

Corporate Governance Report

I. WIPRO'S PHILOSOPHY ON CORPORATE GOVERNANCE

Wipro's governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. Efficient corporate governance requires a clear understanding of the respective roles of the Board of Directors ("**Board**") and of senior management and their relationships with others in the

corporate structure. Sincerity, fairness, good citizenship and commitment to compliance are key characteristics that drive relationships of the Board and senior management with other stakeholders.

Corporate governance philosophy of Wipro flows from the "Spirit of Wipro" which represents core values by which policies and practices of the organization are guided. The values encapsulated in the "Spirit of Wipro" are:

Be passionate about clients' success

Treat each person with respect

Be global and responsible

Unyielding integrity in everything we do

While our Company has transformed many times over the years, the Spirit of Wipro and our core values, have remained constant.

Our Chairman introduced the Five Habits essential to drive a Growth Mindset in early 2020, which are our values in action:

- Being respectful
- Being responsive
- Always communicating
- Demonstrating stewardship
- Building trust

So far, over 21,000 employees globally have been part of 75 immersive and interactive sessions hosted by our senior leadership team on the Five Habits.

Corporate governance at Wipro is implemented through robust board governance processes, internal control systems and processes, and strong audit mechanisms. These are articulated through the Company's Code of Business Conduct, Corporate Governance Guidelines and charters of various sub-committees of the Board and the Company's Disclosure Policy. Wipro's corporate governance practices can be described through the following four layers:

- a) Governance by Shareholders
- b) Governance by Board of Directors
- c) Governance by Sub-committees of Board, and
- d) Governance through management process

In this report, we have provided details on how the corporate governance principles are put in to practice within Wipro.

II. SHAREHOLDERS

The Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and New York Stock Exchange (NYSE) Listed Company Manual prescribe the governance mechanism by shareholders in terms of passing of ordinary and special resolutions, voting rights, participation in the corporate actions such as bonus issue, buyback of shares, declaration of dividend, etc. Your Company follows a robust process to ensure that the shareholders of the Company are well informed of Board decisions both on financial and non-financial matters and adequate notice with a detailed explanation is sent to the shareholders well in advance to obtain necessary approvals.

III. BOARD OF DIRECTORS

1. Composition of Board

As at March 31, 2021, our Board had two Executive Directors, six non-executive Independent Directors and one non-executive non-independent Director. The Executive Chairman and Whole Time Director, and the non-executive non-independent Director are Promoter Directors. The Chief Executive Officer (CEO) and Managing Director is a professional CEO who is responsible for the day to day operations of the Company. Of the seven Non-Executive Directors, six are Independent Directors, free from any business or other relationship that could materially influence their judgment. In the opinion of the Board, all the Independent Directors are independent of the management and satisfy the criteria of independence as defined under the Companies Act, 2013, the Listing Regulations and the NYSE Listed Company manual.

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The Board is well diversified and consists of a woman Independent Director and three Directors who are foreign nationals. The profiles of our Directors are available on our website at <https://www.wipro.com/leadership>.

2. Board Meetings

We decide about the Board meeting dates in consultation with the Board members. The schedule of the Board meetings and Board Committee meetings is communicated in advance to the Directors to enable them to attend the meetings.

Our Board meetings are normally scheduled over two days. In addition, every quarter, Independent Directors meet amongst themselves exclusively. In line with Para 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015, it is the endeavor of the Company that the gap between the clearance of accounts by audit committee and board meeting is as narrow as possible, and Wipro is committed to adhere to this requirement.

3. Information flow to the Board Members

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual Strategic Plan and Operating Plans of our business to the Board for their review, inputs and approval. Likewise, our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. In addition, various matters such as appointment of Directors and Key Managerial Personnel, corporate actions, review of internal and statutory audits, details of investor grievances, specific cases of acquisitions, important managerial decisions, material positive/negative developments and legal/statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board of Directors for their approval as may be required.

As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparation of agenda and documents for the Board meeting.

Documents containing Unpublished Price Sensitive Information are submitted to the Board and Committee Members, at a shorter notice, as per the general consent taken from the Board, from time to time.

Post-Meeting Follow-Up System

After the Board meeting, we have formal system of follow-up, review and reporting on actions taken by the management on the decisions of the Board and sub-committees of the Board.

4. Appointment of Directors

The Board has adopted the provisions with respect to appointment and tenure of Independent Directors consistent with the Companies Act, 2013 and the Listing Regulations.

As per the provisions of the Companies Act, 2013, the Independent Directors shall be appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation.

At the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The template of the letter of appointment is available on our website at <https://www.wipro.com/investors/corporate-governance/>.

Details of Directors proposed for appointment/re-appointment at the 75th Annual General Meeting (“AGM”) is provided at page no. 91 as part of the Board’s Report and in the notice convening the 75th AGM.

Lead Independent Director

The Board has designated Mr. M. K. Sharma as the Lead Independent Director. The role of the Lead Independent Director is described in the Corporate Governance guidelines of your Company and is available on the Company’s website at <https://www.wipro.com/investors/corporate-governance/>.

5. Policy for Nomination of Directors, their Remuneration and Board Diversity

The Board Governance, Nomination and Compensation Committee has adopted a policy which, inter alia, deals with the manner of selection of Directors and payment of their remuneration as described herein below.

The Company has also adopted a policy on Board Diversity which guides the organization’s approach to diversity in the composition of the Board.

Criteria for Selection of Independent Directors and Key Skills, Expertise, and Core Competencies of the Board

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These Directors are nominated based on well-defined

selection criteria. The Board Governance, Nomination and Compensation Committee considers, inter alia, experience, qualifications, skills, expertise and competencies, whilst recommending to the Board the candidature for appointment as Independent Director.

In case of appointment of Independent Directors, the Board Governance, Nomination and Compensation Committee satisfies itself about the independence of the Directors vis-à-vis the Company to enable the Board to function independently of the management and discharge its functions and duties effectively. In case of re-appointment of Independent Directors, the Board also takes into consideration, the performance

evaluation and engagement level of the Independent Directors.

The Board Governance, Nomination and Compensation Committee ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013.

As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank and, wherever required, also completed the online proficiency test, conducted by Indian Institute of Corporate Affairs.

In the opinion of the Board and the Board Governance, Nomination and Compensation Committee, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which are available with the Board:

Wide management and leadership experience	Strong management and leadership experience, including in areas of business development, strategic planning and mergers and acquisitions, ideally with major public companies with successful multinational operations in technology, manufacturing, banking, investments and finance, international business, scientific research and development, senior level government experience and academic administration.
Information Technology	Expertise or experience in information technology business, technology consulting and operations, emerging areas of technology such as digital, cloud and cyber security, intellectual property in information technology domain, and knowledge of technology trends.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture brought to the Board by individual members. Varied mix of strategic perspectives, geographical focus with knowledge and understanding of key geographies.
Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
Personal values	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.
Corporate governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates. Experience in boards and committees of other large companies.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills/Expertise/Competencies					
	Wide Management and Leadership experience ¹	Information Technology	Diversity	Functional and Managerial Experience ¹	Personal Values	Corporate Governance
Mr. Rishad A. Premji	✓	✓	✓	✓	✓	✓
Mr. Azim H. Premji	✓	✓	✓	✓	✓	✓
Mr. Thierry Delaporte ²	✓	✓	✓	✓	✓	✓
Mr. William Arthur Owens	✓	✓	✓	✓	✓	✓
Mr. M. K. Sharma	✓	-	✓	✓	✓	✓
Mrs. Ireena Vittal	✓	✓	✓	✓	✓	✓
Dr. Patrick J. Ennis	✓	✓	✓	✓	✓	✓
Mr. Patrick Dupuis	✓	✓	✓	✓	✓	✓
Mr. Deepak M. Satwalekar ³	✓	✓	✓	✓	✓	✓

¹These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.

²Mr. Thierry Delaporte was appointed as the Chief Executive Officer and Managing Director for a term of 5 years with effect from July 6, 2020 to July 5, 2025.

³Mr. Deepak M. Satwalekar was appointed as an Independent Director for a term of 5 years with effect from July 1, 2020 to June 30, 2025.

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6. Familiarization Programme and Training for Independent Directors

The Company has an orientation process/familiarization programme for its independent directors that includes:

- a) Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
- b) Nature of business and business model of the Company, Company's strategic and operating plans.
- c) Matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Internal Audit, etc.

As a process when a new independent director is appointed, a familiarization programme as described above is conducted by the senior management team and whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed. Each of our independent directors have attended such orientation process/familiarization programme when they were inducted into the Board.

As part of ongoing training, the Company schedules quarterly meetings of business heads and functional heads with the Independent Directors. During these meetings, comprehensive presentations are made on the various aspects such as business models, new business strategies and initiatives by Business Leaders, risk minimization procedures, recent trends in technology, changes in domestic/overseas industry scenario, Digital Transformation, state of Global IT Services industry, and regulatory regime affecting the Company globally. These meetings also facilitate Independent Directors to provide their inputs and suggestions on various strategic and operational matters directly to the business and functional heads. The details of the familiarization programme are also available on the website of the Company at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/12771-familiarization-programmes-imparted-to-independent-directors.pdf>.

7. Succession Planning

We have an effective mechanism for succession planning which focuses on orderly succession of Directors, including Executive Directors and other senior management team and other executive officers. The Board Governance, Nomination and Compensation Committee implements this mechanism in concurrence with the Board.

The Board Governance, Nomination and Compensation Committee presents to the Board on a periodic basis, succession plans for appointments to the Board based on various factors such as current tenure of Directors, outcome of performance evaluation, Board diversity and business requirements. In addition, the Company conducts an annual Talent Review Process for senior management and other executive officers which provides a leadership-level talent inventory and capability map that reflects the extent to which critical talent needs are fulfilled vis-a-vis business drivers.

The Board Governance, Nomination and Compensation Committee reviews the outcome of this process and presents the succession plan for senior management and other executive officers to the Board.

8. Board Evaluation

Details of methodology adopted for Board evaluation have been provided at page no.92 of the Board's Report.

9. Remuneration Policy and Criteria for Making Payments to Directors, Senior Management and Key Managerial Personnel

The Independent Directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings and commission as detailed hereunder:

- a) Sitting fees for each meeting of the Board or Committee of the Board attended by him or her, of such sum as may be approved by the Board within the overall limits prescribed under the Companies Act, 2013.
- b) Commission on a quarterly basis, of such sum as may be approved by the Board and Members on the recommendation of the Board Governance, Nomination and Compensation Committee. The aggregate commission payable to all the Independent Directors and non-executive directors put together shall not exceed 1% of the net profits of the Company during any financial year. The commission is payable on pro-rata basis to those Directors who occupy office for part of the year.
- c) Reimbursement of travel, stay and other expenses for participation in Board/Committee meetings.
- d) Independent Directors and Promoter Directors are not entitled to participate in the stock option schemes of the Company.

Following are terms and conditions for determining the remuneration to Mr. Azim H. Premji, who is a Non-Executive, Non-Independent Director:

- a) Remuneration as applicable to other Non-Executive Directors of the Company, in addition to the sitting fees for attending the meetings of the Board thereof, as may be determined by the Board, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Managing Director and Whole Time Directors in a financial year shall not exceed 1% of the net profits of the Company, in terms of Section 197 of the Companies Act, 2013 and computed in the manner referred to in Section 198 of the Companies Act, 2013.
- b) Maintenance of Founder Chairman's office including executive assistant at Company's expense.
- c) Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.

In determining the remuneration of Chairman, CEO and Managing Director, and Senior Management Employees and Key Managerial Personnel, the Board Governance, Nomination and Compensation Committee and the Board shall ensure/consider the following:

- a) The balance between fixed and variable pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals.
- b) Alignment of remuneration of Key Managerial Personnel and Directors with long-term interests of the Company.
- c) Company's performance vis-à-vis the annual achievement, individuals' performance vis-à-vis KRAs/KPIs, industry benchmark and current compensation trends in the market.

The Board Governance, Nomination and Compensation Committee recommends the remuneration for the Chairman, CEO and Managing Director, Senior Management and Key Managerial Personnel. The payment of remuneration to the Executive Directors and Non-Executive Directors is approved by the Board and Members. Approval of Members is also obtained in case of remuneration payable to Non-Executive Directors. There was no change to the remuneration policy during the financial year.

Details of Remuneration to Directors

Details of remuneration paid to the Directors for the services rendered and stock options granted during the financial year 2020-21 are given below. No stock options were granted to any of the Independent Directors and Promoter Directors during the financial year 2020-21.

(in ₹ Million)

	Rishad A. Premji ⁽²⁾⁽³⁾	Thierry Delaporte ⁽¹⁾⁽⁴⁾⁽⁵⁾	Azim H. Premji	William Arthur Owens ⁽⁶⁾	M. K. Sharma	Ireena Vittal	Patrick J. Ennis ⁽⁷⁾	Patrick Dupuis ⁽⁸⁾	Deepak M. Satwalekar ⁽⁶⁾	Arundhati Bhattacharya ⁽⁷⁾	Abidali Z. Neemuchwala ⁽¹⁾⁽⁸⁾
Relationship with directors	Son of Azim H. Premji	None	Father of Rishad A. Premji	None	None	None	None	None	None	None	None
Salary	14.30	68.63	NA	NA	NA	NA	NA	NA	NA	NA	14.14
Allowances	43.93	27.40	NA	NA	NA	NA	NA	NA	NA	NA	NA
Commission/Incentives/ Variable Pay	55.68	112.79	7.15	29.21	11.60	10.24	20.73	20.73	6.65	2.22	2.42
Other annual compensation	0.17	379.19	NA	NA	NA	NA	NA	NA	NA	NA	6.15
Retirals	3.86	55.49	NA	NA	NA	NA	NA	NA	NA	NA	0.002
Sitting fees	NA	NA	0.60	0.60	0.60	0.60	0.60	0.60	0.40	0.20	NA
TOTAL	117.94	643.50	7.75	29.81	12.20	10.84	21.33	21.33	7.05	2.42	22.72
Grant of ADS Restricted Stock Units during the year	NA	1,500,000	NA	NA	NA	NA	NA	NA	NA	NA	NA
Notice period	Up to 180 days	Up to 180 days	NA	NA	NA	NA	NA	NA	NA	NA	NA

Figures in the above table are subject to rounding-off adjustments

Notes:

- (1) Figures mentioned in ₹ are equivalent to amounts paid in foreign currency, wherever applicable.
- (2) Mr. Rishad A. Premji is entitled to a commission at the rate of 0.35% on incremental consolidated net profits of Wipro Limited for fiscal year 2021 over the previous year, computed in accordance with the provisions of the Companies Act, 2013.
- (3) Mr. Rishad A. Premji's compensation also included cash bonus (part of his allowances) on an accrual basis, which is payable over a period of time.
- (4) The compensation disclosed for Mr. Thierry Delaporte is for the period from July 6, 2020 to March 31, 2021. It includes components such as a one-time cash award, annual stock grant which will vest as per the vesting pattern approved by the Board Governance, Nomination and Compensation Committee (1,200,000 ADS restricted stock units, comprising of 300,000 ADS restricted stock units expiring in July 2024 and 900,000 ADS

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performance stock units expiring in June 2023 and one-time grant of 300,000 ADS restricted stock units expiring in July 2022), among other things, as per the terms approved by the Shareholders at the Annual General Meeting held in July 2020.

- (5) The remuneration of Chief Executive Officer and Managing Director is computed on an accrual basis. It also includes the amortization of RSUs granted to him, which will vest over a period of time. This also includes RSUs that will vest based on performance parameters of the Company.
- (6) Mr. Deepak M. Satwalekar was appointed as an Independent Director of the Company with effect from July 1, 2020 and the compensation disclosed is for the period from July 1, 2020 to March 31, 2021.
- (7) The compensation disclosed for Ms. Arundhati Bhattacharya is for the period April 1, 2020 to June 30, 2020. Ms. Bhattacharya resigned as an Independent Director of the Company with effect from the close of business hours on June 30, 2020.
- (8) The compensation disclosed for Mr. Abidali Z. Neemuchwala is for the period April 1, 2020 to June 1, 2020. Mr. Neemuchwala resigned as the Chief Executive Officer and Managing Director of the Company with effect from the end of the day on June 1, 2020.

None of the Non-Executive Directors received remuneration exceeding 50% of the total annual remuneration paid to all Non-Executive Directors for the year ended March 31, 2021.

Terms of Employment Arrangements

Under the Companies Act, 2013, our shareholders must approve the salary, bonus and benefits of all executive directors at a General Meeting of the Shareholders. Each of our executive directors has signed an agreement containing the terms and conditions of employment, including a monthly salary, performance bonus and benefits including vacation, medical reimbursement and pension fund contributions. These agreements have varying terms, but either we or the executive director may generally terminate the agreement upon six months' notice to the other party.

The terms of our employment arrangements with Mr. Rishad A. Premji and Mr. Thierry Delaporte provide for up to a 180-day notice period, and country specific leaves per year in addition to statutory holidays, and an annual compensation review. Additionally, these officers are required to relocate as we may determine, and to comply with confidentiality provisions. Service contracts with our executive directors and officers provide for our standard retirement benefits

that consist of a pension and gratuity which are offered to all of our employees, but no other benefits upon termination of employment except as mentioned below.

Pursuant to the terms of the employment arrangement with Mr. Delaporte, if his employment is terminated by the Company without Cause, the Company is required to pay Mr. Delaporte, severance pay of 12 months' base salary as last applicable when in service, payable over a 12 month period following the date of termination. These payments will cease if Mr. Delaporte obtains a new employment within the 12 months period or becomes a consultant to any Company.

We also indemnify our directors and officers for claims brought under any rule of law to the fullest extent permitted by applicable law.

Among other things, we agree to indemnify our directors and officers for certain expenses, judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person's services as our director or officer, including claims which are covered by the director's and officer's liability insurance policy taken by the Company.

Key Information pertaining to Directors as on March 31, 2021 is given below:

Sl. No.	Name of the Director and Director Identification Number (DIN)	Designation	Date of initial appointment	Date of appointment as Independent Director under Companies Act, 2013 and SEBI Listing Regulations (first term) ¹	Directorship in other Companies ²	Chairmanship in Committees of Board of other Companies ³	Membership in Committees of the Board of other Companies ³	Attendance at the last AGM held on July 13, 2020	No. of shares held as on March 31, 2021	Other listed companies where the Director is appointed as Independent Director
1	Rishad A. Premji (DIN: 02983899)	Executive Director and Chairman	1-May-2015	-	4	-	-	Yes	1,738,057 [®]	-
2	Azim H. Premji (DIN: 00234280)	Non-Executive Non-Independent Director	1-Sep-1968	-	12	-	-	Yes	241,913,816 [®]	-

Sl. No.	Name of the Director and Director Identification Number (DIN)	Designation	Date of initial appointment	Date of appointment as Independent Director under Companies Act, 2013 and SEBI Listing Regulations (first term) ¹	Directorship in other Companies ²	Chairmanship in Committees of Board of other Companies ³	Membership in Committees of the Board of other Companies ³	Attendance at the last AGM held on July 13, 2020	No. of shares held as on March 31, 2021	Other listed companies where the Director is appointed as Independent Director
3	Thierry Delaporte (DIN: 08107242)	Chief Executive Officer and Managing Director	6-Jul-2020	-	-	-	-	Yes	-	-
4	William Arthur Owens (DIN: 00422976)	Independent Director	1-Jul-2006	23-Jul-2014	-	-	-	Yes	-	-
5	M. K. Sharma (DIN: 00327684)	Independent Director	1-Jul-2011	23-Jul-2014	9	3	2	Yes	-	1. Asian Paints Limited 2. United Spirits Limited 3. Ambuja Cements Limited 4. Vedanta Limited
6	Ireena Vittal (DIN: 05195656)	Independent Director	1-Oct-2013	23-Jul-2014	5	-	2	Yes	-	1. Godrej Consumer Products Limited 2. Housing Development Finance Corporation Limited
7	Patrick J. Ennis (DIN: 07463299)	Independent Director	1-Apr-2016	1-Apr-2016	-	-	-	Yes	-	-
8	Patrick Dupuis (DIN: 07480046)	Independent Director	1-Apr-2016	1-Apr-2016	-	-	-	Yes	-	-
9	Deepak M. Satwalekar (DIN: 00009627)	Independent Director	1-Jul-2020	1-Jul-2020	5	1	1	Yes	-	1. Piramal Enterprises Limited 2. Asian Paints Limited 3. Home First Finance Company India Limited 4. Piramal Capital & Housing Finance Limited

1. At the 70th AGM, Mr. M. K. Sharma was re-appointed as Independent Director for a second term from July 1, 2016 to June 30, 2021.

At the 71st AGM, Mr. William Arthur Owens was re-appointed as Independent Director for a second term from August 1, 2017 to July 31, 2022.

At the 72nd AGM, Mrs. Ireena Vittal was re-appointed as Independent Director for a second term from October 1, 2018 to September 30, 2023.

At the 74th AGM, Mr. Thierry Delaporte was appointed as the Chief Executive Officer and Managing Director of the Company to hold office for a period of five years from July 6, 2020 to July 5, 2025.

At the 74th AGM, Mr. Deepak M. Satwalekar was appointed as an Independent Director for a period of five years from July 1, 2020 to June 30, 2025.

Dr. Patrick J. Ennis and Mr. Patrick Dupuis were re-appointed as Independent Directors of the Company for a second term of 5 years, with effect from April 1, 2021 to March 31, 2026. The said re-appointment was approved by shareholders of the Company vide special resolutions dated June 4, 2021, passed through postal ballot by e-voting.

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2. This does not include position in foreign companies and position as an advisory board member but includes position in private companies and companies under Section 8 of the Companies Act, 2013. None of our Directors hold directorship in more than seven listed companies.

3. In accordance with Regulation 26 of the Listing Regulations, Membership/Chairmanship of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.

@ Includes equity shares held jointly with immediate family members.

IV. COMMITTEES OF BOARD

Our Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

During the financial year, the Board has accepted the recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.

We have four sub-committees of the Board as at March 31, 2021:

1. Audit, Risk and Compliance Committee, which also acts as the Risk Management Committee
2. Board Governance, Nomination and Compensation Committee, which also oversees the CSR initiatives of the Company and acts as the CSR Committee
3. Administrative and Shareholders/Investors Grievance Committee (Stakeholders Relationship Committee)
4. Strategy Committee

1. Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee of our Board reviews, acts on and reports to our Board with respect to various auditing and accounting matters. The primary responsibilities include overseeing:

- a) Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders;
- b) Compliance with legal and statutory requirements;
- c) Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors;
- d) Performance of the Company's internal audit function, independent auditors and accounting practices;
- e) Review of related party transactions and functioning of whistle blower mechanism;

- f) Implementation of the applicable provisions of the Sarbanes Oxley Act of 2002 (the "**Sarbanes Oxley Act**"), including review of the progress of internal control mechanisms to prepare for certification under Section 404 of the Sarbanes Oxley Act;
- g) Evaluation of internal financial controls, risk management systems and policies including review of cyber security;
- h) Review of utilization of loans and advances from, and investment by, the Company in its subsidiaries exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans, advances and investments; and
- i) Such other matters and activities as the Committee deems necessary for fulfilment of the above or as may be approved by the Board of Directors or as may be prescribed by applicable law from time to time.

The Audit, Risk and Compliance Committee also acts as the Risk Management Committee in compliance with the Listing Regulations. The Committee reviews, acts on and reports to our Board with respect to risk management matters. The primary responsibilities include the following:

- a) To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (specifically, Environmental, Social and Governance related risks and impact), information and cyber security risks.
 - Measures for risk mitigation
 - Systems for internal controls
 - Business contingency plan
- b) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management and internal control systems;
- c) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the listed entity;

- d) Evaluate risks related to cyber security and significant risk exposures of the Company and assess steps taken by the management to mitigate the exposures in a timely manner (including business continuity and disaster recovery planning);
- e) To review the risk management policy on annual basis, including by considering the changing industry dynamics and evolving complexity;
- f) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
- g) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Audit, Risk and Compliance Committee, jointly with the Board Governance, Nomination and Compensation Committee.

Mr. Deepak Acharya has been appointed as the Chief Risk Officer of the Company.

The detailed charter of the Committee is posted on our website and available at <https://www.wipro.com/investors/corporate-governance/>. All members of our Audit, Risk and Compliance Committee are Independent Directors and financially literate. The Chairman of our Audit, Risk and Compliance Committee has the accounting and financial management related expertise.

Statutory Auditors as well as Internal Auditors always have independent meetings with the Audit, Risk and Compliance Committee and also participate in the Audit, Risk and Compliance Committee meetings. Our Chief Financial Officer, General Counsel, Internal Auditor, Finance Controller and other Corporate Officers make periodic presentations to the Audit, Risk and Compliance Committee on various issues.

Mr. M. K. Sharma, Independent Director, is the Chairman of the Audit, Risk and Compliance Committee. The other members of the Committee as at March 31, 2021 were Mrs. Ireena Vittal and Mr. Deepak M. Satwalekar. The Chairman of the Committee was present at the AGM held on July 13, 2020.

2. Board Governance, Nomination and Compensation Committee

The Board Governance, Nomination and Compensation Committee reviews, acts on and reports to our Board with respect to various governance, nomination and compensation matters. The primary responsibilities include:

- a) Developing and recommending to the Board corporate governance guidelines applicable to the Company;

- b) Evaluating the Board on a continuing basis, including an assessment of the effectiveness of the full Board, operations of the Board Committees and contributions of individual directors;
- c) Establishing policies and procedures to assess the requirements for induction of new members to the Board;
- d) Implementing policies and processes relating to corporate governance principles;
- e) Ensuring that appropriate procedures are in place to assess Board membership needs and Board effectiveness;
- f) Reviewing the Company's policies that relate to matters of corporate social responsibility (CSR), including public issues of significance to the Company and its shareholders;
- g) Formulating the Disclosure Policy, its review and approval of disclosures;
- h) Approving and evaluating the compensation plans, policies and programs for full-time directors and senior management;
- i) Acting as Administrator of the Company's Employee Stock Option Plans and Employee Stock Purchase Plans drawn up from time to time; and
- j) Reviewing and recommending of all remuneration, in whatever form, payable to senior management.

The detailed charter of Board Governance, Nomination and Compensation Committee is posted on our website and is available at <https://www.wipro.com/investors/corporate-governance/>.

Our Chief Human Resources Officer makes periodic presentations to the Board Governance, Nomination and Compensation Committee on compensation reviews and performance linked compensation recommendations. All members of the Board Governance, Nomination and Compensation Committee are independent non-executive directors. The Board Governance, Nomination and Compensation Committee is the apex body that oversees our Corporate Social Responsibility policy and programs.

Mr. William Arthur Owens, Independent Director, is the Chairman of the Board Governance, Nomination and Compensation Committee. The other members of the Committee as at March 31, 2021 were Mrs. Ireena Vittal and Mr. M. K. Sharma. The Chairman of the Committee was present at the AGM held on July 13, 2020.

3. Administrative and Shareholders/Investors Grievance Committee (Stakeholders Relationship Committee)

The Administrative and Shareholders/Investors Grievance Committee carries out the role of

Corporate Governance Report

Stakeholders Relationship Committee in compliance with Section 178 of the Companies Act, 2013 and the Listing Regulations.

The Administrative and Shareholders/Investors Grievance Committee reviews, acts on and reports to our Board with respect to various matters relating to stakeholders. The primary responsibilities include:

- a) Redressal of Grievances of the shareholders of the Company pertaining to transfer or transmission of shares, non-receipt of annual report and declared dividends, issue of new or duplicate share certificates, and grievances pertaining to corporate actions;
- b) Approving consolidation, split or sub-division of share certificates, transmission of shares, issue of duplicate share certificates, re-materialization of shares;
- c) Reviewing the grievance redressal mechanism implemented by the Company in coordination with Company's Registrar and Transfer Agent ("RTA") from time to time;
- d) Reviewing the measures taken by the Company for effective exercise of voting rights by shareholders;
- e) Implementing and overseeing the procedures and processes in handling and maintenance of records, transfer of securities and payment of dividend by the Company, RTA and dividend processing bank;
- f) Reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports and statutory notices by the shareholders of the Company.
- g) Overseeing administrative matters like opening and closure of Company's bank accounts, grant and revocation of general, specific and banking powers of attorney; and
- h) Considering and approving allotment of equity shares pursuant to exercise of stock options, setting up branch offices and other administrative matters as delegated by Board from time to time.

The detailed charter of the Committee is available on our website at <https://www.wipro.com/investors/corporate-governance/>.

Mr. M. K. Sharma, Independent Director, is the Chairman of the Administrative and Shareholders/Investors Grievance Committee. The other members of the Committee as at March 31, 2021 were Mr. Deepak M. Satwalekar and Mr. Rishad A. Premji. The Chairman of the Committee was present at the Annual General Meeting of the Company held on July 13, 2020.

Mr. M. Sanaula Khan, Company Secretary, is our Compliance Officer under the Listing Regulations.

Status Report of investor queries and complaints for the period from April 1, 2020 to March 31, 2021 is given below:

Sl. No.	Particulars	No. of Complaints
1.	Investor complaints pending at the beginning of the year	NIL
2.	Investor complaints received during the year	1,374*
3.	Investor complaints disposed of during the year	1,332
4.	Investor complaints remaining unresolved at the end of the year	42**

* of the 1,374 complaints received, 921 were clarifications regarding buyback of equity shares.

** These queries were received between March 25, 2021 and March 31, 2021, and subsequently responded before April 6, 2021.

Apart from these queries/complaints, there are certain pending cases relating to dispute over title to shares in which in certain cases the Company has been made a party. However, these cases are not material in nature.

4. Strategy Committee

The Strategy Committee reviews, acts and reports to our Board with respect to the mission, vision and strategic direction of the Company. Primary responsibilities of this Committee, inter alia, are:

- a) Making recommendations to the Board relating to the Company's mission, vision, strategic initiatives, major programs and services;
- b) Ensuring management has established an effective strategic planning process, including development of a three to five-year strategic plan with measurable goals and time targets;
- c) Annually reviewing the strategic plan for the Company and for each division and entity as well and recommending updates to the Board;
- d) Establishing criteria for management to evaluate potential strategic investments, reviewing proposals for acquisition or divestment opportunities for the Company and making appropriate recommendations to the Board, and reviewing post-transaction integration matters; and
- e) Monitoring the Company performance against measurable targets (e.g. market share, increase in revenue, or Operating Margin) or progress points (such as emerging technologies).

Mr. William Arthur Owens, Independent Director, is the Chairman of the Strategy Committee. The other members of the Committee as at March 31, 2021 were Mr. Azim H. Premji, Mrs. Ireena Vittal, Dr. Patrick J. Ennis, Mr. Patrick Dupuis, Mr. Thierry Delaporte and Mr. Rishad A. Premji.

At the Board Meeting held on April 15, 2021, it was decided to discontinue the Strategy Committee, as the entire Board will be deliberating matters pertaining to the strategy of the Company going forward.

Attendance of Directors at Board and Committee meetings

Details of attendance of Directors at the Board meetings and Committee meetings for the year ended March 31, 2021 are as under:

	Board meeting ¹	Audit, Risk and Compliance Committee ²	Board Governance, Nomination and Compensation Committee (also acts as CSR Committee)	Strategy Committee	Administrative and Shareholders/ Investors Grievance Committee ³
No. of meetings held during FY 2020-21[^]	6	5	5	2	4
Date of meetings	April 15, 2020, May 29, 2020, July 14, 2020, October 12-13, 2020, January 13, 2021 and February 24, 2021	April 14, 2020, May 28, 2020, July 13, 2020, October 12-13, 2020 and January 12-13, 2021	April 14, 2020, May 29, 2020, July 13, 2020, October 12, 2020 and January 12, 2021	October 12, 2020 and January 12, 2021	April 14, 2020, July 13, 2020, October 12, 2020 and January 12, 2021
Attendance of Directors					
Rishad A. Premji	6	NA	NA	2	4
Azim H. Premji	6	NA	NA	2	NA
Thierry Delaporte [#]	4	NA	NA	2	NA
William Arthur Owens	6	NA	5	2	NA
M. K. Sharma	6	5	5	NA	3
Ireena Vittal	6	5	5	2	NA
Dr. Patrick J. Ennis	6	NA	NA	2	NA
Patrick Dupuis	6	NA	NA	2	NA
Deepak M. Satwalekar [*]	4	3	NA	NA	3
Arundhati Bhattacharya [§]	2	2	NA	NA	1
Abidali Z. Neemuchwala [®]	1	NA	NA	NA	NA

[#] At the 74th AGM, Mr. Thierry Delaporte was appointed as the Chief Executive Officer and Managing Director of the Company to hold office for a period of five years from July 6, 2020 to July 5, 2025.

^{*} At the 74th AGM, Mr. Deepak M. Satwalekar was appointed as an Independent Director for a term of five years from July 1, 2020 to June 30, 2025.

[§] The Board of Directors, at its meeting held on May 29, 2020, noted the resignation of Mrs. Arundhati Bhattacharya as an Independent Director with effect from close of business hours on June 30, 2020. In her resignation letter, Mrs. Arundhati Bhattacharya has indicated that the reason for her resignation is her decision to accept a full time role as Chairperson and CEO in another company. She has also confirmed that there is no other material reason, other than the reason stated in her resignation letter.

[®] The Board of Directors, at its meeting held on May 29, 2020, noted the resignation of Mr. Abidali Z. Neemuchwala as the Chief Executive Officer and Managing Director of the Company with effect from the end of the day on June 1, 2020.

[^] Pursuant to the relaxations granted by the Ministry of Corporate Affairs and SEBI, all meetings of the Board of Directors and the Committees were held through video conferencing.

1. Board Meeting: Since the appointment of Mr. Thierry Delaporte as Chief Executive Officer and Managing Director and Mr. Deepak M. Satwalekar as Independent Director, four Board meetings were held on July 14, 2020, October 12-13, 2020, January 13, 2021 and February 24, 2021.

2. Audit, Risk and Compliance Committee:

i. The Committee was re-constituted during the year as Mrs. Arundhati Bhattacharya resigned and Mr. Deepak M. Satwalekar was appointed

Corporate Governance Report

as a member of the Committee. Consequently, the composition of the Committee is as follows: Mr. M. K. Sharma (Chairman), Mrs. Ireena Vittal and Mr. Deepak M. Satwalekar (Members).

- ii. Since the appointment of Mr. Deepak M. Satwalekar as member of the Committee, there were three Committee meetings held on July 13, 2020, October 12-13, 2020, and January 12-13, 2021.

3. Administrative and Shareholders/Investors Grievance Committee:

- i. The Committee was re-constituted during the year as Mrs. Arundhati Bhattacharya resigned and Mr. Deepak M. Satwalekar was appointed as a member of the Committee. Consequently, the composition of the Committee is as follows: Mr. M. K. Sharma (Chairman), Mr. Deepak M. Satwalekar and Mr. Rishad A. Premji (Members).
- ii. Since the appointment of Mr. Deepak M. Satwalekar as member of the Committee, there were three Committee meetings held on July 13, 2020, October 12, 2020 and January 12, 2021.

V. GOVERNANCE THROUGH MANAGEMENT PROCESS

1. Code of Business Conduct

In the year 1983, we articulated 'Wipro Beliefs' consisting of six statements. At the core of beliefs was integrity, articulated as "individual and company relationship should be governed by the highest standard of conduct and integrity".

Over years, this articulation has evolved in form but remained constant in substance. Today, we articulate it as Code of Business Conduct.

In our Company, the Board and all employees have a responsibility to understand and follow the Code of Business Conduct. All employees are expected to perform their work with honesty and integrity. Wipro's Code of Business Conduct reflects general principles to guide employees in making ethical decisions. This Code is also applicable to our representatives. This Code outlines fundamental ethical considerations as well as specific considerations that need to be maintained for professional conduct. This Code has been displayed on the Company's website at <https://www.wipro.com/investors/corporate-governance/>.

2. Internal Audit

The Company has a robust internal audit function which has been in place for last 4 decades with the stated vision of "To be the best in class Internal Audit function globally". In pursuit of this vision, the function provides an independent, objective assurance services to value-add and improve Operations of Business Units and processes by:

- a) Financial, Business Process and Compliance Audit
- b) Cyber Defense and Technology Audit
- c) Operations Reviews
- d) Best Practices and Benchmarking
- e) Leadership Development

The function taking cognizance of changes in business climate and technology risks has taken upon itself to infuse and adopt Technology in its operations.

The Chief of Internal Audit reports to the Chairman of the Audit, Risk and Compliance Committee and administratively to the Chief Financial Officer. Chief of Internal Audit has regular and exclusive meetings with the Audit, Risk and Compliance Committee.

The internal audit function is guided by its charter, as approved by the Audit, Risk and Compliance Committee. The internal audit function formulates an annual risk based audit plan based on consultations and inputs from the Board and business leaders and presents it to the Audit, Risk and Compliance Committee for approval. Findings of various audits carried out during the financial year are also periodically presented to the Audit, Risk and Compliance Committee. The internal audit function adopts a risk based audit approach and covers core areas such as compliance audits, financial audits, technology audits, third party risk audits, M&A audits, etc.

The internal audit team comprises of personnel with professional qualifications and certifications in audit and is rich on diversity. The audit team hones its skills through a robust knowledge management program to continuously assimilate the latest trends and skills in the domain and to retain the knowledge gained for future reference and dissemination. The internal audit team re-asserts its independence across all its staff.

A key strategic vision of Internal Audit is auditing in the new digital environment "Auditing Digital and Auditing with Digital"- in line with this, the Internal Audit function has actively adopted Technology and Innovation to be better equipped to carry out audits.

The function, which was the first Indian Internal audit unit to get ISO certified in 1998 and win International award from Institute of Internal Auditors (IIA) in 2002, was also an early adopter of the new ISO 9001:2015 Version. During the year Internal Audit function is assessed to have "Met International Standards" prescribed by the Professional Practice of Internal Auditing issued by "International Institute of Internal Auditors (IIA)" by external firm (KPMG). Testimony to the functions' innovation and excellence are the IIA awards won in these categories continuously over the last few years.

3. Disclosure Policy

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website at <https://www.wipro.com/investors/corporate-governance/>. The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis. The Company has constituted a Disclosure Committee consisting of senior officials, which approves all disclosures required to be made by the Company. Parity in disclosures are maintained through simultaneous disclosure on National Stock Exchange of India Limited, the BSE Limited and the New York Stock Exchange.

4. Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to which certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

5. Other Policies

The Company has adopted an Ombuds policy (vigil mechanism), a policy for prevention, prohibition & redressal of sexual harassment of women at workplace, as well as a code of conduct to regulate, monitor and report insider trading. Details of these are provided as part of the Board's report.

VI. DISCLOSURES

1. Disclosure of Materially Significant Related Party Transactions

All related party transactions entered during the financial year were at an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

As required under Regulation 23 of Listing Regulations, the Company has adopted a policy on Related Party Transactions. The abridged policy on Related Party

Transactions is available on the Company's website at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/abridged-policy-for-related-party-transactions.pdf>.

Apart from receiving director remuneration, none of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. During the year 2020-21, no transactions of material nature were entered by the Company with the Management or their relatives that may have a potential conflict of interest with the Company and the concerned officials have given undertakings to that effect as per the provisions of the Listing Regulations.

The Register under Section 189 of the Companies Act, 2013 is maintained and particulars of the transactions have been entered in the Register, as applicable.

2. Subsidiary Monitoring Framework

All the subsidiary companies of the Company are managed by their Boards having the rights and obligations to manage these companies in the best interest of respective stakeholders. The Company nominates its representatives on the Board of subsidiary companies and monitors performance of such companies, inter alia, by reviewing:

- a) Financial statements, the investment, inter-corporate loans/advances made by the unlisted subsidiary companies, statement containing all significant transactions and arrangements entered by the unlisted subsidiary companies forming part of the financials being reviewed by the Audit, Risk and Compliance Committee of the Company on a quarterly basis.
- b) Minutes of the meetings of the unlisted subsidiary companies, if any, are placed before the Company's Board regularly.
- c) Providing necessary guarantees, letter of comfort and other support for their day-to-day operations from time-to-time.

As required under Regulation 16(1)(c) and 24 of Listing Regulations, the Company has adopted a policy on determining "material subsidiary" and the said Policy is available on the Company's website at <https://www.wipro.com/content/dam/nexus/en/investor/corporate-governance/policies-and-guidelines/ethical-guidelines/abridged-policy-for-related-party-transactions.pdf>.

Corporate Governance Report

3. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with the requirements of the Stock Exchanges or SEBI on matters related to Capital Markets, as applicable, during the last three years. No penalties or strictures have been imposed on the Company.

4. Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit, Risk & Compliance Committee

As mentioned earlier in this report, the Company has adopted an Ombuds process which is a channel for receiving and redressing employees' complaints. No personnel in the Company has been denied access to the Audit, Risk and Compliance Committee or its Chairman.

5. Transfer to Investor Education and Protection Fund Authority

- a) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund (IEPF) Rules, during the year 2020-21, an amount of ₹ 1,255,390 pertaining to unclaimed sale proceeds of fractional shares arising out of scheme of arrangement between Wipro Limited, Wipro Enterprises Limited (formerly known as Azim Premji Custodial Services Private Limited) and Wipro Trademarks Holding Limited, was transferred to the IEPF.
- b) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and IEPF rules, during the year 2020-21, unclaimed dividend for financial years 2012-13 and 2013-14 of ₹ 10,019,025 and ₹ 6,925,143 respectively, together with an aggregate of 227,395 equity shares in respect of which dividend had not been claimed were transferred to the IEPF.

6. Disclosures with respect to demat suspense account/unclaimed suspense account (Unclaimed Shares)

In accordance with Regulation 39 and Schedule VI of the Listing Regulations, a minimum of three reminders are sent to shareholders, towards the shares which remain unclaimed. In case of non-receipt of response to the reminders from the shareholders, the unclaimed shares are transferred to the Unclaimed Suspense Account. The Company maintains the details of shareholding of each individual shareholders whose shares are transferred to the Unclaimed Suspense Account. When a claim from a shareholder is received by the Company, the shares lying in the Unclaimed Suspense Account

are transferred after due verification of documents submitted by the shareholder.

Further, the shares in respect of which dividend entitlements remained unclaimed for seven consecutive years are transferred from the Unclaimed Suspense Account to IEPF Authority in accordance with Section 124(6) of the Companies Act, 2013 and rules made thereunder.

The disclosure as required under Schedule V of the Listing Regulations is given below for the financial year 2020-21:

Sl. No.	Particulars	No. of Shareholders	No. of Shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	295	271,916
2.	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
3.	Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
4.	Number of shares in respect of which dividend entitlements remained unclaimed for seven consecutive years and transferred from the Unclaimed Suspense Account to the IEPF	-	4,920*
5.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	295	266,996
6.	Voting rights on these shares shall remain frozen till the rightful owner of such shares claim the same	Yes	

* Represents a portion of the shares held by 29 shareholders, whose balance shares continue to remain in the unclaimed suspense account.

7. Shareholder Information

Various shareholder information required to be disclosed pursuant to Schedule V of the Listing Regulations are provided in Annexure I to this report.

8. Compliance with Mandatory Requirements

Your Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. Specifically, your Company confirms compliance with corporate governance requirements

specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-regulation (2) of Regulation 46 of the Listing Regulations.

9. Certificates from Practising Company Secretary

The certificate dated June 9, 2021, issued by Mr. V. Sreedharan, Partner, V. Sreedharan & Associates, Practising Company Secretaries is given at page no. 142 of this Annual Report in compliance with corporate governance norms prescribed under the Listing Regulations.

The Company has received certificate dated June 9, 2021, from Mr. V. Sreedharan, Partner, V. Sreedharan & Associates, Practising Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate of Affairs or any such authority. The certificate is given at page no. 143 of this Annual Report.

VII. COMPLIANCE REPORT ON DISCRETIONARY REQUIREMENTS UNDER REGULATION 27(1) OF THE LISTING REGULATIONS

1. The Board

As per Para A of Part E of Schedule II of the Listing Regulations, a non-executive Chairman of the Board may be entitled to maintain a Chairman's Office at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties. The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.

2. Shareholders rights

Considering the dynamic shareholder demography and trading on the stock exchanges, as a prudent measure, we display our quarterly and half yearly results on our website www.wipro.com and also publish our results in widely circulated newspapers. We have communicated the payment of dividend by e-mail to shareholders in

addition to dispatch of letters to all shareholders. We publish the voting results of shareholder meetings and make it available on our website www.wipro.com, and report the same to Stock Exchanges in terms of Regulation 44 of the Listing Regulations.

3. Modified opinion(s) in audit report

The Auditors have issued an unmodified opinion on the financial statements of the Company.

4. Reporting of Internal Auditor

Reporting of Head of Internal Audit is to the Chairman of the Audit, Risk and Compliance Committee and administratively to the Chief Financial Officer. Head of Internal Audit has regular and exclusive meetings with the Audit Committee.

5. NYSE Corporate Governance Listing Standards

The Company has made necessary disclosures in compliance with the New York Stock Exchange Listing Standards and NYSE Listed Company Manual on its website <https://www.wipro.com/investors/corporate-governance>

Bengaluru
June 9, 2021

Rishad A. Premji
Chairman

Declaration as required under Regulation 34(3) and Schedule V of the Listing Regulations

All Directors and senior management personnel of the Company have affirmed compliance with Wipro's Code of Business Conduct for the financial year ended March 31, 2021.

Bengaluru
June 9, 2021

Rishad A. Premji
Chairman

Thierry Delaporte
Chief Executive Officer and Managing Director

ANNEXURE I

SHAREHOLDER INFORMATION

Annual General Meeting

Pursuant to the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 5, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the 75th Annual General Meeting (“AGM”) for the year ended March 31, 2021 is scheduled to be held on Wednesday, July 14, 2021 at 9 am IST through Video Conferencing (“VC”).

The Members may attend the 75th AGM scheduled to be held on Wednesday, July 14, 2021, 9 am IST onwards, through VC or watch the live web-cast at <https://www.wipro.com/AGM2021/>. Detailed instructions for participation are provided in the notice of the 75th AGM. The proceedings of the 75th AGM will be available through VC and live web-cast to the shareholders as on the cut-off date i.e. July 7, 2021.

Annual General Meetings and Other General Body meeting of the last three years and Special Resolutions, if any.

Financial Year	Date and Time	Venue	Special resolutions passed
2017-18	July 19, 2018 at 4.00 pm	Wipro Campus, Cafeteria Hall EC-3, Ground Floor, Opp. Tower 8, No. 72,	i. Re-appointment of Mrs. Ireena Vittal (DIN: 05195656) as Independent Director of the Company.
2018-19	July 16, 2019 at 4.00 pm	Keonics, Electronic City, Hosur Road, Bengaluru – 561 229	i. Amendments to the Articles of Association of the Company ii. Appointment of Mr. Azim H. Premji (DIN: 00234280) as Non-Executive, Non-Independent Director of the Company
2019-20	July 13, 2020 at 9.00 am	Meeting held through VC	i. Appointment of Mr. Deepak M. Satwalekar (DIN: 00009627) as an Independent Director of the Company

Details of resolutions passed through postal ballot during Financial Year 2020-21 and details of the voting pattern

The Company sought the approval of shareholders through notice of postal ballot dated October 13, 2020 for approval for Buyback of Equity Shares by way of special resolution. The aforesaid resolutions were duly passed and the results of postal ballot/e-voting were announced on November 17, 2020. Mr. V. Sreedharan/Ms. Devika Sathyanarayana/Mr. Pradeep B. Kulkarni, partners of V. Sreedharan & Associates, Practicing Company Secretaries, were appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

Resolution	No. of Votes Polled	No. of Votes Cast in Favour	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled	% of Votes Cast Against on Votes Polled
Approval for Buyback of Equity Shares	5,089,856,744	5,078,618,396	11,238,348	99.78	0.22

Procedure for Postal Ballot

The postal ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Shareholders are provided the facility to vote either by physical ballot or through e-voting. The postal ballot notice is sent to shareholders as per the permitted mode wherever applicable. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013.

Shareholders holding equity shares as on the cut-off date may cast their votes through e-voting or through postal ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by postal ballot are announced within 2 working days of conclusion of the voting period. The results are displayed on the website of the Company (www.wipro.com), and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

In view of the COVID-19 pandemic, the MCA permitted companies to transact items through postal ballot as per the framework set out in Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020. In accordance with the aforementioned circulars, e-voting facility was provided to all the shareholders to cast their votes only through the remote e-voting process as per notice of postal ballot dated October 13, 2020 for approval for Buyback of Equity Shares.

Further, the Company sought the approval of shareholders through notice of postal ballot dated April 15, 2021 for the re-appointment of Dr. Patrick J. Ennis (DIN: 07463299) and Mr. Patrick Dupuis (DIN: 07480046) as Independent Directors on the Board of Wipro Limited by way of special resolutions. The aforesaid resolutions were duly passed and the results of postal ballot/e-voting were announced on June 6, 2021. Mr. V. Sreedharan/Ms. Devika Sathyanarayana/Mr. Pradeep B. Kulkarni, partners of V. Sreedharan & Associates, Practicing Company Secretaries, were appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

Resolution	No. of Votes Polled	No. of Votes Cast in Favour	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled	% of Votes Cast Against on Votes Polled
Re-appointment of Dr. Patrick J. Ennis (DIN: 07463299) as an Independent Director of the Company	4,905,658,196	4,869,602,676	36,055,520	99.27	0.73
Re-appointment of Mr. Patrick Dupuis (DIN: 07480046) as an Independent Director of the Company	4,905,658,087	4,880,958,490	24,699,597	99.50	0.50

Means of Communication with Shareholders/Analysts

We have established procedures to disseminate, in a planned manner, relevant information to our shareholders, analysts, employees and the society at large. Our Audit, Risk and Compliance Committee reviews the earnings press releases, Form 20-F filed with Securities Exchange Commission (SEC) filings and annual and quarterly reports of the Company, before they are presented to the Board for their approval for release. The details of the means of communication with shareholders/analysts are given below:

News Releases and Presentations	All our news releases and presentations made at investor conferences and to analysts are posted on the Company's website at https://www.wipro.com/investors .
Quarterly results	Our quarterly results are published in widely circulated national newspapers such as Financial Express and the local daily Kannada Prabha.
Website	The Company's website contains a dedicated section for Investors (https://www.wipro.com/investors), where annual reports, earnings press releases, stock exchange filings, quarterly reports, and corporate governance policies are available, apart from the details about the Company, Board of Directors and Management.
Annual Report	Annual Report containing audited standalone accounts, consolidated financial statements together with Board's Report, Corporate Governance Report, Management Discussion and Analysis Report, Auditors Report and other important information are circulated to the Members entitled thereto through permitted mode(s).
Other Disclosures/Filings	Our Form 20-F filed with SEC containing detailed disclosures, along with other disclosures including Press Releases etc. are available at https://www.wipro.com/investors .

Communication of Results:

Means of Communications	Number of times during 2020-21
Earnings Calls	4
Publication of results	4
Analysts/Investors Meetings/Analyst Day	Details are provided in the MD&A Report forming part of this Annual Report.

Financial Calendar

The financial year of the Company starts from the 1st day of April and ends on 31st day of March of next year. Our tentative calendar for declaration of results for the financial year 2021-22 are as given below. In addition, the Board may meet on other dates as and when required.

Quarter Ending	Release of Results
For the Quarter ending June 30, 2021	Third week of July, 2021
For the Quarter and half year ending September 30, 2021	Third week of October, 2021
For the Quarter and nine months ending December 31, 2021	Third week of January, 2022
For the year ending March 31, 2022	Third week of April, 2022

The Register of Members and Share Transfer books will remain closed from Monday, July 12, 2021 to Tuesday, July 13, 2021 (both days inclusive).

Fees Paid to Statutory Auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

(In ₹ Mn)

Type of Service	FY 2020-21	FY 2019-20
Audit Fees	83	81
Tax Fees	44	51
Others	13	17
Total	140	149

Corporate Information

a) Corporate Identity Number (CIN): L32102KA1945PLC020800

b) Company Registration Number: 20800

c) International Securities Identification Number (ISIN): INE075A01022

d) CUSIP Number for Wipro American Depository Shares: 97651M109

e) Details of exchanges where Company's shares are listed in as at March 31, 2021:

Equity shares	Stock Codes	Address
BSE Limited (BSE)	507685	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
National Stock Exchange of India Limited (NSE)	WIPRO	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
American Depository Receipts		
New York Stock Exchange (NYSE)	WIT	11 Wall St, New York, NY 10005, United States of America

Notes:

- Listing fees for the year 2021-22 has been paid to the Indian Stock Exchanges as on date of this report.
- Listing fees to NYSE for the calendar year 2021 has been paid as on date of this report.
- The stock code on Reuters is WIPR.NS and on Bloomberg is WPRO:IN

Distribution of Shareholding as on March 31, 2021

Category (No. of Shares)	March 31, 2021				March 31, 2020			
	No. of Shareholders	% of Shareholders	No. of Shares	% of Total Equity	No. of Shareholders	% of Shareholders	No. of Shares	% of Total Equity
1-5000	829,647	98.93	83,119,655	1.52	507,272	99.10	82,232,977	1.44
5001- 10000	3,628	0.43	12,699,508	0.23	1,697	0.33	12,032,833	0.21
10001- 20000	1,936	0.23	13,864,634	0.25	1,049	0.20	14,869,292	0.26
20001- 30000	751	0.09	9,354,600	0.17	400	0.08	9,808,813	0.17
30001- 40000	371	0.04	6,483,397	0.12	240	0.05	8,376,285	0.15
40001- 50000	261	0.03	5,881,802	0.11	162	0.03	7,250,873	0.13
50001- 100000	668	0.08	23,626,382	0.43	358	0.07	25,599,263	0.45
100001 & Above	1,329	0.17	5,324,108,577	97.17	703	0.14	5,553,187,054	97.20
Total	838,591	100.00	5,479,138,555	100.00	511,881	100.00	5,713,357,390	100.00

Market Share Price Data

The performance of our stock in the financial year 2020-21 is tabulated below:

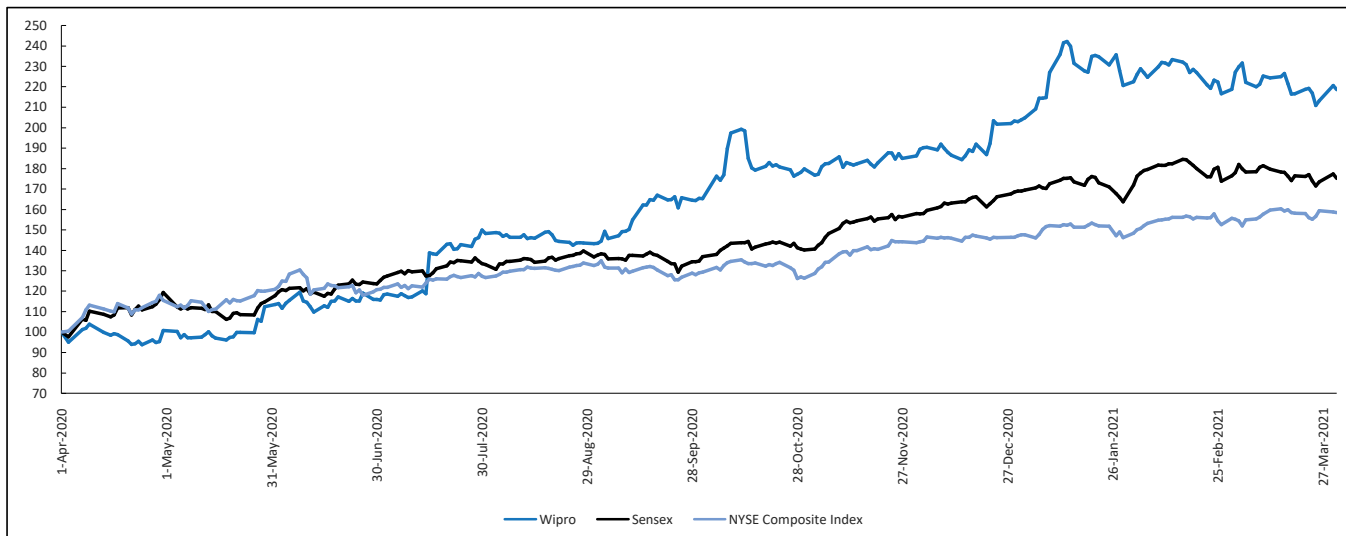
	2020-21											
	April	May	June	July	August	September	October	November	December	January	February	March
Volume traded on NSE	133,037,800	151,908,123	195,006,806	460,217,867	195,174,626	435,740,889	587,943,024	148,723,864	241,053,563	467,630,831	225,393,445	260,495,775
	NSE											
High	202.95	214.9	230	290.8	287.4	324.5	381.7	361.4	390.5	467.45	451.75	444.3
Date	09-Apr-20	29-May-20	26-Jun-20	31-Jul-20	18-Aug-20	21-Sep-20	13-Oct-20	24-Nov-20	29-Dec-20	13-Jan-21	09-Feb-21	04-Mar-21
Volume	3,465,831	30,630,218	19,194,612	16,700,905	12,054,273	22,739,047	36,092,383	10,092,441	11,459,126	29,190,193	29,474,830	12,963,797
Low	173.8	178	206.3	218.35	268	269	312.05	332.65	346.25	385.05	408	397.75
Date	21-Apr-20	19-May-20	12-Jun-20	01-Jul-20	31-Aug-20	01-Sep-20	01-Oct-20	03-Nov-20	01-Dec-20	01-Jan-21	26-Feb-21	25-Mar-21

Volume	9,043,319	5,743,344	6,209,370	3,952,617	20,571,550	12,293,054	9,257,331	4,757,798	10,693,567	5,042,336	11,731,941	12,737,129
S&P CNX NIFTY												
High	9,889.05	9,598.85	10,553.15	11,341.4	11,794.25	11,618.1	12,025.45	13,145.85	14,024.85	14,753.55	15,431.75	15,336.3
Low	8,055.8	8,806.75	9,544.35	10,299.6	10,882.25	10,790.2	11,347.05	11,557.4	12,962.8	13,596.75	13,661.75	14,264.4
Wipro Price Movement vis-à-vis Previous Month High/Low (%)												
High	-13.23%	5.89%	7.03%	26.43%	-1.17%	12.91%	17.63%	-5.32%	8.05%	19.71%	-3.36%	-1.65%
Low	9.03%	2.42%	15.90%	5.84%	22.74%	0.37%	16.00%	6.60%	4.09%	11.21%	5.96%	-2.51%
S&P CNX Nifty Index vis-à-vis Previous Month High/Low (%)												
High	-13.50%	-2.93%	9.94%	7.47%	3.99%	-1.49%	3.51%	9.32%	6.69%	5.20%	4.60%	-0.62%
Low	7.25%	9.32%	8.38%	7.91%	5.66%	-0.85%	5.16%	1.85%	12.16%	4.89%	0.48%	4.41%

ADS Share Price during the Financial Year 2020-21

	April	May	June	July	August	September	October	November	December	January	February	March
Wipro ADS price in NYSE during each month closing	3.4	3.36	3.32	4.34	4.33	4.76	4.9	5.17	5.67	6.36	6.24	6.42
NYSE TMT index during each month closing	8,529.46	8,672.52	8,851.62	9,354.97	9,909.38	9,594.92	9,298.03	10,382.02	10,720.47	10,541.65	10,900.66	10,941.79
Wipro ADS Price Movement (%) vis-à-vis Previous month Closing	8.28%	-1.18%	-1.19%	30.72%	-0.23%	9.93%	2.94%	5.51%	9.67%	12.17%	-1.89%	2.88%
NYSE TMT Index movement (%) vis-à-vis Previous month closing	8.04%	1.68%	2.07%	5.69%	5.93%	-3.17%	-3.09%	11.66%	3.26%	-1.67%	3.41%	0.38%

Performance of Wipro equity shares relative to the SENSEX and NYSE Composite index during the period April 1, 2020 to March 31, 2021 is given in the following chart:



Other Disclosures

Description of Voting Rights	All our equity shares carry voting rights on a pari-passu basis.
Dematerialisation of Shares and Liquidity	99.85% of outstanding equity shares have been dematerialized as at March 31, 2021.
Outstanding ADR/GDR/Warrants or any other Convertible instruments, Conversion Date and Likely Impact on Equity	The Company has 2.61% of outstanding ADRs as on March 31, 2021.
Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	The Company had no exposure to commodity and commodity risks for the financial year 2020-21. For Foreign exchange risk and hedging activities, please refer Management Discussion and Analysis Report for details.
Credit Ratings	The ICRA Committee of ICRA has reaffirmed the long-term rating for lines of credit of Wipro Limited at [ICRA]AAA. The Outlook on the long-term rating is stable. The Rating Committee of ICRA has also re-affirmed the short-term rating at [ICRA]A+. Fitch Ratings has assigned Long-Term Foreign- and Local-Currency Issuer Default Ratings (IDR) and foreign-currency senior unsecured rating of 'A-'. Standard & Poor has also assigned a rating of A-. The Outlook is Stable.
Plant Locations	The Company has various offices in India and abroad. Details of these locations as on March 31, 2021 are available on our website www.wipro.com .

Registrar and Transfer Agents

Company's share transfer and related activities are operated through its Registrar and Share Transfer Agents: KFin Technologies Private Limited, Hyderabad.

Share Transfer System

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

Investor Queries and Grievances Redressal

Shareholders may write either to the Company or the Registrar and Transfer Agents for redressal of queries and grievances. The address and contact details of the concerned officials are given below.

Registrar and Share Transfer Agents

KFin Technologies Private Limited, Unit: Wipro Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana.
Toll Free No.: 1800 3454 001 Phone: (040) 7961 1000

Contact Person:

Mr. B. Srinivas- e-mail id: srinivas.b@kfintech.com
Ms. Rajitha Cholleti- e-mail id: rajitha.cholleti@kfintech.com
Shareholders Grievance can also be sent through e-mail to the following designated e-mail id: einward.ris@kfintech.com.

Overseas Depository for ADSs - J.P. Morgan Chase Bank N.A.

383 Madison Avenue, Floor 11 New York, NY10179
General: +1 800 990 1135
From outside the U.S.: +1 651 453 2128
Tel: +1 212 552 8926 New York
E-mail: drx_depo@jpmorgan.com

Indian Custodian for ADSs India Sub Custody

Office Address: J.P. Morgan Chase Bank, N.A. Mumbai Branch, Paradigm B-Wing, 6th Floor, Mindspace, Malad (W), Mumbai - 400 064
Phone: +91 022 6649 2515 | F: +91 022 6649 2509
The e-mail address and contact details for all service related queries is: india.custody.client.service@jpmorgan.com

Contact Persons:

Rohit Keer- E-mail id: rohit.a.keer@jpmchase.com,
Nekzad Behramkamdin- E-mail id: nekzad.behramkamdin@jpmorgan.com
Nayan Vyas- E-mail id: nayan.x.vyas@jpmorgan.com

Web-Based Query Redressal System

Members may utilize this facility extended by the Registrar & Transfer Agents for redressal of their queries.

Please visit <https://karisma.kfintech.com> and click on "investors" option for query registration through free identity registration to log on. Investor can submit the query in the "QUERIES" option provided on the website, which will generate the grievance registration number. For accessing the status/response to your query, please use the same number at the option "VIEW REPLY" after 24 hours. The investors can continue to put additional queries relating to the case till they are satisfied.

Shareholders can also send their correspondence to the Company with respect to their shares, dividend, request for annual reports and shareholder grievances. The contact details are provided below:

Mr. M. Sanaulla Khan
Vice President and Company Secretary
Wipro Limited, Doddakannelli, Sarjapur Road, Bengaluru - 560 035

Ph: +91 80 28440011 (Extn: 226185)
Fax: +91 080 28440054
E-mail: sanaulla.khan@wipro.com

Mr. G. Kothandaraman
General Manager, Finance
Wipro Limited, Doddakannelli, Sarjapur Road, Bengaluru - 560 035

Ph: +91 80 28440011 (Extn: 226183)
Fax: +91 080 28440054
E-mail: kothandaraman.gopal@wipro.com

Analysts can reach our Investor Relations Team for any queries and clarification on Financial/Investor Relations related matters:

Ms. Aparna C. Iyer
Vice President, Finance
Corporate Treasurer and Investor Relations
Wipro Limited, Doddakannelli, Sarjapur Road, Bengaluru - 560 035

Ph: +91 80 28440011 (Extn: 226186)
Fax: +91 80 28440054
E-mail: iyer.aparna@wipro.com

Mr. Abhishek Kumar Jain
General Manager
Investor Relations
Wipro Limited, Doddakannelli, Sarjapur Road, Bengaluru - 560 035

Ph: +91-80-6142 6143
Fax: +91 80 28440054
E-mail: abhishekkumar.jain@wipro.com

Due to the ongoing COVID-19 pandemic, majority of our staff is working from home. In case of any queries, stakeholders are requested to write to the above mentioned Email IDs for a quicker response.

Corporate Governance Compliance Certificate

Corporate Identity Number: L32102KA1945PLC020800
Nominal Capital: ₹ 2527.40 crores

To the Members of
Wipro Limited
Doddakannelli, Sarjapur Road,
Bengaluru – 560035

We have examined all the relevant records of Wipro Limited (“**Company**”) for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2021. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate 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.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C and E.

For **V. SREEDHARAN & ASSOCIATES**
Company Secretaries

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

Bengaluru
June 9, 2021

UDIN: F002347C000436627

NOTE: Due to the ongoing Covid-19 pandemic, we have conducted online verification and examination of records, as facilitated by the Company for the purpose of issuing this Certificate.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
WIPRO LIMITED
Doddakannelli, Sarjapur Road,
Bengaluru- 560035

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **WIPRO LIMITED**, having CIN L32102KA1945PLC020800 and having registered office at Doddakannelli, Sarjapur Road, Bengaluru- 560035 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Details of Directors:

Sl. No.	Name of Director	DIN	Date of appointment in the Company
1.	Mr. Azim Premji Hasham	00234280	01/09/1968
2.	Mr. Mahendra Kumar Sharma	00327684	01/07/2011
3.	Mr. William Arthur Owens	00422976	01/07/2006
4.	Mr. Rishad Premji Azim	02983899	01/05/2015
5.	Mrs. Ireena Vittal	05195656	01/10/2013
6.	Mr. Patrick John Ennis	07463299	01/04/2016
7.	Mr. Patrick Lucien Andre Dupuis	07480046	01/04/2016
8.	Mr. Deepak Madhav Satwalekar	00009627	01/07/2020
9.	Mr. Thierry Delaporte	08107242	06/07/2020

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency 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

Bengaluru
June 09, 2021

UDIN: F002347C000436638

NOTE: Due to the ongoing Covid-19 pandemic, we have conducted online verification and examination of records, as facilitated by the Company for the purpose of issuing this Certificate.