



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF WIPRO LIMITED AT THEIR MEETING HELD OVER APRIL 15-16, 2026

TO CONSIDER AND APPROVE THE BUYBACK OF EQUITY SHARES OF THE COMPANY

The following resolutions were passed:

“RESOLVED THAT pursuant to Article 8.2 of the Articles of Association of Wipro Limited (the **“Company”**) and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the **“Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**) (including any amendments, statutory modifications or re-enactments of the Companies Act or the rules made thereunder or the Buyback Regulations, or the Listing Regulations), and subject to such other approvals, permissions, consents, sanctions, and exemptions as may be necessary, and subject to such conditions, amendments, and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, consents, sanctions and exemptions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to the approval by the shareholders of the Company by way of a special resolution through a postal ballot, the Board hereby approves the buyback by the Company of up to 60,00,00,000 (Sixty Crore) fully paid-up equity shares of ₹2/- (Rupees Two only) each of the Company (**“Equity Share”**), being 5.72% of the total paid-up equity share capital of the Company at a price of ₹250/- (Rupees Two Hundred and Fifty only) per Equity Share (**“Buyback Price”**), for an aggregate amount not exceeding ₹1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only) (hereinafter referred to as the (**“Buyback Size”**), which represents 24.99% and 19.99% of the aggregate of the Company’s fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the year ended as on March 31, 2026, respectively, on a proportionate basis through the **“tender offer”** route as prescribed under the Buyback Regulations, to all the shareholders of the Company who hold Equity Shares as on a record date to be subsequently decided by the Board (the **“Record Date”**) (hereinafter referred to as the **“Buyback”**) and the Buyback Size does not include transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India (**“SEBI”**), advisors/legal fees, intermediary fees, public announcement, publication expenses, printing, dispatch expenses and other incidental and related expenses, etc.

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RESOLVED FURTHER THAT Monday, April 20, 2026 is hereby fixed by the Board as the record date only for the limited purpose of determination of the holders of the Company's American Depositary Receipts evidencing ADS, each representing one equity share of the Company, entitled to notice of and to vote pursuant to the voting instruction card prepared in accordance with the Postal Ballot Notice to approve the Buyback Program.

RESOLVED FURTHER THAT in accordance with the Buyback Regulations, the Buyback period shall commence from the date of declaration of results of the postal ballot for special resolution approving the Buyback and the date on which the payment of consideration to shareholders who have accepted the Buyback is made (the "**Buyback Period**").

RESOLVED FURTHER THAT all of the shareholders of the Company will be eligible to participate in the Buyback including: (i) promoters and promoter group of the Company (including members thereof) and their associates who hold Equity Shares as on the Record Date, persons in control (including such persons acting in concert) who hold Equity Shares as of the Record Date; and (ii) holders of American Depositary Receipts of the Company ("**ADRs**") evidencing American Depositary Shares ("**ADSs**") representing Equity Shares of the Company who cancel any of their ADSs and withdraw the underlying Equity Shares prior to the Record Date such that they become shareholders of the Company and hold Equity Shares as on the Record Date.

RESOLVED FURTHER THAT the Board / Buyback Committee (as defined below) may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the Buyback Regulations.

RESOLVED FURTHER THAT as required under Regulation 6 of the Buyback Regulations, the Company may Buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that 15% of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations ("**Small Shareholders**"), whichever is higher, shall be reserved for the Small Shareholders and in case the Equity Shares tendered are less than the reservation, the same shall be adjusted in the general category, in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT all equity shareholders/ beneficial owners of the Equity Shares will be eligible to participate in the Buyback who hold Equity Shares as on the Record Date ("**Eligible Shareholders**") except any shareholders who may be specifically prohibited under the applicable laws by appropriate authorities.

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RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI Circular CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable, and the Company shall approach BSE Ltd (“BSE”) and/or the National Stock Exchange of India Limited (“NSE”) for facilitating the same.

RESOLVED FURTHER THAT the Buyback from the Eligible shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile overseas corporate bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians, shareholders of foreign nationality and holders of ADRs, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company’s current balances in free reserves (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the escrow account in full or in part shall be forfeited and distributed pro rata amongst the security-holders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buyback Regulations.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Mr. M Sanaula Khan, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback and that M/s. KFin Technologies Limited, the Registrar to an Issue and Share Transfer Agent of the Company (“KFin”) be and is hereby appointed as the ‘investor service center’ for ensuring compliance with the Buyback Regulations and to redress the grievances, if any, of the investors.

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RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) that immediately following the date on which the meeting of the Board is convened, i.e. April 16, 2026, or following the date on which the results of the shareholders' resolution will be declared ("**Postal Ballot Resolution**"), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) that as regards the Company's prospects for the year immediately following the date on which the meeting of the Board is convened, i.e. April 16, 2026, or the Postal Ballot Resolution that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet all its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting, i.e. April 16, 2026, or the Postal Ballot Resolution; and
- c) that in forming an opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act 1956, Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT draft Auditors certificate is hereby noted and Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and is hereby approved and Mr. Rishad A. Premji, Chairman, and Mr. Srinii Pallia, CEO and Managing Director, be and are hereby jointly authorized to sign the same, for and on behalf of the Board before it is filed with the Registrar of Companies and SEBI in accordance with the applicable laws.

RESOLVED FURTHER THAT pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, Rule 22 of the Companies (Management and Administration) Rules, 2014 and circulars/ guidelines issued by the Ministry of Corporate Affairs from time to time, approval of the Board be and is hereby accorded for conducting a postal ballot (including e-voting) to seek the approval of shareholders of the Company ("**Postal Ballot**") for the proposed Buyback and that the draft notice for the postal ballot together with the accompanying explanatory statement annexed thereto ("**Postal Ballot Notice**"), as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru represented by Mr. V. Sreedharan (FCS 2347; CP 833) or Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835), or Mrs. Shobha Shridhar (FCS F13360; CP 22649) as Partners, which has given consent to act as scrutinizer, be and is hereby appointed as the scrutinizer for the Postal Ballot (including e-voting) in accordance with the Companies Act and the Rules made thereunder.

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RESOLVED FURTHER THAT Mr. M Sanaula Khan, Senior Vice President and Company Secretary, be and is hereby authorized to declare the results of the Postal Ballot process and file it with all the relevant statutory authorities including the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with the BSE to be referred as “Indian Stock Exchanges”), New York Stock Exchanges, SEBI or such other authorities as may be considered necessary.

RESOLVED FURTHER THAT KFin be and is hereby appointed as an agency to provide electronic voting platform in connection with the Postal Ballot process.

RESOLVED FURTHER THAT Mr. M Sanaula Khan, Senior Vice President and Company Secretary be and is hereby made responsible for compliance with the entire Postal Ballot process and that he is hereby authorized to do the following:

- (a) sign, issue and submit the Postal Ballot Notice to the Indian Stock Exchanges and publication of an advertisement in the relevant newspapers specifying the date of completion of dispatch of the Postal Ballot Notice and to do all acts, deeds and things as may be required in connection therewith;
- (b) take all necessary steps including sending the Postal Ballot Notice to all the shareholders of the Company and conducting the said Postal Ballot process for and on behalf of the Company;
- (c) prepare, sign (including digitally) and file (including electronically) necessary forms and documents with the jurisdictional Registrar of Companies, SEBI, Indian Stock Exchanges, New York Stock Exchange and such other statutory authorities as may be required; and
- (d) to deal with all questions or difficulties that may arise in the course of implementing the Postal Ballot.

RESOLVED FURTHER THAT the Board hereby confirms that:

- a) all the Equity Shares of the Company are fully paid-up;
- b) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of expiry of the Buyback Period except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;;
- c) the Company has not completed a buyback of any of its securities during the period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback;

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- d) except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of either six months or one year, as the case may be, under the Companies Act and Buyback Regulations, respectively, from the expiry of the Buyback Period;
- e) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- f) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- g) there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon);
- h) the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- i) the aggregate amount of the Buyback, i.e. up to ₹1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only), does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone or consolidated financial statements of the Company respectively as at March 31, 2026, whichever sets out a lower amount;
- j) the maximum number of Equity Shares proposed to be purchased under the Buyback, up to 60,00,00,000 (Sixty Crore) Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited standalone or consolidated financial statements of the Company as at March 31, 2026, whichever sets out a lower amount;
- k) the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period;
- l) the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;
- m) the consideration for the Buyback shall be paid by the Company only in cash;
- n) there are no pendency scheme of amalgamation or compromise or arrangement pursuant to the Companies Act as on date;
- o) the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of a breach of any covenant with such lenders;
- p) the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;

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- q) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- r) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- s) the Buyback shall not result in delisting of the Equity Shares from the Indian Stock Exchanges;
- t) the Company shall transfer from its free reserves or securities premium account and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- u) as per Regulation 24(i)(e) of the Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter se transfer of Equity Shares) among the promoters and members of promoter group) from the date of the special resolution approving the Buyback till the closing of the Buyback offer;
- v) the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- w) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves, after the Buyback, based on both standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount; and
- x) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.

RESOLVED FURTHER THAT no information and material that is likely to have a bearing on the decision of investors has been suppressed or withheld and/or incorporated in the manner that would amount to a mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information/material has been suppressed or withheld and/or amounts to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

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RESOLVED FURTHER THAT JM Financial Limited (the “**Merchant Banker**”) be and is hereby appointed as the merchant banker for the purposes of the Buyback in accordance with the terms of the Buyback Regulations, on such terms and conditions as may be mutually agreed between the Merchant Banker and the Company.

RESOLVED FURTHER THAT JM Financial Services Limited (the “**Broker**”) be and is hereby appointed as the registered broker to the Company to facilitate the process of tendering of Equity Shares through the Stock Exchange mechanism for the Buyback in accordance with and to undertake the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI Circular CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, on such terms and conditions as may be mutually agreed between the Broker and the Company, and the Company do hereby open a broking account and depository account with the Broker for the purposes of the Buyback.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT KFin be and is hereby appointed as the Registrar to an Issue and Share Transfer Agent for the purposes of the Buyback, on such terms and conditions as may be mutually agreed between the Registrar and the Company.

RESOLVED FURTHER THAT Cyril Amarchand Mangaldas, Advocates and Solicitors, be and is hereby appointed as the Company’s Indian legal counsel to the Buyback (“**Indian Legal Counsel**”), on such terms and conditions as may be mutually agreed between the Indian Legal Counsel and the Company.

RESOLVED FURTHER THAT Wilson Sonsini Goodrich & Rosati, P.C., be and is hereby appointed as the Company’s international legal counsel to the Buyback (“**International Legal Counsel**”), on such terms and conditions as may be mutually agreed between the International Legal Counsel and the Company.

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded to issue a bank guarantee in terms of the Buyback Regulations (in the event the escrow is decided to be in the form of a bank guarantee by the Buyback Committee (as defined below) in favour of the Merchant Banker and any two of Mr. Rishad A. Premji, Chairman, Mr. Srinii Pallia, CEO and Managing Director, Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. M Sanaula Khan, Senior Vice President and Company Secretary and Mr. Abhishek Jain, Corporate Treasurer and Head Investor Relations, be and are hereby jointly authorized to negotiate, sign, execute, such documents, things, papers, instruments, and do such deeds, matters and things as may be necessary with respect to this resolution.

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RESOLVED FURTHER THAT the Company shall in accordance with the provisions of the Buyback Regulations, open an escrow account ("**Escrow Account**") and special account ("**Special Bank Account**") with a bank and deposit therein, such sums as required under the Buyback Regulations, and to make up the entire sums due and payable as consideration for the Buyback.

RESOLVED FURTHER THAT Mr. Rishad A. Premji, Chairman, Mr. Srinu Pallia, CEO and Managing Director, Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. Sriram Ranganathan, Senior Vice President, Global controller and Tax head, Mr. M Sanaula Khan, Senior Vice President and Company Secretary, Mr. Abhishek Jain, Corporate Treasurer and Head Investor Relations, and Mr. Mahadev Prakash, General Manager and Head, Corporate Secretarial be and are hereby severally authorized to finalize the terms and conditions of appointment and engagement (including settling their remuneration/payment of commission, brokerage fees and charges) of the Merchant Banker, Broker, Indian Legal Counsel, International Legal Counsel, escrow agent, KFin, Escrow Account, Special Bank Account and Stock Exchange(s) for availing its tendering mechanism, and execute, negotiate, finalize, amongst other things account opening forms, agreements (including escrow agreements) and perform/execute such acts, deeds, documents, letters and things in the name of and on behalf of the Company, in connection with the foregoing (including making deposits with the escrow agent and permitting the Merchant Banker to operate the escrow accounts opened for the purposes of the Buyback), and appoint and finalize the terms of appointment of advertising agencies, media agencies, printers, consultants or representatives or entities as may be required and deciding and settling their remuneration including payment of commission brokerage, fee and charges and entering into agreements and letters in respect thereof and open and close all necessary accounts such as broking account(s), depository account(s), escrow account(s) and bank account(s) as per applicable laws and Buyback Regulations;

RESOLVED FURTHER THAT Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. M Sanaula Khan, Senior Vice President and Company Secretary and Mr. Mahadev Prakash, General Manager and Head, Corporate Secretarial be and are hereby severally authorized to approve, execute, file and issue all necessary applications, resolutions, confirmations, forms (including e-forms), intimations, disclosures, announcements, documents, declarations, undertakings, forms and reports with the appropriate authorities or any third parties as may be relevant in the context of the Buyback including the supplemental disclosures to holders of ADRs/ADSs (the "**Supplemental Letter**") and provide all necessary information and documents to, and representing the Company before, SEBI, Indian Stock Exchanges, New York Stock Exchanges, Registrar of Companies and other relevant regulatory authorities and/or third parties, including, statutory auditors, in relation to the Buyback and take all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable laws and generally to do all such acts, deeds, matters and things that may be required in connection with the Buyback or for matters incidental thereto.

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RESOLVED FURTHER THAT Mr. Rishad A. Premji, Chairman and Mr. Srinii Pallia, CEO & Managing Director be and are hereby jointly authorized for and on behalf of the Company to finalise and execute the public announcement and the Letter of Offer containing such information and particulars as may be required to be issued under the Buyback Regulations and to do or cause to do such acts, deeds and things as may be considered necessary in connection with or incidental to the same.

RESOLVED FURTHER THAT a committee (the "**Buyback Committee**") comprising Mr. Deepak M. Satwalekar, Independent Director, Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. M Sanaula Khan, Senior Vice President and Company Secretary and Mr. Abhishek Jain, Corporate Treasurer and Head Investor Relations, be constituted for the purposes of the Buyback to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interests of the Company and its shareholders in connection with the Buyback, including but not limited to:

- a) finalizing the terms of the Buyback, the mechanism for the Buyback, the schedule of activities, the date of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback and re-affirmation of declaration of solvency as and when required, etc;
- b) deciding and announcing the Record date for the purpose of Buyback;
- c) seeking all regulatory approvals, if any, including from SEBI and the RBI for implementing the Buyback;
- d) appointing, authorizing, entering into agreements with and issuing necessary instructions to the investor service centre and escrow agent;
- e) opening one or more bank accounts, including an Escrow Account and Special Bank Account as required, and entering into agreements with and to give instructions to the bankers in connection therewith;
- f) deciding and appointing the BSE and/or NSE as designated stock exchange(s) for the Buyback;
- g) taking such actions or measures as may then be deemed desirable to provide each holder of ADSs with an opportunity to cancel and withdraw the underlying Equity Shares of any such ADSs prior to the Record Date to enable such holder to participate in the Buyback and such actions or measures may include, but not limited to: (i) preparing and delivering information to each such holder or representative(s) thereof to enable such holder of ADSs to determine whether to cancel and withdraw the underlying Equity Shares in light of the Buyback, including any modifications, amendments or supplements to the Supplemental Letter; (ii) informing holders of ADSs that they will need to establish a brokerage account in India to take delivery of the Equity Shares, and (iii) informing holders of ADSs that they must submit the desired ADSs to the ADR depository for cancellation and withdraw the Equity Shares no later than 3 (three) New York business days prior to the Record Date;

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- h) depositing and/or instructing the deposit of the requisite amount into escrow and finalizing the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 9 of the Buyback Regulations (including cash deposit or arranging for bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent;
- i) earmarking and making arrangements for adequate sources of funds for the purpose of Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- j) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special bank account, and authorizing persons to operate such accounts;
- k) preparing, finalizing, dating, approving, modifying, signing (in accordance with applicable law), issuing, re-issuing and filing with the appropriate statutory/other authorities the public announcement, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates, if any, and other documents required in connection with the Buyback upon receiving the requisite shareholder approval for the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable laws and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board of Directors;
- l) taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company;
- m) uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the Indian Stock Exchanges as required under applicable law;
- n) settling and resolving any queries raised by SEBI, Indian Stock Exchanges, New York Stock Exchanges, Registrar of Companies and any other authorities whatsoever in connection with any matter incidental to and ancillary to the Buyback;
- o) to give any information, explanation, declarations and confirmations in relation to the public announcement or the letter of offer and any other advertisements, as may be required by the relevant authorities including SEBI and U.S. Securities and Exchange Commission;
- p) creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the appropriate authorities;

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- q) closing the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the Listing Regulations and other applicable laws;
- r) altering, modifying, amending the appointment/engagement and terms and conditions (including terms pertaining to remuneration/payment of commission, brokerage fees and charges) of all the intermediaries and other third parties appointed for the Buyback;
- s) doing such other acts, deeds, matters or things, and executing such documents, forms, letters, confirmations, including the execution of documents under common seal of the Company as may be required, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as may be necessary or desirable in connection with or incidental to the Buyback or as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback; and
- t) delegating all or any of the authorities conferred above to any other Director(s) or Executive(s) or Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT any two members of the Buyback Committee mentioned above shall form the requisite quorum for all meetings of the Buyback Committee which may approve all of the above by passing appropriate resolutions (including by way of circular resolutions) in connection with the above.

RESOLVED FURTHER THAT a copy of the foregoing resolutions certified by any one Director or Chief Financial Officer or Company Secretary of the Company, be forwarded to concerned persons/authorities as may be required from time to time.”

**Certified True Copy
For Wipro Limited**


**M Sanulla Khan
Company Secretary
Membership No. 4129
Doddakannelli, Sarjapur Road,
Bangalore 560035, Karnataka**



Registered Office:

Wipro Limited
Doddakannelli
Sarjapur Road
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