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad and Bachelor's degree in Mathematics, Economics and Statistics from Nizam College, Hyderabad.

PROCEDURE FOR E-VOTING

- I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Members are being provided with the facility to cast their vote electronically, through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting:

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

MODE OF E-VOTING**THROUGH KFINTECH****Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode**

1. In case of Members whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions:
 - a) Visit the following URL: <https://evoting.kfintech.com>
 - b) Enter the login credentials (i.e. User ID and password as communicated in the e-mail from KFintech). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on your first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the "EVENT" and click on "Wipro Limited".
 - g) You may then cast your vote and click on "Submit". You may either click "OK" to confirm else "CANCEL" to modify, in the confirmation box. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
2. In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address as mentioned in para 13 of the "Notes". For obtaining the User ID and Password for e-voting, members may refer the instructions below:
 - a) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD<space>E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399. Example for NSDL - MYEPWD<space>IN12345612345678, Example for CDSL - MYEPWD <space>1402345612345678, Example for Physical - MYEPWD<space>XXXX1234567890.
 - b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) KFintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
3. In case of any query and/or grievance, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or may contact Mr. B Srinivas, Manager (Unit: Wipro Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at inward.ris@kfintech.com and evoting@kfintech.com or call KFintech's toll free No. 1-800-3094-001 for any further clarifications.

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

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

GENERAL INSTRUCTIONS ON E-VOTING

- 1) The remote e-voting period commences at 9.00 AM IST on Saturday, July 10, 2021 and ends at 5.00 PM IST on Tuesday, July 13, 2021. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 7, 2021, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 2) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, July 7, 2021.
- 3) Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/“Forgot Password” options available on the websites of Depositories/Depository Participants.
- 4) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date of July 7, 2021 under “FOR/AGAINST” for each item of the notice separately or alternatively, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- 5) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 6) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 7) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before Friday, July 16, 2021 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 Agent.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC

- 1) Members may access the platform to attend the AGM through VC at <https://www.wipro.com/AGM2021/> by providing their DP ID-Client ID/Folio no., as applicable, as the credentials.
- 2) The facility for joining the AGM shall open 30 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 30 minutes after such scheduled time.
- 3) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
- 4) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
- 5) Members who may want to express their views or ask questions at the AGM may visit <https://www.wipro.com/AGM2021/> to register as speakers, by mentioning their name, demat account number/folio number, email ID and mobile number. The window for registration shall remain open until 5.00 PM IST on Friday, July 9, 2021. The Company will subsequently communicate the link for participation at the AGM to all such registered members.