

**Annexure-I**  
**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]

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**I. REGISTRATION AND OTHER DETAILS:**

- i) **CIN:-** U72200KA2015PTC080266
- ii) **Registration Date :** May 12, 2015
- iii) **Name of the Company :** Wipro Overseas IT Services Private Limited
- iv) **Category of the Company :** Private Company Limited by Shares
- v) **Address of the Registered office and contact details:**  
Doddakannelli, Sarjapur Road, Bengaluru – 560035  
Telephone: 080- 28440011  
Fax: 080-28440054
- vi) **Whether listed company :** No
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any –**  
Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032  
Contact Person:  
Mr. S P Venugopal  
Tel: 040-6716 2222  
Fax: 040-2300 1153  
Email: [venu.sp@karvy.com](mailto:venu.sp@karvy.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	The Company is in the business of Computer software development, web content management Solution and develop and implement application software, web based application, onsite Consulting and offshore software development services, selling, Customizing and supporting Web content Management solution both Onshore and Offshore.	892	0% (Company yet to commence operations)

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shar held	Applicable Section
1	<b>Wipro Limited</b> Doddakannelli, Sarjapur Road, Bengaluru – 560035 Karnataka. (including 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	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	NIL	02 equity shares	02 equity shares	0.004%	NIL	NIL	NIL*	NIL	0.004%
b) Central Govt									
c) State Govt (s)									
<b>d) Bodies Corp.</b>									
e) Banks / FI	NIL	49,998 Equity shares	49,998 Equity shares	99.996%	50,000 Equity shares	NIL	50,000 Equity shares	100%	0.004%
f) Any Other....									
<b>Sub-total(A) (1):-</b>	NIL	50,000 Equity shares	50,000 Equity shares	100%	50,000 Equity shares	NIL	50,000 Equity shares	100%	0%

\* On September 21, 2018, 2 Equity Shares held by Mr. Balasubramanian Krishnamurthy were transferred to joint holding of Mr. Balasubramanian Krishnamurthy and Wipro Limited.

<p><b>(2) Foreign</b>  a) NRIs - Individuals  b) Other – Individuals  c) Bodies Corp.  d) Banks / FI  e) Any Other....</p> <p><b>Sub-total(A) (2):-</b></p> <p><b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b></p>	NIL	50,000 Equity shares	50,000 Equity shares	100%	50,000 Equity shares	NIL	50,000 Equity shares	100%	0%
<p><b>B. Public Shareholding</b></p> <p><b>1. Institutions</b></p> <p>a) Mutual Funds  b) Banks / FI  c) Central Govt  d) State Govt(s)  e) Venture Capital Funds  f) Insurance Companies  g) FIIs  h) Foreign Venture Capital</p>									

Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>2. Non- Institutions</b>									
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)									
<b>Sub-total (B)(2):-</b>	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)	NIL	<b>50,000 Equity shares</b>	<b>50,000 Equity shares</b>	<b>100%</b>	<b>50,000 Equity shares</b>	<b>NIL</b>	<b>50,000 Equity shares</b>	<b>100%</b>	<b>0%</b>

**(ii) Shareholding of Promoters**

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	% change in share holding during the year
1	Wipro Limited	49,998	99.996%	NIL	50,000* (including nominee shareholding)	100%	NIL	0.004%

*\* On September 21, 2018, 2 Equity Shares held by Mr. Balasubramanian Krishnamurthy were transferred to joint holding of Mr. Balasubramanian Krishnamurthy and Wipro Limited.*

(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	49,998 Equity Shares	99.996%	-	-
	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): <b>Transfer of 2 Equity Shares*</b>	2 Equity Shares	0.004%	2 Equity Shares	0.004%
	At the End of the year	50,000 Equity Shares	100%	50,000 Equity Shares	100%

\* On September 21, 2018, 2 Equity Shares held by Mr. Balasubramanian Krishnamurthy were transferred to joint holding of Mr. Balasubramanian Krishnamurthy and Wipro Limited.

**Mr. Balasubramanian Krishnamurthy**

SI. 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	2 Equity Shares	0.004%	-	-
	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 2 Equity Shares*			
	At the End of the year	2 Equity Shares (jointly with Wipro Limited)*	0.004%	2 Equity Shares (jointly with Wipro Limited)	0.004%

\* On September 21, 2018, 2 Equity Shares held by Mr. Balasubramanian Krishnamurthy were transferred to joint holding of Mr. Balasubramanian Krishnamurthy and Wipro Limited.



**(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
	<b>For Each of the Top 10 Shareholders</b>				
	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:**

- *Balasubramanian Krishnamurthy, Director*

SI. No.	For Each of the Directors and KMP	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	02 Equity Shares	0.004%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) <b>Transfer of 2 Equity Shares*</b>				
	At the End of the year	02 Equity Shares (jointly with Wipro Limited)*	0.004%	02 Equity Shares	0.004%

\* On September 21, 2018, 2 Equity Shares held by Mr. Balasubramanian Krishnamurthy were transferred to joint holding of Mr. Balasubramanian Krishnamurthy and Wipro Limited.

## 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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total(i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
£ Addition				
£ Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total(i+ii+iii)</b>				

**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:- Not applicable*

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
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	3. Independent Directors a. Fee for attending board committee meetings b. Commission c. Others, please specify					
	Total (1)					
	4. Other Non-Executive Directors a. Fee for attending board committee meetings b. Commission c. Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD – Not applicable**

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

**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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors of  
Wipro Overseas IT Services Private Limited

Sd/-  
Balasubramanian Krishnamurthy  
Director  
(DIN: 07725066)

Sd/-  
Aravind Viswanathan Sundaresan  
Director  
(DIN: 08036024)

Date: August 30, 2019  
Place: Bengaluru