

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Wipro Limited**  
 2. Quarter ending - **31-March-2024**

**i. Composition of Board of Directors:**

Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Azim H Premji	00234280	AIRPP9181G	NED		01-Sep-1968	31-Jul-2019	-	666	24-Jul-1945	Yes	16-Jul-2019	1	0	0	0	-	
Mr.	Rishad A Premji	02983899	AAFPR0436G	C, ED		01-May-2015	31-Jul-2019	-	107	09-Jan-1977	NA	-	1	0	1	0	SC	
Mr.	Thierry Delaporte	08107242	GMEPD2465N	ED	CEO-MD	06-Jul-2020	06-Jul-2020	-	45	28-May-1967	NA	-	1	0	0	0	-	
Mr.	Patrick Dupuis	07480046	ZZZZZ9999Z	ID		01-Apr-2016	01-Apr-2021	-	97	01-Jan-1963	NA	-	1	1	0	0	NRC, CSR	*
Mr.	Patrick J Ennis	07463299	ZZZZZ9999Z	ID		01-Apr-2016	01-Apr-2021	-	97	12-Sep-1963	NA	-	1	1	1	0	SC	*
Mr.	Deepak Madhav Satwalekar	00009627	ABDPS4899K	ID		01-Jul-2020	01-Jul-2020	-	45	14-Nov-1948	Yes	13-Jul-2020	2	2	2	2	AC, SC, RC, NRC, CSR	
Ms.	Tulsi Naidu	03017471	AAEPN0509M	ID		01-Jul-2021	01-Jul-2021	-	33	19-Oct-1973	NA	-	1	1	1	0	AC, RC, NRC, CSR	
Ms.	Päivi Elina Rekonen Fleischer	09669696	ZZZZZ9999Z	ID		01-Oct-2022	01-Oct-2022	-	18	05-Feb-1969	NA	-	1	1	0	0	-	*
Mr.	Kannan Narayanan Srinivasa	00066009	ABYPN5727C	ID		01-Oct-2023	01-Oct-2023		6	30-Jun-1965	NA	-	1	1	1	0	AC, RC	

@ None of the Directors mentioned in the table above have been disqualified.

\* The Director is a non-resident and does not hold a PAN.

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Deepak Madhav Satwalekar	ID	Chairperson	01-Jul-2020	-
2	Tulsi Naidu	ID	Member	01-Jul-2021	-
3	Kannan Narayanan Srinivasa	ID	Member	01-Oct-2023	-

Company Remarks	Audit Committee also acts as Risk Management Committee.
Whether Permanent chairperson appointed	Yes

### b. Risk Management Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Deepak Madhav Satwalekar	ID	Chairperson	01-Jul-2020	-
2	Tulsi Naidu	ID	Member	01-Jul-2021	-
3	Kannan Narayanan Srinivasa	ID	Member	01-Oct-2023	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

### c. Stakeholders Relationship Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Deepak Madhav Satwalekar	ID	Chairperson	01-Jul-2020	-
2	Patrick J Ennis	ID	Member	01-Jul-2021	-
3	Rishad A Premji	C, ED	Member	01-Feb-2017	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

### d. Nomination and Remuneration Committee:

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Patrick Dupuis	ID	Chairperson	01-Jul-2021	-
2	Deepak Madhav Satwalekar	ID	Member	01-Aug-2022	-
3	Tulsi Naidu	ID	Member	01-Apr-2023	-

Company Remarks	Nomination and Remuneration Committee also acts as Corporate Social Responsibility Committee.
Whether Permanent chairperson appointed	Yes

**e. Corporate Social Responsibility Committee:**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Patrick Dupuis	ID	Chairperson	01-Jul-2021	-
2	Deepak Madhav Satwalekar	ID	Member	01-Aug-2022	-
3	Tulsi Naidu	ID	Member	01-Apr-2023	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii.Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met in the relevant quarter	Total Number of Directors as on date of the Meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors attending the meeting
18-Oct-2023		Yes	9	9	6
	12-Jan-2024	Yes	9	8	5

Company Remarks	The Board Meeting was held over October 17-18, 2023. The Board Meeting was held over January 11-12, 2024. Leave of absence was granted to Ms. Tulsi Naidu for the meeting held over January 11-12, 2024.
Maximum gap between any two consecutive meetings (in number of days)	85

**iv.Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors in the committee as on date of the Meeting</b>	<b>Number of Directors present (All Directors including Independent Directors)</b>	<b>Number of independent directors attending the meeting</b>	<b>Number of Members attending the meeting (other than BOD)</b>
Nomination & Remuneration Committee	17-Oct-2023		Yes	3	3	3	-
Nomination & Remuneration Committee		11-Jan-2024	Yes	3	2	2	-
Corporate Social Responsibility Committee	17-Oct-2023		Yes	3	3	3	-
Corporate Social Responsibility Committee		11-Jan-2024	Yes	3	2	2	
Audit Committee	17-Oct-2023		Yes	3	3	3	-
Audit Committee		11-Jan-2024	Yes	3	2	2	-
Risk Management Committee	17-Oct-2023		Yes	3	3	3	-
Risk Management Committee		11-Jan-2024	Yes	3	2	2	-
Stakeholders Relationship Committee	17-Oct-2023		Yes	3	3	2	-
Stakeholders Relationship Committee		11-Jan-2024	Yes	3	3	2	-

Company Remarks	Leave of absence was granted to Ms. Tulsi Naidu for the Audit Committee and meeting, Risk Management Committee Meeting, Nomination and Remuneration Committee meeting and Corporate Social Responsibility Committee Meeting held on January 11, 2024.
Maximum gap between any two consecutive meetings (in number of days) [Only for Audit Committee]	85

#### v.Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	Not Applicable	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-
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#### vi.Details of Cyber security incidence

<b>Details of Cyber security incidence</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event

#### vii.Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **M Sanaula Khan**  
Designation : **Company Secretary & Compliance Officer**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>				
<b>Sr. No.</b>	<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
1	Details of business	Yes	-	<a href="https://www.wipro.com/about-us/">https://www.wipro.com/about-us/</a>
2	Terms and conditions of appointment of independent directors	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/template-of-letter-of-appointment-to-independent-directors.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/template-of-letter-of-appointment-to-independent-directors.pdf</a>
3	Composition of various committees of board of directors	Yes	-	<a href="https://www.wipro.com/leadership/committees-of-board/">https://www.wipro.com/leadership/committees-of-board/</a>
4	Code of conduct of board of directors and senior management personnel	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/code-of-business-conduct-and-ethics.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/code-of-business-conduct-and-ethics.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/wipros-ombuds-process/ombuds-policy.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/wipros-ombuds-process/ombuds-policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/wipro-limited-remuneration-policy.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/wipro-limited-remuneration-policy.pdf</a>
7	Policy on dealing with related party transactions	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/policy-on-related-party-transactions.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/policy-on-related-party-transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/policy-on-related-party-transactions.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/policy-on-related-party-transactions.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/familiarization-programmes-imparted-to-independent-directors-in-fy-2024.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/familiarization-programmes-imparted-to-independent-directors-in-fy-2024.pdf</a>
10	Email address for grievance redressal and other relevant details			<a href="https://www.wipro.com/investors/investor-contacts/">https://www.wipro.com/investors/investor-contacts/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	<a href="https://www.wipro.com/investors/investor-contacts/">https://www.wipro.com/investors/investor-contacts/</a>

12	Financial results	Yes	-	<a href="https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/">https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/</a>
13	Shareholding pattern	Yes	-	<a href="https://www.wipro.com/investors/shareholding-pattern/">https://www.wipro.com/investors/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	<a href="https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/">https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/</a>
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	-	<a href="https://www.wipro.com/investors/">https://www.wipro.com/investors/</a>
16	New name and the old name of the listed entity	NA	-	-
17	Advertisements as per regulation 47 (1)	Yes	-	<a href="https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/">https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/</a>
18	Credit rating or revision in credit rating obtained	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/wipro-credit-ratings.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/wipro-credit-ratings.pdf</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	<a href="https://www.wipro.com/investors/annual-reports/">https://www.wipro.com/investors/annual-reports/</a>
20	Secretarial Compliance Report	Yes	-	<a href="https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/">https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/</a>
21	Materiality Policy as per Regulation 30(4)	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12770-disclosure-policy.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12770-disclosure-policy.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/22092023-disclosure-committee-members.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/22092023-disclosure-committee-members.pdf</a>
23	Disclosures under regulation 30(8)	Yes	-	<a href="https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/">https://www.wipro.com/investors/corporate-governance/stock-exchange-filings/</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	-	-
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	-	<a href="https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12769-dividend-distribution-policy-october-2016.pdf">https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12769-dividend-distribution-policy-october-2016.pdf</a>

26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	-	<a href="https://www.wipro.com/investors/annual-reports/">https://www.wipro.com/investors/annual-reports/</a>
27	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	<a href="https://www.wipro.com/investors/disclosures-under-regulation-46-of-the-lodr/">https://www.wipro.com/investors/disclosures-under-regulation-46-of-the-lodr/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	-	<a href="https://www.wipro.com/investors/">https://www.wipro.com/investors/</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		-	

## II Annual Affirmations

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	Yes	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	Yes	-
11	Risk Assessment & Management	17(9)	Yes	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	-
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-



21	Role of Nomination and Remuneration Committee	19(4)	Yes	-
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
24	Role of Stakeholders Relationship Committee	20(4)	Yes	-
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
26	Meeting of Risk Management Committee	21(3A)	Yes	-
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	-
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	-
29	Vigil Mechanism	22	Yes	-
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	-
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
32	Approval for material related party transactions	23(4)	NA	-
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	-
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
36	Alternate Director to Independent Director	25(1)	NA	-
37	Maximum Tenure	25(2)	Yes	-
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	-
39	Meeting of independent directors	25(3) & (4)	Yes	-
40	Familiarization of independent directors	25(7)	Yes	-
41	Declaration from Independent Director	25(8) & (9)	Yes	-
42	Directors and Officers insurance	25(10)	Yes	-
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	-
44	Memberships in Committees	26(1)	Yes	-
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	-
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	-

49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	-
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Other Information	
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – Yes

Other Information	Corporate Governance requirements are not applicable to any of the subsidiaries as the income or net worth does not exceed twenty percent of the consolidated income or net worth respectively of Wipro Limited
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Name : M Sanaula Khan  
Designation : Company Secretary & Compliance Officer

### ANNEXURE IV – Additional Half Yearly Disclosures

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#### (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	0	0

#### (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0

<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	NA	0	0
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company - **Yes***

**Company Remarks in case of non-compliant status**

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**Name:** APARNA CHANDRASEKHAR IYER  
**Designation:** Chief Financial Officer  
**Place:** Bengaluru  
**Date:** 18-04-2024