

**Annexure-III
Form No.MGT-9**

**EXTRACT OF ANNUAL RETURN
for the financial year ended on March 31, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN:-** U74999DL2016PTC305940
- ii) **Registration Date :** September 15, 2016
- iii) **Name of the Company :** Wipro HR Services India Private Limited
(Formerly known as Alight HR Services India Private Limited)
- iv) **Category of the Company :** Private Company Limited by Shares
- v) **Address of the Registered office and contact details :** 710, Ansal Chambers II, 6 Bhikaji Cama Place, New Delhi, South West Delhi 110066
Tel:+91-(124) 4471500, Fax: +91-(124) 3079900
- vi) **Whether listed company :** No
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any –**
MAS Services Limited,
T-34, II Floor, Okhla Industrial Area,
Phase-II, New Delhi-110020
PH: 011-26387281
Fax: 011-26387384
Email ID: info@masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Business Consultancy	70200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN	HOLDING/ SUBSIDIAR / ASSOCIATE	% of shares held	Applicable Section
1	Wipro Limited Doddakannelli, Sarjapur Road, Bangalore – 560035 Karnataka. (since August 31, 2018- Including its Nominee shareholding)	L32102KA1945PLC020800	Holding Company	100%	Sec-2(46) of Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.	NIL	NIL	NIL	NIL	7,009,998	2 Equity Shares	7,010,000	100%	100%
e) Banks / FI									
f) Any Other....									
Sub-total(A) (1):-	NIL	NIL	NIL	NIL	7,009,998	2 Equity Shares	7,010,000	100%	100%

Funds i) Others (specify)									
Sub-total (B)(1):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non- Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Sub-total (B)(2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	7,009,998	2	7,010,000	100%	7,009,998	2	7,010,000	100%	100%
	Equity shares	Equity shares	Equity shares		Equity shares	Equity shares	Equity shares		

* On August 31, 2018, the Company was acquired by Wipro Limited and its entire shareholding was transferred from Tempo (Mauritius) Holdco (including its nominee shareholders) to Wipro Limited (including its nominee shareholders).

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Wipro Limited (since August 31, 2018- Including its Nominee shareholding)*	-	-	-	7,010,000	100%	NIL	100%

* On August 31, 2018, the Company was acquired by Wipro Limited and its entire shareholding was transferred from Tempo (Mauritius) Holdco (including its nominee shareholders) to Wipro Limited (including its nominee shareholders).

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**
- Wipro Limited

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus/ sweat equity etc): Transfer of shares	7,010,000*	100%	7,010,000	100%
	At the End of the year	7,010,000	100%	7,010,000	100%

* On August 31, 2018, the Company was acquired by Wipro Limited and its entire shareholding was transferred from Tempo (Mauritius) Holdco (including its nominee shareholders) to Wipro Limited (including its nominee shareholders).

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during theyear	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year				
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

-Mr. Aneesh Garg, Director

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For Each of the Directors and KMP				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Transfer of shares*	02 (held Jointly with Wipro Limited)	0.00003%	02 (held Jointly with Wipro Limited)	0.00003%
	At the End of the year	02 (held Jointly with Wipro Limited)	0.00003%	02 (held Jointly with Wipro Limited)	0.00003%

* On August 31, 2018, the Company was acquired by Wipro Limited and its entire shareholding was transferred from Tempo (Mauritius) Holdco (including its nominee shareholders) to Wipro Limited (including its nominee shareholders).

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment – NIL

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
₹ Addition				
₹ Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: - Not applicable

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
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1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					

2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors:-

Sl. no.	Particulars of Remuneration	Name of Directors (In lakhs)			Total Amount (In lakhs)
		Jasjit Singh Kang*	Sandeep Aggarwal*	Dalbir Singh Sahrawat*	
	3. Independent Directors				
	a. Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	b. Commission	NIL	NIL	NIL	NIL
	c. Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
	4. Other Non-Executive Directors				
	a. Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	b. Commission	NIL	NIL	NIL	NIL
	c. Others, please specify	95.54	68.33	75.18	239.05
	Total (2)	95.54	68.33	75.18	239.05
	Total(B)=(1+2)	95.54	68.33	75.18	239.05
	Total Managerial Remuneration				NA
	Overall Ceiling as per the Act				NA

** Mr. Jasjit Singh Kang, Mr. Sandeep Aggarwal and Mr. Dalbir Singh Sahrawat resigned as Directors of the Company w.e.f. August 31, 2018. The remuneration details disclosed in the table above pertains to the period April 1, 2018 to August 31, 2018.*

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary- Mr. Shafiq Ahmed* (In lakhs)	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	6.90	-	6.90
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission -as % of profit -others, specify...	-	-	-	-
5.	Others:	-	0.02	-	0.02
	Total Remuneration:	-	6.92	-	6.92

* Mr. Shafiq Ahmed resigned as Company Secretary of the Company w.e.f. August 31, 2018. The remuneration details disclosed in the table above pertains to the period April 1, 2018 to August 31, 2018.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:-Not applicable

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors of
Wipro HR Services India Private Limited
(Formerly known as Alight HR Services India Private Limited)

Sd/-
Aneesh Garg
Director
(DIN: 03317491)

Sd/-
Aparna Chandrasekhar Iyer
Director
(DIN: 08378003)

Date: August 30, 2019
Place: Bengaluru