

## Board's Report

### Dear Members,

It gives me immense pleasure to present the 77<sup>th</sup> Board's Report, on behalf of the Board of Directors (the "Board") of the Company, along with the Balance Sheet, Profit and Loss account and Cash Flow statements, for the financial year ended March 31, 2023.

### I. FINANCIAL PERFORMANCE

On a consolidated basis, your Company's sales increased to ₹ 904,876 Million for the current year as against ₹ 790,934 Million in the previous year, recording

an increase of 14.41%. Your Company's net profits decreased to ₹ 113,665 Million for the current year as against ₹ 122,434 Million in the previous year, recording a decrease of 7.16%.

On a standalone basis, your Company's sales increased to ₹ 677,534 Million for the current year as against ₹ 595,744 Million in the previous year, recording an increase of 13.73%. Your Company's net profits decreased to ₹ 91,767 Million in the current year as against ₹ 121,353 Million in the previous year, recording a decrease of 24.38%.

**Key highlights of financial performance of your Company for the financial year 2022-23 are provided below:**

(₹ in Millions)

	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Sales	677,534	595,744	904,876	790,934
Other Operating Income	-	-	-	2,186
Other Income	23,542	47,061	22,657	20,612
Operating Expenses	(578,387)	(490,163)	(779,819)	(662,381)
Share of net profit/ (loss) of associates accounted for using the equity method	-	-	(57)	57
Profit before Tax	122,689	152,642	147,657	151,408
Provision for Tax	30,922	31,289	33,992	28,974
Net profit for the year	91,767	121,353	113,665	122,434
Other comprehensive (loss)/income for the year	(6,098)	(1,487)	10,738	11,452
Total comprehensive income for the year	85,669	119,866	124,403	133,886
<b>Total comprehensive income for the period attributable to:</b>				
Minority Interest	-	-	217	187
Equity holders	85,669	119,866	124,186	133,699
<b>Appropriations</b>				
Dividend	5,487	32,891	5,477	32,804
Equity Share Capital	10,976	10,964	10,976	10,964
<b>EPS</b>				
- Basic	16.75	22.20	20.73	22.37
- Diluted	16.72	22.14	20.68	22.31

**Note:** The standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

### Dividend

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the Board has approved and adopted a Dividend Distribution Policy. The policy details various considerations based on which the Board may recommend or declare Dividend, Company's

dividend track record, usage of retained earnings for corporate actions, etc. The Dividend Distribution policy and Capital Allocation policy are available on the Company's website at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12769-dividend-distribution-policy.pdf>.

Pursuant to the approval of the Board on January 13, 2023, your Company paid an interim dividend of ₹ 1 per equity share of face value of ₹ 2 each, to shareholders whose names were appearing in the register of members as on January 25, 2023, being the record date fixed for this purpose, after deduction of applicable taxes. The total net cash outflow was of ₹ 4,947 Million, resulting in a dividend payout of 5.39% of the standalone profits of the Company.

The interim dividend of ₹ 1 per equity share declared by the Board on January 13, 2023 shall be the final dividend for the financial year 2022-23.

Your Company is in compliance with its Dividend Distribution Policy and Capital Allocation Policy as approved by the Board.

### Buyback

On April 27, 2023, the Board of Directors of your Company approved the buyback of equity shares, subject to the approval of shareholders, for purchase by the Company of up to 269,662,921 equity shares of ₹ 2 each (being 4.91% of the total number of equity shares in the paid-up equity capital of the Company) from the shareholders of the Company on a proportionate basis by way of a tender offer at a price of ₹445 per equity share for an aggregate amount not exceeding ₹120,000 Million, in accordance with the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, the Companies Act, 2013 and Rules made thereunder. Taxes and transaction costs due on the buyback of equity shares will be paid separately.

### Transfer to Reserves

Appropriations to general reserves for the financial year ended March 31, 2023, as per standalone and consolidated financial statements were:

	(₹ in Millions)	
	Standalone	Consolidated
Net profit for the year	91,767	113,500*
Balance of Reserves at the beginning of the year	532,543	643,066
Balance of Reserves at the end of the year	616,647	765,703

\* Excluding non-controlling interest

For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2023, please refer to the Statement of Changes in Equity included in the Standalone and Consolidated financial statements on page nos. 163 to 164 and 245 to 246 respectively of this Annual Report.

### Share Capital

During the financial year 2022-23, the Company allotted 5,847,626 equity shares consequent to exercise of employee stock options. The equity shares allotted/ transferred under the Employee Stock Option Schemes shall rank pari-passu with the existing equity shares of the Company. The paid-up equity share capital of the Company as of March 31, 2023, stood at ₹ 10,976 Million consisting of 5,487,917,741 equity shares of ₹ 2 each.

### Subsidiaries and Associates

As on March 31, 2023, your Company had 159 subsidiaries and 1 associate. In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is provided at page nos. 330 to 336 of this Annual Report. The statement also provides subsidiaries incorporated during the financial year, details of performance and financial position of each of the subsidiaries and associates.

Audited financial statements together with related information and other reports of each of the subsidiary companies have also been placed on the website of the Company at <https://www.wipro.com/investors/annual-reports/>.

Your Company funds its subsidiaries, from time to time, in the ordinary course of business and as per the funding requirements, through equity, loan, guarantee and/or other means to meet working capital requirements.

In terms of the Company's Policy on determining "material subsidiary", during the financial year ended March 31, 2023, Wipro LLC was determined as a material subsidiary whose income exceeds 10% of the consolidated income of the Company in the immediately preceding financial year. Further details on the subsidiary monitoring framework have been provided as part of the Corporate Governance report.

## Board's Report

### Particulars of Loans, Guarantees and Investments

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the Listing Regulations, disclosure on particulars relating to Loans, Guarantees and Investments are provided as part of the financial statements.

## II. BUSINESS AND OPERATIONS

Celebrating over 75 years of innovation, Wipro is a purpose-driven, global technology services and consulting firm with over 250,000 employees across six continents helping our Company's customers, communities and planet thrive in the digital world.

Wipro is recognized globally for its strong commitment to sustainability. Your Company nurtures inclusivity as an intrinsic part of its culture. Your Company's deep resolve to improve the communities we live and work in, is appreciated by its customers, investors, analysts, and employees.

Your Company aspires to be a 'value orchestrator' to its clients – an end-to-end digital transformation partner that delivers personalized outcomes through holistic solutions. To achieve this, your Company proactively conceptualizes, orchestrates and seamlessly deploys value by bringing together domain knowledge, technologies, partners and hyperscalers to solve complex problems for its clients.

Wipro's holistic portfolio of capabilities and ability to navigate vertically and horizontally across ecosystems helps its clients achieve competitive advantage. Our focus is to maximize business outcomes by converging themes across industry domains, products, services, and partners as your Company develops and delivers tailored business solutions for its clients. This combined with operational excellence, automation, higher productivity and integration of consulting and technology practices, strengthens your Company's ability to deliver industry solutions effectively and at scale. Your Company is focused towards building long-term relationships with customers and tightly aligned visions and outcomes structured through a highly governed and co-managed engagement process.

Wipro's IT Services segment provides a range of IT and IT-enabled services which include digital strategy advisory, customer-centric design, consulting, custom

application design, development, re-engineering and maintenance, systems integration, package implementation, global infrastructure services, analytics services, business process services, research and development and, hardware and software design to leading enterprises worldwide.

Wipro's IT Products segment provides a range of third-party IT products, which allows it to offer comprehensive IT system integration services. These products include computing, platforms and storage, networking solutions, enterprise information security and software products, including databases and operating systems. Your Company provides IT products majorly as a complement to its IT services offerings rather than sell standalone IT products, and its focus continues to be on consulting and digital engagements, with a more selective approach in bidding for system integration engagements.

Wipro's ISRE segment consists of IT Services offerings to organizations owned or controlled by the Gol and/or any Indian State Governments. Your Company's ISRE strategy focuses on consulting and digital engagements with ISRE Customers.

Further information on your Company's IT services and products offerings, industry and business overview are presented as part of the Management Discussion and Analysis Report ("MD & A Report") from page no. 28 onwards.

### Material Changes and Commitments affecting the Business Operations and Financial Position of the Company

Global economic activity experienced a sharper-than-expected slowdown in the financial year 2022-23. With central banks raising interest rates and food and energy prices coming down, global inflation is gradually subsiding. This has resulted in marginal improvement in business and household buying power.

Verticals across the globe are showcasing signs of caution in their technology spending basis short-term and long-term priorities. The factors such as high inflation and potential recession across the globe have forced companies to drive cost optimization in their operations, invest in operational excellence and drive vendor consolidation. Companies are relying on technologies like cloud, AI and automation to achieve optimization and increase efficiency. Thus, the volatile

global scenario is supporting the demand for technology adoption and digital acceleration. As the banking sector faces margin pressures, overall BFSI technology spends will observe greater caution and delay.

Additional information regarding your Company's business operations and financial position are provided as part of the MD & A Report from page no. 28 onwards.

## Outlook

The near-term outlook remains highly uncertain with downside risks of impact from tighter monetary policy, inflation and recession fears, pressures in global energy markets reappearing, unpredictable course of the geopolitical conflict in Europe, and the recent increase in financial market volatility. The rapid tightening of fiscal policies has exposed vulnerabilities both among banking and non-banking financial institutions, showcasing fluctuations in the financial conditions with the shift in sentiment. This may result in slowdown in demand in certain markets and lead to delayed decision making.

Technology spending is forecasted to increase with enterprises' CIOs investing in value-driven transformation focused on areas like cloud transformation, automation, integration of AI, data analytics and cybersecurity as their top priorities. The demand for digital transformation and infrastructure modernization will continue to drive growth for the industry with accelerated adoption of digital and emerging technologies, such as next generation AI, augmented reality ("AR"), virtual reality ("VR"), extended reality ("XR"), web3 and metaverse, 5G and edge, cyber and bio convergence. While the emerging technologies will disrupt industries, they will also pose new risks in the areas of data privacy, surveillance and ownership.

According to the Strategic Review 2023 published by NASSCOM (the "**NASSCOM Report**"), revenue for the Indian IT services' sector is expected to witness growth of 8.3% year-on-year in fiscal year 2023, led by IT modernization including application modernization, cloud migration and platformization. Digital revenues are estimated to account for 32%-34% of total industry revenue, growing at 16% annually in fiscal year 2023. IT services contracts will include a significant digital component, led by digital transformation, cloudification, platform engineering, AI, building software-as-a-service

("SaaS") enabled products and associated consulting services. According to the NASSCOM Report, next generation technologies, such as sensor technology, smart robots, autonomous driving, computer vision, deep learning, autonomous analytics, AR/VR, sustainability technology, edge computing, distributed ledger, spacetech and 5G/6G, are expected to witness twice the average growth in fiscal year 2023.

## Acquisitions, Divestments, Investments and Mergers

Your Company's strategy supports value creation for clients and growth for the organization through five strategic priorities: accelerate growth, strengthen clients and partnerships, lead with business solutions, building talent at scale, and a simplified operating model.

The Company focuses its efforts and investments on maximum results, going deeper in areas that it believes it has the strength and defocusing on others, and scaling up to secure leadership positions.

Your Company's new strategy will bring it closer to clients, drive greater agility and responsiveness and help us become the employer of choice. Further, your Company had invested in acquiring new technology and skills.

Details of the transactions completed by your Company are listed below:

- a) In November 2022, Wipro IT Services UK Societas acquired remaining 51% equity stake in Wipro Doha LLC. Consequent to the acquisition of the additional equity stake, the holding in Wipro Doha LLC increased from 49% to 100%.
- b) In December 2022, your Company completed the acquisition of additional 3.3% equity stake in Encore Theme Technologies Private Limited ("**Encore Theme**"). With the completion of the acquisition of aforesaid equity stake, Encore Theme has become a wholly owned subsidiary of your Company w.e.f. December 27, 2022.
- c) In December 2022, Wipro LLC sold its Preferred Shares to Harte Hanks, Inc. by way of repurchase of shares.
- d) In December 2022, the membership interest held by Wipro Gallagher Solutions LLC in Wipro Opus Risk Solutions, LLC was sold.

## Board's Report

- e) Wipro Ventures, the strategic investment arm of Wipro, invests in enterprise software and cybersecurity startups. These investments span across the Enterprise IT stack, and include areas like, Analytics, Business Automation, Cloud Infrastructure, Cybersecurity, Data Management, DevOps, IoT, Test Automation, among others. During the financial year 2022-23, Wipro Ventures has invested in five companies i.e Securonix, Qwiet.ai, Kibsi, Kognitos, and Spartan Radar.
- f) During the financial year 2022-23, your Company has carried out the merger of Cardinal Foreign Holdings S.à r.l. and Cardinal Foreign Holdings 2 S.à r.l. with and into Grove Holdings 2 S.à r.l, merger of Wipro Italia S.R.L into Mechworks S.R.L, and amalgamation of Rizing Canada Holdings Corp. with Rizing Solutions Canada Inc.
- g) During the financial year 2022-23, 14 subsidiaries of your Company i.e., Wipro Poland Sp. z o.o., Wipro US foundation, Neos Holdings LLC, Neos Software LLC, Capco (US) GP LLC, Capco (US) LLC, Neos LLC, Rizing Intermediate Inc, Rizing Intermediate LLC, Rizing Inc, Attune Hong Kong Limited, Vesta Macau Limited, Capco (Canada) LP and Capco (Canada) GP ULC were de-registered.

### Management Discussion and Analysis Report

In terms of Regulation 34 of the Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/10 dated February 6, 2017, your Company has adopted salient features of Integrated Reporting prescribed by the International Integrated Reporting Council ("IIRC") as part of its MD & A Report. The MD & A report, capturing your Company's performance, industry trends and other material changes with respect to your Company's and its subsidiaries, wherever applicable, are presented from page no. 28 onwards of this Annual Report.

The MD & A Report provides a consolidated perspective of economic, social and environmental aspects material to your Company's strategy and its ability to create and sustain value to its key stakeholders and includes aspects of reporting as required by Regulation 34 of the Listing Regulations on Business Responsibility Report.

### Business Responsibility & Sustainability Report

Pursuant to Regulation 34(2)(f) of the Listing Regulations and SEBI circular no. SEBI/LAD-NRO/GN/2021/2 dated May 5, 2021, your Company provides the prescribed disclosures in new reporting requirements on Environmental, Social and Governance ("ESG") parameters called the Business Responsibility and Sustainability Report ("BRSR") which includes performance against the nine principles of the National Guidelines on Responsible Business Conduct and the report under each principle which is divided into essential and leadership indicators. The BRSR is provided from page nos. 419 to 449 of this Annual Report.

## III. GOVERNANCE AND ETHICS

### Corporate Governance

Your Company believes in adopting best practices of corporate governance. Corporate governance principles are enshrined in the Spirit of Wipro, which form the core values of Wipro. These guiding principles are also articulated through the Company's code of business conduct, Corporate Governance Guidelines, charter of various sub-committees and disclosure policy.

As per Regulation 34 of the Listing Regulations, a separate section on corporate governance practices followed by your Company, together with a certificate from V. Sreedharan & Associates, Company Secretaries, on compliance with corporate governance norms under the Listing Regulations, is provided at page no. 123 onwards.

### Board of Directors

#### Board's Composition and Independence

Your Company's Board consists of global leaders and visionaries who provide strategic direction and guidance to the organization. As on March 31, 2023, the Board comprised of two Executive Directors, six non-executive Independent Directors and one non-executive non-Independent Director.

Definition of 'Independence' of Directors is derived from Regulation 16 of the Listing Regulations, New York Stock Exchange ("NYSE") Listed Company Manual and Section 149(6) of the Companies Act, 2013. The Company

has received necessary declarations under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, from the Independent Directors stating that they meet the prescribed criteria for independence. The Board, after undertaking assessment and on examination of the relationships disclosed, considered the following Non-Executive Directors as Independent Directors:

Ms. Ireena Vittal  
 Mr. Deepak M. Satwalekar  
 Dr. Patrick J. Ennis  
 Mr. Patrick Dupuis  
 Ms. Tulsi Naidu  
 Ms. Päivi Rekonen

All Independent Directors have affirmed compliance to the code of conduct for independent directors as prescribed in Schedule IV to the Companies Act, 2013.

### Meetings of the Board

The Board met six times during the financial year 2022-23 on April 12, 2022, April 28-29, 2022, June 8, 2022, July 19-20, 2022, October 11-12, 2022 and January 12-13, 2023. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

### Directors and Key Managerial Personnel

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board had, on July 20, 2022, approved the appointment of Ms. Päivi Elina Rekonen Fleischer (DIN: 09669696) as an Additional Director in the capacity of Independent Director for a term of 5 years with effect from October 1, 2022 to September 30, 2027, subject to approval of the shareholders of the Company. The said appointment was approved by shareholders of the Company vide special resolution dated November 22, 2022, passed through postal ballot by e-voting.

Mr. William A. Owens retired as an Independent Director from the Board of the Company with effect from July 31, 2022. The Board places on record the immense contributions made by Mr. William A. Owens to the growth of your Company over the years.

In the opinion of the Board, all our Directors, as well as the Director appointed during the financial year, possess

requisite qualifications, experience, expertise and hold high standards of integrity. List of key skills, expertise, and core competencies of the Board, including the Independent Directors, is provided at page no. 126 of this Annual Report.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Thierry Delaporte (DIN: 08107242) will retire by rotation at the 77<sup>th</sup> AGM and being eligible, has offered himself for re-appointment.

### Committees of the Board

Your Company's Board has the following committees:

1. Audit, Risk and Compliance Committee, which also acts as Risk Management Committee.
2. Nomination and Remuneration Committee (formerly known as Board Governance, Nomination and Compensation Committee), which also acts as Corporate Social Responsibility Committee
3. Administrative and Shareholders/Investors Grievance Committee (Stakeholders Relationship Committee).

Details of terms of reference of the Committees, Committee membership changes, and attendance of Directors at meetings of the Committees are provided in the Corporate Governance report from page nos. 131 to 134 of this Annual Report.

### Board Evaluation

In line with the Corporate Governance Guidelines of the Company, Annual Performance Evaluation was conducted for all Board Members as well as the working of the Board and its Committees. This evaluation was led by the Chairman of the Nomination and Remuneration Committee with specific focus on performance and effective functioning of the Board. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in accordance with the Guidance Note on Board Evaluation issued by SEBI in January 2017. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication

## Board's Report

and relationships, functioning of Board Committees, review of performance of Executive Directors, succession planning, strategic planning, etc.

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representation of shareholder interest and enhancing shareholder value, experience, and expertise to provide feedback and guidance to top management on business strategy, governance, risk and understanding of the organization's strategy, etc.

The outcome of the Board Evaluation for the financial year 2022-23 was discussed by the Nomination and Remuneration Committee and the Board at their respective meetings held in April 2023. The Board has received highest ratings on Board communication and relationships, legal and financial duties of the Board and composition and role of the Board. The Board noted the actions taken in improving Board effectiveness based on feedback given in the previous year. In light of the external environment, the Board recommended additional focus on the area of risk management.

### Policy on Director's Appointment and Remuneration

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed the policy for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel ("KMP"), Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

Pursuant to Section 134(3) of the Companies Act, 2013, the nomination and remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the Company's website at [https://www.wipro.com/content/](https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/wipro-limited-remuneration-policy.pdf)

[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). We affirm that the remuneration paid to Directors, Senior Management and other employees is in accordance with the remuneration policy of the Company.

### Policy on Board Diversity

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed a policy for Board Diversity which lays down the criteria for appointment of Directors on the Board of your Company and guides organization's approach to Board Diversity.

Your Company believes that Board diversity basis the gender, race, age will help build diversity of thought and will set the tone at the top. A mix of individuals representing different geographies, culture, industry experience, qualification and skill set will bring in different perspectives and help the organization grow. The Board of Directors is responsible for review of the policy from time to time. Policy on Board Diversity has been placed on the Company's website at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/policy-on-appointment-of-directors-and-board-diversity.pdf>.

### Risk Management

Your Company has implemented an Enterprise Risk Management ("ERM") framework based on globally recognized standards and industry best practices. The ERM framework is administered by the Audit, Risk and Compliance Committee. The ERM framework enables business by promoting a risk resilient culture, proactive management of 'Emerging' risks and is supported by technology. The framework governs all categories of risks, the effectiveness of the controls that have been implemented to prevent such risks and continuous improvement of the systems and processes to proactively identify and mitigate such risks. For more details on the Company's risk management framework, please refer to page nos. 36 to 39 of this Annual Report.

### Cyber Security

Being an IT & ITES service provider, your Company's high business dependency on its information technology and secured digital infrastructure, to interconnect offices,

employee systems, partners and clients for the day-to-day business operations, as well as our hosting of data and service delivery, are susceptible to potential cyber event impacting confidentiality, integrity and availability of the technology environment. The cyber event(s) may lead to financial loss, disclosure of data, breach of privacy or security impacting reputation, trust, revenue, through legal, regulatory and contractual obligations. Such event(s) may directly impact your Company and its relationships with its clients and partners.

Owing to the rise of connected devices, transition to cloud and use of other emerging technologies, and other factors, the impact of threats continue to increase while the threat attack area is evolving and increasing beyond the enterprise. There may be vulnerabilities in opensource software incorporated into your Company's offerings that may make the offerings susceptible to cyberattacks.

In view of increased cyberattack scenarios, the cyber security maturity is reviewed periodically and the processes, technology controls are being enhanced in-line with the threat scenarios. Your Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data.

### Compliance Management Framework

The Board has approved a Global Statutory Compliance Policy providing guidance on broad categories of applicable laws and process for monitoring compliance. In furtherance to this, your Company has instituted an online compliance management system within the organization to monitor compliances and provide update to the senior management and Board on a periodic basis. The Audit, Risk and Compliance Committee and the Board periodically monitor status of compliances with applicable laws.

### Code for Prevention of Insider Trading

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/dealing in Company's shares and sharing Unpublished

Price Sensitive Information ("UPSI"). The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12765-code-of-practices-and-procedures-for-fair-disclosure-of-upsi.pdf>.

### Vigil Mechanism

Your Company has adopted an Ombuds process as a channel for receiving and redressing complaints from employees and directors, as per the provisions of Section 177(9) and (10) of the Companies Act, 2013, Regulation 22 of the Listing Regulations and Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Under this policy, your Company encourages its employees to report any incidence of fraudulent financial or other information to the stakeholders, reporting of instance(s) of leak or suspected leak of unpublished price sensitive information, and any conduct that results in violation of the Company's code of business conduct, to the management (on an anonymous basis, if employees so desire). Further, your Company has prohibited discrimination, retaliation, or harassment of any kind against any employee who reports under the Vigil Mechanism or participates in the investigation.

Awareness of policies is created by, inter alia, sending group mailers highlighting actions taken by the Company against the errant employees. Mechanism followed under the Ombuds process has been displayed on the Company's intranet and website at <https://www.wipro.com/investors/corporate-governance/policies-and-guidelines/#WiprosOmbudsProcess>.

All complaints received through Ombuds process and investigative findings are reviewed and approved by the Chief Ombuds person. All employees and stakeholders can also register their concerns either by sending an email to [ombuds.person@wipro.com](mailto:ombuds.person@wipro.com) or through web-based portal at <https://www.wipro.com/investors/corporate-governance/policies-and-guidelines/#WiprosOmbudsProcess>.



## Board's Report

rosOmbudsProcess. Following an investigation of the concerns received, a decision is made by the appropriate authority on the action to be taken basis the findings of such investigation. In case the complainant is non-responsive for more than 15 days, the concern may be closed without further action.

### The below table provides details of complaints received/disposed during the financial year 2022-23:

No. of complaints pending at the beginning of financial year	82
No. of complaints filed during the financial year	1199
No. of complaints disposed during the financial year	1197
No. of complaints pending at the end of the financial year	84

All cases were investigated, and actions taken as deemed appropriate. Based on self-disclosure data, 14% of these cases were reported anonymously. The top categories of complaints were non-adherence to internal policy/process at 46%, followed by workplace concerns and behavioural issues at 23%. The majority of cases (60%) were resolved through engagement of human resources or mediation or closed since they were unsubstantiated.

The Audit, Risk and Compliance Committee periodically reviews the functioning of this mechanism. No personnel of the Company were denied access to the Audit, Risk and Compliance Committee.

### Information Required under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company is committed to providing a safe and conducive work environment to all its employees and associates. Your Company has constituted an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has a policy and framework for employees to report sexual harassment cases at workplace. The Company's process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization. The below table provides details of complaints received/disposed during the financial year 2022-23.

Number of complaints at the beginning of financial year	12*
No. of complaints filed during the financial year	141
No. of complaints disposed during the financial year	134
No. of complaints pending at the end of financial year	19

\*Of the 13 complaints pending at the end of the previous year, 1 complaint was found to be invalid due to lack of response from the complainant.

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company follows calendar year for annual filling with statutory authority and as per the filing, a total of 51 complaints related to sexual harassment were raised in the calendar year 2022.

### Related Party Transactions

Your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency, and accountability. In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. The policy on related party transactions has been placed on the Company's website at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/policy-for-related-party-transactions.pdf>.

Prior omnibus approval of the Audit, Risk and Compliance Committee and the Board is obtained for the transactions which are foreseeable and of a repetitive nature. All related party transactions are placed on a quarterly basis before the Audit, Risk and Compliance Committee and before the Board for review and approval.

All contracts, arrangements and transactions entered by the Company with related parties during financial year 2022-23 were in the ordinary course of business and on an arm's length basis. There were no contracts, arrangements or transactions entered during financial year 2022-23 that fall under the scope of Section 188(1) of the Companies Act, 2013. Accordingly, the prescribed Form AOC-2 is not applicable to the Company for the financial year 2022-23 and hence does not form part of this report.

Details of transaction(s) of your Company with entity(ies) belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required under para A of Schedule V of the Listing Regulations are provided as part of the financial statements.

Pursuant to Regulation 23(9) of the Listing Regulations, your Company has filed the reports on related party transactions with the Stock Exchanges.

### Directors' Responsibility Statement

Your Directors hereby confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Directors have prepared the annual accounts on a going concern basis.
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) adequate systems and processes, commensurate with the size of the Company and the nature of its business, have been put in place by the Company, to ensure compliance with the provisions of all applicable laws as per the Company's Global Statutory Compliance Policy and that such systems and processes are operating effectively.

### Wipro Employee Stock Option Plans/ Restricted Stock Unit Plans

Your Company has instituted various employee stock options plans/restricted stock unit plans from time to time to motivate, incentivize, and reward employees.

The Nomination and Remuneration Committee administers these plans. The stock option plans are in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ("**Employee Benefits Regulations**") and there have been no material changes to these plans during the financial year. Disclosures on various plans, details of options granted, shares allotted upon exercise, etc. as required under the Employee Benefits Regulations are available on the Company's website at <https://www.wipro.com/investors/annual-reports/>. No employee was issued stock options during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Your Company has received a certificate from the secretarial auditor confirming implementation of the plans in accordance with the Employee Benefits Regulations.

### Particulars of Employees

Information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as Annexure I to this report.

A statement containing, inter alia, the names of top ten employees in terms of remuneration drawn and every employee employed throughout the financial year and in receipt of remuneration of ₹ 102 lakhs or more and, employees employed for part of the year and in receipt of remuneration of ₹ 8.50 lakhs or more per month, pursuant to Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as Annexure II to this report.

## IV. INTERNAL FINANCIAL CONTROLS AND AUDIT

### Internal Financial Controls and their adequacy

The Board of your Company has laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

## Board's Report

### Statutory Audit

At the 76<sup>th</sup> AGM held on July 19, 2022, Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) was re-appointed as statutory auditors of the Company for a second term of five consecutive years from the financial year 2022-23 onwards.

Deloitte Haskins & Sells LLP, Statutory Auditors, have issued an unmodified opinion on the financial statements of the Company. There are no qualifications, reservations or adverse remarks made by the Auditors, in their report for the financial year ended March 31, 2023.

Pursuant to provisions of the Section 143(12) of the Companies Act, 2013, neither the Statutory Auditors nor the Secretarial Auditor has reported any incident of fraud to the Audit, Risk and Compliance Committee during the year under review.

### Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. V. Sreedharan, Partner, V. Sreedharan & Associates, a firm of Company Secretaries in Practice, to conduct Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2023, is enclosed as Annexure III to this Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

## V. KEY AWARDS AND RECOGNITIONS

Your Company is one of the most admired and recognized companies in the IT industry. Your Company has won several awards and accolades, details of which are provided at page nos. 26 to 27 of this Annual Report.

## VI. SOCIAL RESPONSIBILITY AND SUSTAINABILITY

### Corporate Social Responsibility

At Wipro, we think that it is critical to engage with the social and ecological challenges that humanity is facing in a deep, meaningful, and systemic manner. We believe in contributing towards creating a more just, equitable, humane, and sustainable society. Your Company chooses to work on domain and issues that are widely recognized as being vital enablers of societal progress

and community-resilience with positive impacts over the long term on livelihoods, health and well-being, gender equity, economic productivity, and democratic participation. Our CSR policy reflects principles and strategies that have informed our long history of corporate citizenship and social responsibility.

We are committed to an approach that is focused on bringing change from the inside out at four different levels:

1. Fulfilling primary fiduciary duties and regulatory obligations as reflected in high levels of corporate governance and transparency;
2. Proactive approach to initiatives inside the organizational ecosystem that demonstrate our commitment to a more humane and sustainable world;
3. Engaging with, and contributing to, relevant issues in neighborhood communities, in all regions and countries;
4. Using the power of collaboration and advocacy to influence larger societal progress.

Our CSR programs' implementation happens through multiple channels – Wipro Foundation, Wipro Cares, and through functions and groups within the Company. Your company works with a network of over 230 committed partner organizations who collectively implemented approximately 300 projects across India, the US, UK, Philippines, Romania, France, among others, with collective positive impacts on over 2 Million people.

As per the provisions of the Companies Act, 2013, a company meeting the specified criteria shall spend at least 2% of its average net profits for three immediately preceding financial years towards CSR activities. Accordingly, your Company spent ₹ 2,157 Million towards CSR activities during the financial year 2022-23.

The Board of Directors noted that your Company's CSR spend for the year ended March 31, 2023, was ₹ 2,157 Million as against its obligation of ₹ 1,986 Million. Pursuant to the recommendation by Nomination and Remuneration Committee and approval by the Board of Directors, an aggregate amount of ₹ 508 Million was set off for financial year 2022-23. An excess of ₹ 679 Million which was spent in financial year 2022-23 is available for set-off in a time frame of three immediately succeeding years, in equal proportion.

The contents of the CSR policy and the CSR Report as per the format notified in the Companies (Corporate

Social Responsibility Policy) Rules, 2014, as amended from time to time, is attached as Annexure IV to this report. CSR policy is also available on the Company's website at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12773-policy-on-corporate-social-responsibility.pdf>.

The terms of reference of CSR committee, framed in accordance with Section 135 of the Companies Act, 2013, forms part of Nomination and Remuneration Committee. The Committee consists of three Independent Directors, Ms. Ireena Vittal, Mr. Patrick Dupuis and Mr. Deepak M. Satwalekar as its members. Ms. Ireena Vittal is the Chairperson of the Committee.

Effective April 1, 2023, Ms. Tulsi Naidu, Independent Director, was appointed as member of the Committee.

We affirm that the implementation and monitoring of CSR activities is in compliance with the Company's CSR objectives and policy.

### Particulars Regarding Conservation of Energy and Research and Development and Technology Absorption

Details of steps taken by your Company to conserve energy through its "Sustainability" initiatives, Research and Development and Technology Absorption have been disclosed as part of the MD & A Report.

## VII. DISCLOSURES

### Foreign Exchange Earnings and Outgoings

During the financial year 2022-23, your Company's foreign exchange earnings were ₹ 637,061 Million and foreign exchange outgoings were ₹ 313,746 Million as against ₹ 548,490 Million of foreign exchange earnings and ₹ 259,602 Million of foreign exchange outgoings for the financial year 2021-22.

### Annual Return

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as of March 31, 2023, on its website at <https://www.wipro.com/investors/annual-reports/>.

### Other Disclosures

- a) Your Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

- b) Your Company has not issued shares with differential voting rights and sweat equity shares during the year under review.
- c) Your Company has complied with the applicable Secretarial Standards relating to 'Meetings of the Board of Directors' and 'General Meetings' during the year.
- d) Maintenance of cost records and requirement of cost Audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.
- e) There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.
- f) Details of unclaimed dividends and equity shares transferred to the Investor Education and Protection Fund authority have been provided as part of the Corporate Governance report.
- g) There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.
- h) There were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.

### Acknowledgements and Appreciation

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. I am sure you will join our Directors in conveying our sincere appreciation to all employees of the Company and its subsidiaries and associates for their hard work and commitment. Their dedication and competence have ensured that the Company continues to be a significant and leading player in the IT Services industry.

### For and on behalf of the Board of Directors,

Bengaluru  
May 24, 2023

**Rishad A. Premji**  
Chairman  
(DIN: 02983899)

## ANNEXURE I

### Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

#### Remuneration paid to Whole-time Directors (“WTD”)

Name of Directors	Designation	% increase/ decrease of remuneration in 2023 as compared to 2022*	Ratio of remuneration to MRE*	Ratio of remuneration to MRE and WTD*
Rishad A. Premji <sup>(1)</sup>	Chairman	(43.34)	86.92	86.92
Thierry Delaporte <sup>(2)</sup>	Chief Executive Officer and Managing Director	3.26	916.12	916.12

MRE – Median Remuneration of employees

\* Rounded off to two decimals

<sup>(1)</sup> Mr. Rishad A. Premji is entitled to a commission at the rate of 0.35% on incremental consolidated net profits of Wipro Limited over the previous financial year. However, as the incremental consolidated net profits for financial year 2022-23 was negative, the Company determined that no commission was payable to Mr. Rishad A. Premji.

<sup>(2)</sup> Mr. Thierry Delaporte’s remuneration includes variable pay for financial year 2022-23. The remuneration of the Chief Executive Officer and Managing Director is computed on an accrual basis. It also includes the amortization of Restricted Stock Units (“RSUs”) granted to him, which vest over a period of time and the RSUs that will vest based on performance parameters of the Company.

#### Remuneration paid to other Directors

Name of Directors	Designation	% increase/ decrease of remuneration in 2023 as compared to 2022*	Ratio of remuneration to MRE*	Ratio of remuneration to MRE and WTD *
Azim H. Premji	Founder Chairman	2.29	11.78	11.78
Ireena Vittal	Independent Director	16.97	18.74	18.74
Patrick J. Ennis <sup>#</sup>	Independent Director	7.57	25.55	25.55
Patrick Dupuis <sup>#</sup>	Independent Director	7.11	25.44	25.44
William A. Owens <sup>(3)</sup>	Independent Director	NA	12.13	12.13
Deepak M. Satwalekar	Independent Director	15.48	17.29	17.29
Tulsi Naidu <sup>(4)</sup>	Independent Director	NA	14.49	14.49
Päivi Rekonen <sup>(5)</sup>	Independent Director	NA	8.47	8.47

MRE – Median Remuneration of employees

\* Rounded off to two decimals

<sup>#</sup> The increase of remuneration in 2023 as compared to 2022 is due to exchange rate fluctuation.

<sup>(3)</sup> Mr. William A. Owens retired as an Independent Director with effect from July 31, 2022 and hence comparable figures have not been provided.

<sup>(4)</sup> Ms. Tulsi Naidu was appointed as an Independent Director with effect from July 1, 2021 and hence comparable figures have not been provided.

<sup>(5)</sup> Ms. Päivi Rekonen was appointed as an Independent Director with effect from October 1, 2022 and hence comparable figures have not been provided.

#### Remuneration paid to other Key Managerial Personnel (“KMP”)

Name of KMPs	Designation	% increase/ decrease of remuneration in 2023 as compared to 2022*	Ratio of remuneration to MRE *	Ratio of remuneration to MRE and WTD *
Jatin Pravinchandra Dalal**	Chief Financial Officer	(26.15)	99.10	99.10
M. Sanaula Khan**	Company Secretary	(5.04)	29.57	29.57

MRE- Median Remuneration of Employees

\*Round off to two decimals

\*\*Remuneration includes perquisites value of RSUs exercised during the respective years

**Notes:**

1. The MRE excluding WTDs was ₹ 899,571 and ₹ 793,086 in financial year 2022-23 and 2021-22 respectively. The increase in MRE excluding the WTDs in financial year 2022-23 as compared to financial year 2021-22 is 13.43%.
2. The MRE including WTDs was ₹ 899,571 and ₹ 793,086 in financial year 2022-23 and 2021-22 respectively. The increase in MRE including the WTDs in financial year 2022-23 as compared to financial year 2021-22 is 13.43%.
3. The number of permanent employees on the rolls of the Company as of March 31, 2023, and March 31, 2022, was 248,813 and 236,204 respectively.
4. The aggregate remuneration of employees excluding WTD grew by 1.25% over the previous financial year, attributed to the increase in headcount. The aggregate decrease in salary for WTDs and other KMPs was 6.16% in financial year 2022-23 over financial year 2021-22, on account of the following:
  - a) The Company determined that no commission was payable for financial year 2022-23 to Mr. Rishad A. Premji considering that the incremental consolidated net profits for financial year 2022-23 was negative.
  - b) Reduction in variable pay and RSU amortization cost for Mr. Jatin Pravinchandra Dalal, in line with performance parameters of the Company.
5. Company affirms that the remuneration is paid as per the remuneration policy of the Company.

**Variable Pay Compensation**

The variable pay of executive officers, including the Chief Executive Officer and Managing Director, is based on clearly laid out criteria and measures, which are linked to the desired performance and business objectives of the organization. The criteria for variable pay, which is paid out quarterly/annually, includes financial parameters like revenue, profit achievement, operating margin achievement and other strategic goals as decided by the Board, from time to time.

Apart from the variable pay component, long term (typically greater than one year) incentives granted to executive officers, including the Chief Executive Officer and Managing Director, includes both time-based stock units (RSUs) and performance-based stock units (PSUs).

The vesting of PSUs is based on performance parameters of the Company over a defined performance period and is linked to predefined financial goals. Time-based stock units typically vest over a defined period. The vesting pattern and schedule for both these types of stock units are as determined by the Nomination and Remuneration Committee.

## ANNEXURE II

## Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

## A) Top 10 employees in terms of salary drawn during the financial year 2022-23

Sl. No.	Name of the Employee	Date of joining (DD-MM-YYYY)	Gross Remuneration (in ₹)	Qualification	Age	Experience (yrs)	Last Employment	Designation
1	Thierry Delaporte**	06-07-2020	824,114,292	Bachelor's Degree in Economy and Finance, Masters in Law	56	28	Capgemini	Chief Executive Officer and Managing Director
2	Rishad A. Premji	20-07-2007	78,191,665	B.A, MBA	46	24	Bain & Company	Executive Chairman
3	Jatin Pravinchandra Datta*	01-07-2002	89,150,921	BE, CA, PGDBA, CFA (USA), CGMA (UK), CMA	48	24	GE India	President and Chief Financial Officer
4	Saurabh Govil	11-05-2009	57,667,720	B.Sc, PGDM - PM & IR	55	34	GE India	President and Chief Human Resources Officer
5	Harish Dwarkanthalli	10-12-2019	56,873,174	BE	48	26	Cognizant Technologies	President - Applications and Data
6	Sunita Cherian	04-11-1996	49,669,469	B.Tech, PGDBA	49	26	First Employment	Senior Vice President - Human Resources
7	Satya Easwaran	01-04-2022	36,889,195	BE, MBA	48	28	KPMG	Senior Vice President
8	Hari Raja S	06-01-2020	33,566,537	Business Management Science	46	19	Cognizant Technologies	Vice President & Practice Head - Sales Force
9	Arunkumar M	03-02-1997	30,816,846	M.S. Software Engineering	49	26	IISc	Vice President & Practice Head
10	Dipak Kumar Bohra	14-06-2002	30,660,485	B. Com, CA, ICWAI	50	26	Aditya Birla Group	Senior Vice President - Corporate Treasurer and Investor Relations

**Notes:**

- Remuneration comprises salary, allowances, commission, performance based payments, perquisite and Company's contribution to Provident Fund and super-annuation as per definition contained in Section 2(78) of the Companies Act, 2013, paid during the year. It also includes perquisites value of Restricted Stock Units (RSUs) exercised, if any, by employees.
  - The nature of employment is contractual in all the above cases.
  - In terms of proviso to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees posted and working in a country outside India, not being Directors or their relatives, have not been included in the above statement.
  - Mr. Rishad A. Premji, who is in the employment of the Company, is the son of Mr. Azim H. Premji, Founder Chairman of the Company. Computation of remuneration of Mr. Rishad A. Premji, Chairman includes cash bonus (part of his salary) on an accrual basis, which is payable over a period of time.
- # Figures mentioned in ₹ are equivalent of amounts paid in foreign currency, as may be applicable.
- \* Computation of remuneration to the Chief Executive Officer and Managing Director, Chief Financial Officer is on an accrual basis and includes the amortization of RSUs granted to them, which will vest over a period of time and RSUs that will vest based on performance parameters of the Company.

**B) Employees drawing salary of ₹ 102 lakhs or above per annum and posted in India**

Name of the Employee	Date of joining (DD-MM-YYYY)	Gross Remuneration (in ₹)	Qualification	Age	Experience (yrs)	Last Employment	Designation
Amit SR	23-10-2015	12,563,312	LLB	46	22	HCL Technologies Ltd.	General Manager & Associate General Counsel
Anup G Purohit	24-05-2021	28,678,680	BE Electronics	52	27	Yes Bank	Chief Information Officer
Aparna Iyer	21-04-2003	20,240,312	CA	42	20	First Employment	Senior Vice President and CFO- IDEAS
Ashish Chawla	21-09-1998	18,690,339	CA	50	25	UTI	Vice President and Head - O2C and Special Projects
Atul Kapoor	29-05-2006	12,088,295	BE, B.Tech, PGDBM	55	32	BSNL	Vice President and Head- Entities Integration, BITS
Bharat Shetty	26-02-2001	10,471,400	BE Electronics	47	22	Mastek	Practice Head
Bhaskar Pandey	01-10-2019	13,437,700	Post Graduate MMS	52	29	Vara Infotech Ltd.	General Manager & Sector Head- India PRE
Byomkesh Tripathy	07-07-2014	17,423,503	MBA	47	23	GE Appliances and Lighting	Vice President
Chandra Shekar S N	06-11-1995	21,951,181	BE	50	27	Indian Industrial Machines	Vice President and Practice Head
Denny John Panthaloorkan	12-08-1996	18,113,745	BE	51	32	Modi Olivetti Ltd.	Vice President and Global Solutions Head, CIS
Devender Malhotra	23-08-2002	28,527,380	BE, PGD	51	28	Satyam GE Software	Senior Vice President & Global Delivery Head - Cloud and Infra Services
Dinesh Wadehra	01-06-2021	23,509,086	BE, MBA, MS	54	33	Jones Lang Lasalle	Vice President
Gaurav Kedia	27-11-2003	16,819,794	B.Com, CA, CS	42	19	First Employment	Vice President, Global Controller
Krishnan Subramanian	13-04-2015	11,361,367	CA	55	31	Content Media India Pvt. Ltd.	CFO - CGO
Kumar N S	03-07-1995	17,796,320	B.Sc Computer Science	52	31	CDAC	Vice President & Delivery Head - APMEA
Madhusudan Narayana Murthy	10-08-2015	10,264,860	B.Sc	50	24	Sapient	Vice President
Mandar Vanarse	01-09-2006	14,559,527	BE Electronics	48	28	Quallex Systems Pvt. Ltd.	General Manager
Manish N	02-12-2019	13,620,427	BE	52	31	SAP Labs India Pvt. Ltd.	Vice President
Manjunath A V	01-05-1995	18,424,720	BE	53	31	Standard Autolog	Vice President and Talent Engineering Head
Manoj Madhusudhanan	07-07-2003	17,101,438	BE	50	28	Skanda Software	Global Head - Wipro HOLMES and DMTS Fellow
Mohit B Lal	16-03-1999	22,334,378	B.Sc, MCA	53	29	MXSS Delhi	Senior Vice President and COO iDEAS
Murali Parthasarathy	01-08-2012	13,384,587	BE	54	31	Allgreen Ecotech Solutions Pvt. Ltd.	Vice President & Global Delivery Head - CRS
Nanda Kishore N	01-08-1994	27,094,074	BE, PG Diploma	51	29	Hypermedia Info Systems	Chief Operating Officer AI
Narayana Prasad Shankar	01-12-2014	14,182,795	B.Tech - Chemical	51	28	Infosys	Vice President



Name of the Employee	Date of joining (DD-MM-YYYY)	Gross Remuneration (in ₹)	Qualification	Age	Experience (yrs)	Last Employment	Designation
Naveen Surapaneni	09-12-2019	10,461,342	PGPM, B.Tech	49	25	Reliance Communications Ltd.	Sales Enablement Head
Navin Gadia	12-07-2006	12,344,724	CA	41	18	Atlas Shipping	Vice President and Head- FP & A, GlobalOps Finance
Nidhi Grover	15-02-2022	11,526,299	B. Tech, MBA	39	18	Capgemini Invent	General Manager and Strategy Head
Niloy Mukherjee	16-01-2020	17,530,549	M.Tech	53	27	Cognizant Technologies	Vice President & Practice Head
Parminder Singh Kakria	02-03-2016	11,254,891	M.Tech	41	17	DuPont	Head Government Affairs - Americas, Europe & APMEA
Pradeep Kumar Saini	10-03-2022	12,972,273	Electronics & Communication Engineering	52	34	Kyndryl Solutions Pvt. Ltd.	Vice President
Prasad Gantasai	01-02-2006	27,810,042	B.A,MSW	49	28	Isoft India	Senior Vice President
Prasenjit Lahiri	05-01-1995	12,380,733	BE	54	29	TVS Electronics	Vice President & Head
Priti Kataria	01-06-1998	17,007,767	MBA	50	24	First Employment	Senior Vice President and HR Head- iCORE
Raghuraman Ranganathan	21-02-2007	10,633,640	ACA, MIRM (UK)	42	22	KPMG	Vice President and Chief of Internal Audit
Rajeev Menon	18-10-2021	17,916,516	PGD Human Resources	52	32	Cognizant Technology Solutions Ltd.	Vice President
Rajeev Rajagopalan	28-05-2020	10,613,493	BE	49	26	Conduent	Vice President & Americas-2 Delivery Head
Rajesh Sehgal	04-06-2001	14,073,657	BE, MBA	53	27	Hoogovens	Head Delivery Transformation and Change Management
Rajiv Kumar	21-05-2001	10,825,699	BE, MBA	48	26	Convergent Communications	General Manager and CSP Head - Azure
Ravi Kumar Emani	15-11-1996	10,284,836	MCA	51	26	First Employment	General Manager and Sub Practice Head - Connectivity
Reshmi Shankar	17-06-2019	11,262,925	Diploma in Hotel Management	46	22	Honeywell	Vice President and Head FMG and CMF
Rohit Vishal Gupta	02-08-2021	18,847,660	MA (PM&IR) TISS	48	23	Wipro GE Healthcare Pvt. Ltd.	Vice President
Saibal Basu	15-07-2002	19,196,757	B.Sc	57	33	Trigent Software	Vice President
Saikat Biswas	08-10-2018	10,597,821	B.Tech, MBA	50	23	Cognizant Life Sciences Digital Operations Practice	General Manager and Global Head - MDPS, MFG and ENU
Satil Mahajan	27-09-2021	11,135,800	MBA (Finance)	50	27	Cognizant Technology Solutions Ltd.	Vice President
Samir Gadgil	09-10-2004	19,281,021	BE, MPM	47	24	Cedar Consulting	Vice President
Sanaulla Khan Mohammed	12-05-2015	26,599,091	M.Com, FCS	52	29	ICICI Prudential Life Insurance Co. Ltd.	Senior Vice President & Company Secretary
Sandhya Ramachandran Arun	21-03-2016	11,267,810	MBA	55	29	Deloitte Digital	Service Delivery and Operations Executive

Name of the Employee	Date of joining (DD-MM-YYYY)	Gross Remuneration (in ₹)	Qualification	Age	Experience (yrs)	Last Employment	Designation
Sanjay Tarsem Lal Jaireth	21-05-2019	11,944,355	MBA	49	24	Mphasis	General Manager & Sector Head India Senior BFSI
Satish Raghammudi	19-11-2007	11,293,578	MBA Operations Information Technology	48	23	Infosys Technologies	Vice President & Global Delivery Head - SAP, IDEAS
Satish S Krishnan	13-09-2000	16,078,121	MSW	51	29	EDS India Pvt. Ltd.	Vice President
Satish Y	19-04-2000	18,644,895	BE	50	27	Jindal Vijayanagar Steel Ltd.	Vice President and Head - Practices, Offerings
Satvinder Singh Madhok	02-08-2021	14,187,071	M.S. Information Systems	58	29	Barclays Bank Technology	Vice President
Seshu Kumar GV	10-08-1998	10,291,306	B.Tech	48	27	ECIL	General Manager & Practice Head - VDI
Sharmila Nitin Paranjpe	02-01-2013	10,557,422	BE Electricals	55	30	RuralShores	Vice President
Shirish Patil	08-01-2001	10,735,822	BE Instrumentation, AMP IIM Bangalore	48	26	Stock Holding Corporation of India Ltd.	General Manager and Practice Head
Sridhar Renga Ramanujam	13-07-1998	10,537,706	BE Chemical	46	24	First Employment	Vice President and Talent Engineering Head - Americas 1, IDEAS
Srinivasan G	14-04-1999	15,193,711	BE	53	32	Indchem Electronics	Vice President
Sriram Ranganathan	07-11-2005	10,443,599	CA	40	18	Cognizant Technology	Vice President & Global Tax Head
Srivatsan Venkataramani	12-01-2012	16,599,078	PGDM Finance	55	28	Oracle Financial Services Ltd.	Vice President
Subhasish Biswas	02-05-2006	10,248,390	B.Tech. (Hons.) Mechanical PGDM	54	29	Mphasis BPO Services	Global Head Human Resources Shared Services
Sudheesh Babu C	02-04-2001	12,492,178	B.Com, ACA, CISA	55	36	Price WaterHouse	General Manager & Practice Head
Sumit Taneja	08-05-2006	19,848,692	B.A, PGD	45	19	Tata Motors Ltd.	Vice President
Swati Oberoi	06-11-2017	10,227,850	Business Management Science	56	32	Tata Consultancy Services	General Manager
Venkataraman Mahadevan	10-08-2004	15,764,659	B.Sc., Advance Diploma in SMGT	52	18	NIIT Ltd.	Vice President & Head - SDA, Strategy, M&A, Marketing
Vivek Mehrotra	01-04-2022	14,995,080	B.Com (H), CA	44	22	Microsoft	CFO - COO and CTO

### C) Employed for part of the year with an average salary of ₹ 8.5 lakhs or above per month and posted in India

Name of the Employee	Date of joining (DD-MM-YYYY)	Gross Remuneration (in ₹)	Qualification	Age	Experience (yrs)	Last Employment	Designation
Gayathri Krishna	11-04-2022	13,186,479	Post Graduate Degree in Mass Communication	55	33	KPMG India	Vice President
Prashant Nambiar	02-01-2023	5,260,350	B.Tech	46	24	Accenture Solutions Pvt. Ltd.	Vice President
Ritesh Has Mukh Shah	05-01-2023	7,780,035	CA	48	24	Capgemini	CFO - APMEA
Seema Sharma	06-03-2023	1,522,899	B.A., MBA	52	26	Kyndryl	General Manager & Delivery Head
Selvi Venkatesh	02-03-2023	1,021,340	BE	47	24	Visionet Systems	General Manager & Account Delivery Head
Simmi Dhamija	17-10-2022	7,935,174	PGDBM	50	24	Tech Mahindra	Senior Vice President and Chief Operating Officer, APMEA
Sriram Narasimhan	02-05-2022	13,156,963	MS Computer information systems	52	28	Fidelity Institutional Investor Group	Senior Vice President
Tejal Patil	22-08-2022	20,959,129	B.A, LLB Solicitor	54	31	GE South Asia (GE India Industrial Pvt. Ltd.)	Senior Vice President and General Counsel
Ulhas Deshpande	02-05-2022	13,732,326	BE	52	29	Price Water House Coopers Pvt. Ltd.	General Manager and Sales Head
Jagmohan Singh Babra	04-04-2022	15,556,037	BE, MBA	52	28	Mercer Consulting India Pvt. Ltd.	Vice President and Head - Enterprise Services
Ajay Nahar	24-06-2019	6,408,663	MBA (International Business & Finance)	44	21	Ernst & Young	General Manager
Amal Bhattacharya	03-08-2010	11,946,607	Corporate PGDBA, BE	58	32	Sun Microsystems	General Manager & Presales Head India
Anand Kabra	21-10-2021	14,545,060	PGDCA Operations	50	26	Cognizant Technology Solutions Ltd.	Vice President
Anurag Seth	03-05-1990	19,657,304	BE, PGDBM - Information Management	56	33	First Employment	Vice President & Head
Bhavani Padmanabhan	09-05-2016	13,793,028	LLB, Masters in Business Law	54	31	SABMiller India Ltd.	Vice President & Deputy General Counsel - Global Legal Head-IP
Deepak Acharya	01-02-2018	81,734,679	B.Sc, LLB, FCS	55	27	Procter & Gamble Singapore	Senior Vice President & General Counsel
Deepak Maheshwari	26-05-2003	6,121,754	MCA	50	25	Mphasis Corp	General Manager & Presales Head - Data & Analytics
Gopikrishnan Gouri Ramachandran	27-08-2012	24,805,960	PGDBM International Business General Management	51	27	Infosys Ltd.	Vice President & Managing Partner
Hariprasad Reddy	20-12-2004	13,392,119	M.Tech	53	23	General Electric Cap	Vice President
Kamini Shah	18-01-2017	27,135,896	CA	53	26	Hewlett Packard	Vice President and BFM Head - Americas 1
Krishnakumar N	05-09-1994	42,000,398	B.Sc, M.Sc (Computer Science)	55	31	DRDO	Vice President- Global Head Service Transformation

Name of the Employee	Date of joining (DD-MM-YYYY)	Gross Remuneration (in ₹)	Qualification	Age	Experience (yrs)	Last Employment	Designation
Milind Halapeth	15-01-2007	29,994,308	BE, MBA	50	29	Publicis Groupe	Vice President & Global Head
Naga Jyotirmayi Banda	18-05-1994	27,800,739	MBA	51	29	Xavier Institute	Vice President
Narayana Shenoy	24-12-1990	4,635,653	BE (Computer Science)	54	32	First Employment	General Manager & Practice Head
Nithin Vellore Jaganmohan	06-11-2002	11,717,595	CA	48	23	A.F. Ferguson & Co.	Vice President and BFM Head - Americas-2
Prakash C	23-12-1996	11,646,808	B.Sc	51	28	Excel Infosys	General Manager & Sector Delivery Head
Rahul Mansharamani	19-10-2004	29,992,833	BE, PG Diploma	47	23	Eicher Motors Ltd.	Vice President
Rahul Shah	02-11-2015	35,525,847	PGDM	52	27	Infosys Digital	Vice President
Sanjeev R	07-09-1998	18,791,087	BE	51	27	CMC Ltd.	Solution Delivery Head
Sanjeev Singh	02-11-2018	11,543,001	B.Tech, PGDM	57	22	Aegis Ltd.	Senior Vice President
Sarika Pradhan Jena	29-12-2003	1,862,068	M.Com	50	25	PWC	General Manager
Sheetal Sharad Mehta	16-09-1994	73,224,876	BE	50	29	First Employment	Senior Vice President & Group CISO
Sudhir Kesavan	09-01-2017	42,205,934	B.Tech	49	26	Value Labs	Senior Vice President - Cloud Transformation
Surendranath Garimella	10-07-2006	14,369,822	B.Sc., MCA	55	33	MSG Systems	Vice President
Vijayasimha Alilughatta	28-02-2014	54,038,864	BE	49	27	Infosys Ltd.	Senior Vice President & COO-IDEAS
Harsh Bhatia	07-11-2002	27,252,295	B.Sc	57	35	DakSH	Vice President & Head - Quality, Risk & Compliance, Intl Ops
Sandeep Aggarwal	11-05-2020	3,754,853	CA	47	27	Alight Solutions India Pvt. Ltd.	Vice President, Finance iCORE

**Notes:**

- The above table contains details of employees in alphabetical order and does not include the details of remuneration drawn by the top 10 employees as their details are provided in item (A) of Annexure II to this Board's Report.
- Remuneration comprises salary, allowances, commission, performance based payments, perquisite and Company's contribution to provident fund and superannuation as per the definition contained in Section 2(78) of the Companies Act, 2013, paid during the year. It also includes perquisites value of Restricted Stock Units (RSUs) exercised, if any, by employees.
- The nature of employment is contractual in all the above cases
- None of the employees employed throughout the financial year or part thereof, were in receipt of remuneration in that year, in which the aggregate, or as the case may be at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company
- In terms of the proviso to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees posted and working in a country outside India, not being Directors or their relatives, have not been included in the above statement.

## ANNEXURE III

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

[Pursuant to Sub Section (1) of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**For the Financial Year Ended March 31, 2023**

To,

The Members,  
**Wipro Limited**,  
 Doddakannelli,  
 Sarjapur Road,  
 Bengaluru - 560035

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Wipro Limited** ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 ("the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder.
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder.
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. There was no External Commercial Borrowing by the Company during the period under review.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to the Company during the Audit Period**).
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
  - e. The Securities and Exchange Board of India (Issue And Listing Of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (**Not Applicable to the Company during the Audit Period**).
  - f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not Applicable to the Company during the Audit Period**).
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not Applicable to the Company during the Audit Period**).

- i. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)** and
  - j. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. Other laws applicable specifically to the Company namely:
- a. Information Technology Act, 2000 and the rules made thereunder
  - b. Special Economic Zones Act, 2005 and the rules made thereunder
  - c. Software Technology Parks of India rules and regulations

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and general meetings.
- ii. Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

This report is to be read with our letter of even date which is annexed as **'Annexure -1'** and forms an integral part of this report.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period, except for the below event, there was no event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

During the month of May 2022, the Company has completed the acquisition of Rizing group and its wholly owned subsidiary Attune Consulting India Private Limited for an aggregate purchase consideration of US\$ 540 Million.

**For V SREEDHARAN & ASSOCIATES**  
Company Secretaries

**(V. Sreedharan)**  
Partner  
FCS: 2347; CP No. 833

Place: Bengaluru  
Date: April 27, 2023  
UDIN: F002347E000207673  
Peer Review Certificate No. 589/2019

**ANNEXURE -1**

To,

The Members,  
**Wipro Limited,**  
Doddakannelli,  
Sarjapur Road,  
Bengaluru - 560035

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For V SREEDHARAN & ASSOCIATES**  
Company Secretaries

**(V. Sreedharan)**

Partner  
FCS: 2347; CP No. 833

Place: Bengaluru  
Date: April 27, 2023  
UDIN: F002347E000207673  
Peer Review Certificate No. 589/2019

## ANNEXURE IV

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”) ACTIVITIES FOR FY 2022-23

- Brief outline on CSR Policy of the Company: **A brief outline of the Company’s CSR policy, including overview of the projects or programs proposed to be undertaken, is available at <https://www.wipro.com/investors/corporate-governance/corporate-social-responsibility/>.**
- Composition of CSR Committee: **The Nomination and Remuneration Committee (“Committee”) also acts as the CSR Committee of the Company. In October 2022, the erstwhile Board Governance, Nomination and Compensation Committee was renamed as the Nomination and Remuneration Committee. As on March 31, 2023, the Committee comprises of the following Members:**

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ireena Vittal	Independent Director, Chairperson of the Committee	5	4
2.	Patrick Dupuis	Independent Director, Member of the Committee	5	5
3.	Deepak M. Satwalekar	Independent Director, Member of the Committee	5	2*

\* The Committee was re-constituted during the year on account of retirement of Mr. William A. Owens, w.e.f. July 31, 2022 and appointment of Mr. Deepak M. Satwalekar, w.e.f. August 1, 2022. Since the appointment of Mr. Deepak M. Satwalekar as Member, there were two meetings of the Committee.

- Effective April 1, 2023, Ms. Tulsi Naidu, Independent Director, was appointed as a Member of the Committee.

- Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: **Details on composition of CSR committee, CSR Policy and CSR projects approved by the Board of Directors are available at <https://www.wipro.com/investors/corporate-governance/corporate-social-responsibility/>.**
- Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **As required under rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has carried out impact assessment on the applicable projects. The reports of such assessments are available at <https://www.wipro.com/investors/corporate-governance/corporate-social-responsibility/>. A brief summary is provided below:**

Name & Key objectives of the Project	Name of the agency that conducted the impact assessment	Impact created
Community Healthcare: <ul style="list-style-type: none"> <li>Delivery of accessible, affordable, and comprehensive primary health care services for vulnerable populations.</li> <li>Complementing the public health system and to systemically strengthen under-served issues that need the most attention.</li> </ul>	SaathiRe Social Impact Solutions Private Limited	<ul style="list-style-type: none"> <li>The beneficiaries have become proactive about seeking routine medical check-ups and adopted good health and nutrition practices.</li> <li>Succeeded in improving household and community sanitation of the villages.</li> </ul>



Name & Key objectives of the Project	Name of the agency that conducted the impact assessment	Impact created
<p>Education for Underprivileged:</p> <ul style="list-style-type: none"> <li>Improving access to education for children from under-served communities.</li> <li>Providing support to schools in improving teaching-learning practices through opportunities for experiential learning.</li> </ul>	Higher At Work	<ul style="list-style-type: none"> <li>Enabled access to education for first-generation learners, who come from the neighbouring low-income communities.</li> <li>Created a blended approach to learning by quickly training the staff to use technology in their day-to-day work, reaching out to children online with sessions and providing learning material directly to parents without access to technology.</li> <li>Empowered multiple stakeholders, both students and teachers alike, by making them financially independent, furthered their formal education, and accessed capacity building programs to enable their professional growth.</li> </ul>
<p>Education for Children with Disabilities:</p> <ul style="list-style-type: none"> <li>Improve access to quality education and other critical support for children with disabilities.</li> <li>Empower persons with autism and developmental disabilities and their families so that they become and are recognized as productive members of the community.</li> </ul>	Higher At Work	<ul style="list-style-type: none"> <li>Provided quality education and therapy to most vulnerable children.</li> <li>Facilitated the families of children with disabilities to understand their rights and entitlements, simplified access to different government departments and their schemes.</li> <li>Created visible and tangible changes in the lives of children by building age-appropriate skills for growth and independent functioning.</li> <li>Enabled a supportive system for the children with disabilities, in providing multiple opportunities for training of educators through short and long-term courses, creating a pool of trained special educators, in collaboration with mainstream institutions.</li> </ul>
<p>Higher Education for Skills Building and Engineering Education:</p> <ul style="list-style-type: none"> <li>Bridging the gap between the demand and supply of skilled professionals.</li> <li>Providing students access and exposure to theoretical and practical knowledge.</li> </ul>	SaathiRe Social Impact Solutions Private Limited	<ul style="list-style-type: none"> <li>Provided a practical-based or hands-on project-based learning that allows students to gain practical experience while pursuing their education.</li> <li>The programs provide students with a blend of theoretical and practical knowledge, making them industry-ready professionals.</li> </ul>
<p>Renewable Energy:</p> <ul style="list-style-type: none"> <li>Evaluating the extent to which renewable energy has helped to create a positive impact on the environment</li> </ul>	DNV Business Assurance India Private Limited	<ul style="list-style-type: none"> <li>Highly positive impact observed on environment, health and safety aspects.</li> <li>Substantial carbon and water consumption savings achieved through adoption and use of renewable energy.</li> </ul>

5. a) Average net profit of the company as per sub-section (5) of section 135: **₹ 99,277 Million**
- b) Two percent of average net profit of the company as per sub-section (5) of section 135: **₹ 1,986 Million**
- c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: **NIL**
- d) Amount required to be set-off for the financial year, if any: **₹ 508 Million. This includes an amount of ₹ 285 Million, being set-off from the excess spend in FY 2020-21 and ₹ 223 Million, being set-off from the excess spend in FY 2021-22.**
- e) Total CSR obligation for the financial year [(b)+(c)-(d)]: **₹ 1,478 Million**

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **₹ 2,124 Million**  
 b) Amount spent in Administrative Overheads: **₹ 30 Million**  
 c) Amount spent on Impact Assessment, if applicable: **₹ 3 Million**  
 d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **₹ 2,157 Million**  
 e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹ Million)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
2,157					
(Inclusive of administrative overheads and amount spent on impact assessments)	NIL	NIL	NIL	NIL	NIL

- f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹ Million)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	1,986
(ii)	Total CSR obligation for the financial year 2022-23	1,478*
(iii)	Total amount spent for the financial year	2,157
(iii)	Excess amount spent for the financial year [(iii)-(ii)]	679
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	679

\* This excludes an aggregate amount of ₹ 508 Million, being the amount set-off in FY 2022-23 from the excess spends of FY 2020-21 and 2021-22.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	FY-1	NIL	NIL	NIL	NIL	-	NIL	-
2	FY-2	NIL	NIL	NIL	NIL	-	NIL	-
3	FY-3	NIL	NIL	NIL	NIL	-	NIL	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes  No

If yes, enter the number of capital assets created/acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year: **Not Applicable**

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: **Not Applicable**

Sd/-

**Thierry Delaporte**

Chief Executive Officer and Managing Director  
(DIN: 08107242)

Sd/-

**Ireena Vittal**

Chairperson of Nomination and Remuneration Committee  
(DIN: 05195656)