



**June 24, 2024**

The Manager - Listing  
BSE Limited  
(BSE: 507685)

The Manager - Listing  
National Stock Exchange of India Limited  
(NSE: WIPRO)

The Market Operations  
NYSE: New York  
(NYSE: WIT)

Dear Sir/Madam,

**Sub: Notice of Annual General Meeting (“AGM”) and Integrated Annual Report for the Financial Year 2023-24**

This is to inform that the 78<sup>th</sup> AGM of the Company is scheduled to be held on Thursday, July 18, 2024 at 9 AM IST through video conferencing.

Pursuant to Section 108 of the Companies Act, 2013 and Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the following:

1. Notice of the 78<sup>th</sup> AGM (including e-voting instructions)
2. Integrated Annual Report for the financial year 2023-24

The aforesaid documents are available on the website of the Company at <https://www.wipro.com/investors/annual-reports/> and are being dispatched to all eligible shareholders whose email addresses are registered with the Company/Depositories.

The Register of Members and Share Transfer books will remain closed from Wednesday, July 17, 2024 to Thursday, July 18, 2024 (both days inclusive) for the purpose of the AGM in reference to our letter dated June 17, 2024.

This is for your information and records.

Thanking you.

**For Wipro Limited**

**M Sanaula Khan**  
**Company Secretary**

ENCL : As above

Registered Office:

**Wipro Limited** T : +91 (80) 2844 0011  
Doddakannelli F : +91 (80) 2844 0054  
Sarjapur Road E : info@wipro.com  
Bengaluru 560 035 W : wipro.com  
India C : L32102KA1945PLC020800





## WIPRO LIMITED

Registered Office: Doddakannelli, Sarjapur Road, Bengaluru- 560 035, Telephone: +91-80-28440011,  
Website: [www.wipro.com](http://www.wipro.com), E-mail: [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com),  
CIN: L32102KA1945PLC020800

Dear Members,

### Invitation to attend the 78<sup>th</sup> Annual General Meeting (“AGM”) on Thursday, July 18, 2024

You are cordially invited to attend the Seventy Eighth Annual General Meeting of Wipro Limited (“the Company”) to be held on Thursday, July 18, 2024 at 9 AM IST through video conferencing (“VC”). The Notice convening the AGM is enclosed herewith.

For ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

| Sl. No. | Particulars  | Details   |
|---------|--|---|
| 1.      | Link for live webcast of the AGM                   | <a href="https://www.wipro.com/investors/AGM-2024/">https://www.wipro.com/investors/AGM-2024/</a>   |
| 2.      | Helpline number/e-mail for VC participation        | For any assistance or support before or during the AGM, Members may contact the Company at +91-80-28440011 or <a href="mailto:sowrabh.rao1@wipro.com">sowrabh.rao1@wipro.com</a> or <a href="mailto:deepali.arunkumar@wipro.com">deepali.arunkumar@wipro.com</a> or <a href="mailto:rajat.shet@wipro.com">rajat.shet@wipro.com</a>        |
| 3.      | Cut-off date for e-voting                          | Thursday, July 11, 2024   |
| 4.      | Time period for remote e-voting                    | Commences at 9 AM IST on Sunday, July 14, 2024 and ends at 5 PM IST on Wednesday, July 17, 2024   |
| 5.      | Book closure dates                                 | Wednesday, July 17, 2024 to Thursday, July 18, 2024 (both days inclusive)   |
| 6.      | Last date for publishing results of the e-voting   | Monday, July 22, 2024   |
| 7.      | Registrar and Share Transfer Agent contact details | Ms. Rajitha Cholleti, Deputy Vice-President - Corporate Registry and Ms. Swati Reddy, Manager (Unit: Wipro Limited), KFin Technologies Limited (“KFinTech”) E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> Contact No.: +91-40-6716 2222 |

Yours truly,

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

Bengaluru  
May 22, 2024



## WIPRO LIMITED

Registered Office: Doddakannelli, Sarjapur Road, Bengaluru- 560 035, Telephone: +91-80-28440011,  
Website: [www.wipro.com](http://www.wipro.com), E-mail: [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com),  
CIN: L32102KA1945PLC020800

### NOTICE TO MEMBERS

Notice is hereby given that the Seventy Eighth Annual General Meeting (“AGM”) of Wipro Limited (“the Company”) will be held on **Thursday, July 18, 2024, at 9 AM IST through video conferencing (“VC”)**, to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of ₹ 1 per equity share declared by the Board on January 12, 2024, as the final dividend for the financial year 2023-24.
3. To consider appointment of a Director in place of Mr. Azim H. Premji (DIN: 00234280) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

4. **Re-appointment of Mr. Rishad A. Premji (DIN: 02983899) as a Whole Time Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof) read

with Schedule V of the Companies Act, 2013, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rishad A. Premji (DIN: 02983899), Whole Time Director (designated as “Executive Chairman”) of the Company whose period of office is liable to expire on July 30, 2024, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Whole Time Director (designated as “Executive Chairman”) of the Company for a period of five years with effect from July 31, 2024 to July 30, 2029, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to approve the payment of remuneration to Mr. Rishad A. Premji with effect from July 31, 2024 as below:

#### Remuneration as Whole-time Director:

- a) **Fixed Salary:** In the range of ₹ 50,000,000 (Rupees Five Crores only) per annum to ₹ 120,000,000 (Rupees Twelve Crores only) per annum. The Fixed Salary can be paid as basic salary and through various allowances under Wipro Benefits Plans & Allowances, which is a basket of various allowances/reimbursements, like Leave Travel Allowance, Commutation Allowance, House Rent Allowance, and Company leased car & accommodation, etc. which one can plan as per the Company policy. The Fixed Salary may include one-

time payouts, if any, as well as contribution to Provident Fund, Pension Fund, and Superannuation as per Company policy and Gratuity in accordance with the provisions of the Payment of Gratuity Act. For the purpose of Gratuity, Provident Fund, Pension Fund, Superannuation and other like benefits, if any, the service of Mr. Rishad A. Premji will be considered as continuous service from the date of his joining the Company.

- b) **Commission:** Commission at the rate of 0.35% of the incremental consolidated net profit of the Company as per Ind AS for the full year payable on an annual basis as may be determined by the Nomination and Remuneration Committee.

#### **Other Perquisites and Benefits:**

- a) Furniture & Equipment Program: As per Company policy.
- b) Corporate Club Fees: Fees of 2 identified clubs.
- c) Personal Accident Insurance, Group Life Insurance: Personal accident cover and group life insurance cover as per Company policy.
- d) Medical: Reimbursement of self, spouse and dependent children up to maximum of one month's basic pay as per the Company policy. In addition, he will be entitled to medical insurance and annual health check-up as per Company policy.
- e) Leave with full pay and allowance: Leave with full pay and allowance as per Company's policy.
- f) Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.
- g) Minimum remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Chairman, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013.
- h) Sitting Fees: The Executive Chairman shall not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company or any Committees thereof.

**RESOLVED FURTHER THAT** the overall remuneration payable to Mr. Rishad A. Premji shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

#### **5. Re-appointment of Mr. Azim H. Premji (DIN:00234280) as a Non-Executive, Non-Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder, and in accordance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Azim H. Premji (DIN: 00234280), Non-Executive, Non-Independent Director of the Company whose period of office is liable to expire on July 30, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Non-Executive, Non-Independent Director of the Company and conferred with a honorary title of Founder Chairman of the Company for a period of five years with effect from July 31, 2024 to July 30, 2029, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to approve the payment of remuneration and other benefits as below:

- a) An amount not exceeding ₹ 10,000,000 (Rupees One Crore only) per annum, as commission, payable on quarterly basis, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Whole-Time Directors in a financial year shall not exceed one percent of the net profit of the Company in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act.
- b) Payment of sitting fees of ₹ 100,000 (Rupees One Lakh only) for attendance of each meeting of the Board of Directors of the Company.
- c) Maintenance of Founder Chairman's office, including executive assistant at Company's expense.
- d) Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for continuation of directorship of Mr. Azim H. Premji (DIN: 00234280) who has attained the age of 75 years, as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

**6. Approval of the Wipro Limited Employee Stock Options, Performance Stock Unit and/or Restricted Stock Unit Scheme 2024 ("2024 Scheme") for grant of employee stock options, performance stock units and/or restricted stock units to the eligible employees under the 2024 Scheme.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 62 of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 and other applicable provisions, if any, of the SEBI (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021 ("SEBI SBEB & SE Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), the Memorandum of Association and Articles of Association of the Company, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company ("NRC") and the Board, the approval of the members be and is hereby accorded for the adoption of the Wipro Limited Employee Stock Options, Performance Stock Unit and/or Restricted Stock Unit Scheme 2024 ("2024 Scheme") by the Company, the salient features of which are furnished in the explanatory statement to this Notice, on such terms and conditions as provided in the 2024 Scheme and as may be fixed or determined by the NRC.

**RESOLVED FURTHER THAT** the maximum number of employee stock options, performance stock units and/or restricted stock units to be granted to eligible employees on such terms and conditions as provided in the 2024 Scheme shall not exceed 200,000,000 (Twenty Crore) employee stock options, performance stock units and/or restricted stock units, exercisable in not more than 200,000,000 (Twenty Crore) equity shares of the Company (including ADRs for non-resident employees).

**RESOLVED FURTHER THAT** the equity shares allotted pursuant to the 2024 Scheme in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding employee stock options, performance stock units and/or restricted stock units/equity shares, granted/to be granted, under the 2024 Scheme shall be suitably adjusted for such number of employee stock options, performance stock units and/or restricted stock units /equity shares, and/or the exercise price, as may be required.

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the 2024 Scheme and generally for giving effect to these resolutions, the Board and NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the 2024 Scheme, to the extent permissible under applicable law and under SEBI SBEB & SE Regulations.

**7. Approval of Wipro Limited Employee Stock Options, Performance Stock Unit and/or Restricted Stock Unit Scheme 2024 (“2024 Scheme”) for grant of employee stock options, performance stock units and/or restricted stock units to the eligible employees of group company(ies) of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules notified thereunder, and pursuant to the applicable provisions of Regulation 6 and other applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2012, as may be modified from time to time read with all the circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“Board”) / Nomination and Remuneration Committee of the Company (“NRC”), the approval of the members of the Company be and is hereby accorded to grant employee stock options, performance stock units and/or restricted stock units to eligible employees

of the Company’s group companies including its subsidiaries and associate companies (present or future) under the Wipro Limited Employee Stock Options, Performance Stock Unit and/or Restricted Stock Unit Scheme 2024 (“2024 Scheme”) referred to in resolution of this notice, the salient features of which are furnished in the explanatory statement to this notice and to grant such employee stock options, performance stock units and/or restricted stock units to eligible employees of the Company’s group companies including its subsidiaries and associate companies (present or future) on such terms and conditions as provided in the 2024 Scheme.

**RESOLVED FURTHER THAT** the equity shares allotted pursuant to the 2024 Scheme in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT**, in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding employee stock options, performance stock units and/or restricted stock units/equity shares, granted/to be granted, under the 2024 Scheme shall be suitably adjusted for such number of employee stock options, performance stock units and/or restricted stock units/equity shares, and/or the exercise price, as may be required.

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the 2024 Scheme and generally for giving effect to these resolutions, the Board and NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the 2024 Scheme, to the extent permissible under Applicable laws and under SEBI SBEB & SE Regulations.

**By Order of the Board of Directors**  
For **Wipro Limited**

Bengaluru  
May 22, 2024

Sd/-  
**M. Sanaula Khan**  
Company Secretary

## NOTES:

- 1) The Ministry of Corporate Affairs (“MCA”), vide its General circular nos. 14/2020 dated April 8, 2020, 20/2020 dated May 5, 2020 and 09/2023 dated September 25, 2023 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the 78<sup>th</sup> AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
- 2) The Company has enabled the Members to participate at the 78<sup>th</sup> AGM through VC facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
- 3) In addition to the above, the proceedings of the 78<sup>th</sup> AGM will be web-casted live for all the Members as on the cut-off date i.e., Thursday, July 11, 2024. The Members can visit <https://www.wipro.com/investors/AGM-2024> to watch the live proceedings of the 78<sup>th</sup> AGM on Thursday, July 18, 2024, from 9 AM IST onwards.
- 4) As per the provisions under the MCA Circulars, Members attending the 78<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 78<sup>th</sup> AGM being held through VC.
- 6) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, will be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- 7) The Company has appointed Mr. V. Sreedharan, Senior Partner, in his absence Mr. Pradeep B. Kulkarni, Partner of V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- 8) As per Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. Since the 78<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 78<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 9) Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
- 10) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 11) The Register of Members and Share Transfer books will remain closed from Wednesday, July 17, 2024 to Thursday, July 18, 2024 (both days inclusive).
- 12) In line with the MCA and SEBI Circulars, the notice of the 78<sup>th</sup> AGM along with the Annual Report 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website at <https://www.wipro.com/investors/annual-reports/>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
- 13) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).  
  
In respect of shares held in physical form, Members may register their email id by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032,

- along with the duly filled in form ISR-1 along with the related proofs, available at <https://www.wipro.com/investors/faqs/>.
- 14) The following documents will be available for inspection by the Members electronically during the 78<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com).
    - a) Certificate from the Practicing Company Secretary relating to the Company's Stock Options/ Restricted Stock Units Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
    - b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
    - c) All such documents referred to in this Notice and the Explanatory Statement.
  - 15) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
  - 16) Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: Wipro Limited), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032.
  - 17) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022.
  - 18) In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company, including transmission and transposition requests, shall not be processed unless the securities 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, eliminate all risks associated with physical holding and participate in corporate actions.
  - 19) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Corporate Secretarial Department of the Company at its registered office.
  - 20) SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access [www.wipro.com/investors/faqs/](https://www.wipro.com/investors/faqs/) for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
 

As per the erstwhile requirement, in case a holder of physical securities failed to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, KFinTech was obligated to freeze such folios. To mitigate unintended challenges on account of freezing of folios, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and nomination details.

In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.



21) Dispute Resolution Mechanism at Stock Exchanges SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members.

- 22) Members are requested to note that our Registrar and Share Transfer Agent, KFintech has a mobile app named 'KPRISM' and a website <https://kprism.kfintech.com/> for the members holding shares in physical form. Members can download this android mobile application from play store and view their portfolios serviced by KFintech. In addition, Members may also visit the Investor Service Center (ISC) webpage <https://kprism.kfintech.com/> and access various services such as post or track a query, upload tax exemptions forms, view the demat/remat request, check the dividend status, download the required ISR forms and check KYC status for physical folios, among others.
- 23) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
- a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a bank in India, if not furnished earlier.
- 24) Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the

Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at [www.wipro.com](http://www.wipro.com). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

- 25) In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
- 26) Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on July 12, 2023 (date of last AGM) on its website at <https://www.wipro.com/investors/> and also on the website of the MCA.
- 27) In case of any queries regarding the Annual Report or for requesting hard copy of the Annual Report, the Members may write to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com).
- 28) As the 78<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain ordinary business mentioned in the accompanying Notice of AGM:

### ITEM NO. 3 - RE-APPOINTMENT OF MR. AZIM H. PREMJI (DIN: 00234280)

Though not statutorily required, the following is being provided as additional information to the Members.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of

Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring Director is eligible for re-election at such meeting. Independent Directors and the Executive Chairman are not subject to retirement by rotation.

In July 2023, Mr. Thierry Delaporte was subject to retirement by rotation and was re-appointed by Members at the 77<sup>th</sup> AGM. Accordingly, Mr. Azim H. Premji is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

Keeping in view Mr. Azim H. Premji's rich and varied experience in the industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company through five decades of diversification and growth to emerge as a world leader in the software industry, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as a Non-Executive, Non-Independent Director of the Company.

Additional information in respect of Mr. Azim H. Premji, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of Annexure A to this Notice. Brief profile of Mr. Azim H. Premji is given as part of Annexure B to this Notice.

Except Mr. Azim H. Premji and Mr. Rishad A. Premji or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the resolution in relation to the re-appointment of Mr. Azim H. Premji as set out in Item No. 3, for approval of the Members by way of an Ordinary Resolution.

#### **ITEM NO. 4 – RE-APPOINTMENT OF MR. RISHAD A. PREMJI (DIN: 02983899) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

The Members of the Company at the AGM held on July 16, 2019, had approved re-appointment of Mr. Rishad A. Premji as Whole Time Director (designated as "Executive Chairman") for a period of five years with effect from July 31, 2019 to July 30, 2024.

The Board of Directors of the Company at the meeting held on April 19, 2024, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved re-appointment of Mr. Rishad A. Premji as Whole Time Director (designated as "Executive Chairman" by the Board of Directors) of the Company for a period of five years, i.e., from July 31, 2024 to July 30, 2029, on such remuneration as set out in the resolution. Mr. Rishad A. Premji has consented to be re-appointed as Whole Time Director and shall not be liable to retire by rotation.

In the role as Executive Chairman, Mr. Rishad A. Premji is responsible for the following:

- a) Ensure that the Board provides effective governance for the Company. In doing so, the Chairman presides at meetings of the Board and at meetings of the shareholders of the Company. The Chairman takes a lead role in managing the Board, facilitating communication among directors, working closely and leveraging the Board to enable management to drive organization success.
- b) Matters pertaining to governance, including the organization and composition of the Board, the organization and conduct of Board meetings, and the effectiveness of the Board of Directors, Board Committees, and individual directors, in fulfilling their responsibilities.
- c) Providing leadership to the Board, identify guidelines for the conduct and performance of directors, evaluate and manage directors' performance and oversee the management of Board's administrative activities.
- d) Actively works with the Nomination and Remuneration Committee to plan the Board and Board Committee composition, induction of directors to the Board, plan for director succession, participate in the Board evaluation process and meet with individual directors to provide constructive feedback and advice.
- e) Support the Chief Executive Officer in striking the balance between performance and long-term health/bets of the organization.
- f) Support the Chief Executive Officer in building relevant and strong relationships with customers globally including on large deals.
- g) Build an inclusive culture that is comfortable and accepting of diversity in leadership.
- h) Represent the organization with key policy makers, Industry Bodies/Associations, Ambassadors, etc. and manage relationship with dignitaries/political leadership with key geographies – influence the quality of narrative about the Company in the marketplace.
- i) Lead through action and thought on being a Sustainable and Socially Responsible Corporation.

As per Regulation 17 (1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors, shall be subject to approval of shareholders at next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Regulation 17 (1D) of the Listing Regulations, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the

shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Mr. Rishad A. Premji has spent 17 years with the Company and the Board of Directors is of the view that he has built credibility with investors, customers and employees and will be able to find the right balance between ownership and management.

Additional information in respect of Mr. Rishad A. Premji, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Rishad A. Premji is given at Annexure B to this Notice.

Except Mr. Rishad A. Premji and Mr. Azim H. Premji or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to the re-appointment of Mr. Rishad A. Premji, as Whole Time Director of the Company as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

#### **ITEM NO. 5 - RE-APPOINTMENT OF MR. AZIM H. PREMJI (DIN: 00234280) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY**

The Members of the Company at the AGM held on July 16, 2019 had approved the re-appointment of Mr. Azim H. Premji as Non-Executive, Non-Independent Director (designated as "Founder Chairman"), liable to retire by rotation, for a period of five years with effect from July 31, 2019 to July 30, 2024.

The Board of Directors of the Company places on record on the occasion of this 78<sup>th</sup> AGM, the immense contribution of Mr. Azim H. Premji to the transformation of Wipro under his leadership over the years.

Accordingly, the Board of Directors at its meeting held on April 19, 2024, on the recommendation of the Nomination and Remuneration Committee, and subject to approval of Members of the Company, approved the appointment of Mr. Azim H. Premji as a Non-Executive, Non-Independent Director of the Company for a period of five years with effect from July 31, 2024, on such remuneration as set out in the Resolution. Mr. Azim H. Premji has consented to be re-appointed as the Non-Executive, Non-Independent Director of the Company.

As per Regulation 17 (1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors, shall be subject to approval of shareholders at next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Regulation 17 (1D) of the Listing Regulations, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or re-appointment, as the case may be.

The role played by the Founder Chairman will be that of a mentor and advisor to the Company and will not include the powers and role of a Chairman under the applicable laws and Articles of Association of the Company.

As Founder Chairman, Mr. Azim H. Premji serves as mentor and sounding board for the Executive Chairman, Chief Executive Officer and Managing Director and Senior Management in providing feedback and counsel on key issues facing the Company. Mr. Azim H. Premji continues to play a key role in epitomizing and building brand Wipro and has ensured smooth transition to Mr. Rishad A. Premji as Executive Chairman since July 2019.

Mr. Azim H. Premji's success in business has been driven by one fundamental idea – to build organizations deeply committed to Values with the Client as the focus of all efforts. Unflinching commitment to Values continues to remain at the core of Wipro.

Keeping in view Mr. Azim H. Premji's rich and varied experience in the Industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company through five decades of diversification and growth to emerge as a world leader in the Software industry, it would be in the interest of the Company to re-appoint him as a Non-Executive, Non Independent Director for a period of five years with effect from July 31, 2024 to July 30, 2029.

Additional information in respect of Mr. Azim H. Premji, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Azim H. Premji is given at Annexure B to this Notice.

Except Mr. Azim H. Premji and Mr. Rishad A. Premji or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Azim H. Premji as Non-Executive, Non-Independent Director of the Company as set out in Item No. 5 for approval of the Members by way of a Special Resolution.

**ITEM NOS. 6&7 – APPROVAL OF THE WIPRO LIMITED EMPLOYEE STOCK OPTIONS, PERFORMANCE STOCK UNIT AND/OR RESTRICTED STOCK UNIT SCHEME 2024 (“2024 SCHEME”) FOR GRANT OF EMPLOYEE STOCK OPTIONS, PERFORMANCE STOCK UNITS AND/OR RESTRICTED STOCK UNITS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY AND THE GROUP COMPANY(IES)**

Based on the recommendations and approvals of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) on April 18, 2024 and April 19, 2024 respectively, a proposal for approval and adoption of the Wipro Limited Employee Stock Options, Performance Stock Unit and/or Restricted Stock Unit Scheme 2024 (“2024 Scheme”) is being placed before the Members of the Company in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”).

The Company intends to implement the 2024 Scheme with an objective to provide an incentive to reward and motivate employees and enable them to participate in the long-term financial growth of the Company. The term Company shall have the same meaning as defined under the 2024 Scheme i.e., Wipro Limited and where the context requires, its group companies including its subsidiaries and associate companies (present or future).

In terms of Regulation 6 of SEBI SBEB & SE Regulations, for issue of equity shares to the employees of the Company, the approval of the existing Members by way of special resolution is required. Further, as per Regulation 6(3) (c) of SEBI SBEB & SE Regulations, approval of the members by way of separate special resolution is also required for grant of employee stock options, performance stock units and/or restricted stock units to the employees of the Company’s group company(ies) including its subsidiaries and associate companies (present or future).

Accordingly, the resolutions contained at Item Nos. 6 and 7 set out in this Notice are being placed for approval of the Members of the Company.

The salient features and other details of the 2024 Scheme as required pursuant to Regulation 6(2) of SEBI SBEB & SE Regulations are as under:

**(a) Brief Description of the 2024 Scheme:**

The Company has adopted this 2024 Scheme with the aim to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that in addition to annual incentive plans, the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. To this end, the Company has adopted the 2024 Scheme with the following objectives:

- i. to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long term interests of the Company;
- ii. to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;
- iii. to recognise and reward the efforts of employees and their continued association with the Company and its group company(ies) including associate company(ies) and subsidiary company(ies) and holding company; and
- iv. to promote the culture of employee ownership (including through American Depositary Receipts (ADRs)), to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

**(b) Total number of employee stock options, performance stock units and/or restricted stock units to be offered and granted:**

The total number of employee stock options, performance stock units, and/or restricted stock units shall not exceed 200,000,000 (Twenty Crore) which would be exercisable into not more than 20,00,00,000 (Twenty Crore) equity shares which would include ADRs for non-resident employees.

**(c) Identification of classes of employees entitled to participate and beneficiaries in the 2024 Scheme:**

Under the 2024 scheme an ‘employee’ has been defined as follows:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or

- ii. a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a Group company including Subsidiary Company or its Associate Company, in India or outside India, or of a Holding Company of the Company, but does not include—
  - i. an employee who is a promoter or a person belonging to the promoter group.
  - ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the company.

**(d) Requirements of vesting and period of vesting:**

**Vesting conditions and Vesting period:** The employee stock options, performance stock units, and/or restricted stock units granted under 2024 Scheme will not vest earlier than 1 year from the date on which they are granted to the employee except in case of death or permanent incapacity of the respective employee in which case the options would vest immediately. For vesting to continue, the option holder would have to be in continuous employment with the Company or its group companies including its subsidiary company or associate company or holding company on the date of vesting and should not be subject to any pending disciplinary proceedings. The NRC can at its discretion prescribe certain performance parameters only on the fulfillment of which the options would vest.

The vesting of options granted to the employees may expire or lapse or forfeit or accelerate in certain circumstances, such as death, permanent disability, retirement, resignation for convenience, breach of Company's code, etc.

**Vesting period:** The employee stock options, performance stock units and/or restricted stock units shall vest not earlier than 1 year and not more than 7 years from the date on which they are granted to the employee.

**(e) Maximum period within which the employee stock options, performance stock units and/or restricted stock units shall be vested:**

The maximum period within which the employee stock options, performance stock units and/or restricted stock units is 7 years from the date on which the respective options have been granted to the employees.

**(f) Exercise price or pricing formula:**

- i. For employee stock options, the exercise price would be at such price as is determined by the NRC, which shall not be lower than the fair market value of the Company's equity shares. The 'fair market value' of the Company's shares would be the latest available closing price on a recognised stock exchange on which the Company's equity shares are listed on the date immediately prior to the date on which the options were granted to the employee. In the event that the Company's equity shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered.
- ii. For performance stock units the exercise price would be such price as determined by the NRC which shall not be lower than the face value of the Company's equity shares.
- iii. For restricted stock units the exercise price would be equivalent to the face value of the Company's equity shares.

**(g) Exercise period and process of exercise/acceptance of offer:**

- i. **Exercise period:** The employee stock options, performance stock units, and/or restricted stock units granted to an employee shall be capable of being exercised within 2 (two) years from the date of last vesting subject to applicable laws and as informed to the employees. Please refer to the disclosure in item (d) for the exercise period that is applicable in relation to cessation of employment.
- ii. **Process of exercise:** The employee may at any time during the exercise period submit an exercise application to the Company for subscribing to the Company's equity shares pursuant to the vested employee stock options, performance stock units, and/or restricted stock units held by the employee pursuant to the Scheme 2024. The exercise application would be in the form prescribed by the NRC and will have to be accompanied with the payment of an amount equivalent to the exercise price, payment of applicable taxes and any other documentation as the Board or NRC may specify to confirm extinguishment of the rights comprising in the employee stock options, performance stock units, and/or restricted stock units being exercised subject to applicable laws. Post the submission of the exercise application, the Board or NRC as the case may be, should endeavor to ensure that the allotment of the Company's equity shares in lieu of the validly exercised employee stock options,

performance stock units, and/or restricted stock units is completed within 60 days from the receipt of the exercise application along with the requisite payments for such exercise.

**(h) The appraisal process for determining the eligibility of employees for the 2024 Scheme:**

The NRC will have the right to determine the eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) for employees who are eligible to be granted employee stock options, performance stock units, and/or restricted stock units.

For employee stock options, performance stock units and/or restricted stock units, vesting shall be anytime between 1 to 7 years from the date of grant or such other period as may be determined by the Board or NRC. Vesting of PSUs shall be subject to achievement of revenue, margin, and free cash flow targets as per Company policy, and such other criteria as may be determined by the Board or NRC, from time to time.

**(i) Maximum number of employee stock options, performance stock units and/or restricted stock units to be offered and issued per employee and in aggregate:**

The maximum number of employee stock options, performance stock units and/or restricted stock units to be offered per employee shall not exceed 4,000,000 (Forty Lakh) equity shares of the Company. The total number of employee stock options, performance stock units, and/or restricted stock units under the 2024 Scheme shall not exceed 200,000,000 (Twenty Crore).

**(j) Maximum quantum of benefits to be provided per employee under the 2024 Scheme:**

The maximum quantum of benefits that can be provided per employee cannot exceed 1% of the paid-up equity share capital of the Company.

**(k) Whether the 2024 Scheme is to be implemented and administered directly by the Company or through a trust:**

The 2024 Scheme is being implemented and administered directly by the Company.

**(l) Whether the 2024 Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**

The 2024 Scheme will involve issuance of new shares by the Company and does not involve any secondary acquisition.

**(m) The amount of loan to be provided for implementation of the 2024 Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

Not applicable.

**(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the 2024 Scheme:**

Not applicable.

**(o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:**

The Company shall conform to the applicable accounting policies prescribed under the SEBI SBEB & SE Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for employee stock options, performance stock units and/or restricted stock units, including the disclosure requirements prescribed therein.

**(p) The method which the Company shall use to value its employee stock options, performance stock units and/or restricted stock units:**

Fair value as on the date of grant or by any other method prescribed under applicable statutory provisions from time to time.

**(q) The following statement if applicable:**

**In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report:**

Not applicable

**(r) Period of Lock-in:**

There is no lock-in period under the 2024 Scheme.

**(s) Terms and conditions for buyback, if any, of specified securities covered under these regulations:**

Not applicable

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolutions stated in Item Nos. 6 and 7, except to the extent of their shareholding in the Company and the benefits that may be granted to them under the 2024 Scheme.

## ANNEXURE-A

### Details of Directors seeking re-appointment at the 78<sup>th</sup> Annual General Meeting to be held on July 18, 2024 (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings)

| Name of the Director  | <b>Azim H. Premji</b>   | <b>Rishad A. Premji</b>  |
|---|---|--|
| Director Identification Number  | 00234280  | 02983899   |
| Date of Birth   | July 24, 1945   | January 9, 1977  |
| Age   | 78 years  | 47 years   |
| Date of first appointment on the Board  | September 1, 1968   | May 1, 2015  |
| Relationship with Directors and Key Managerial Personnel                                    | Relative (Father) of Mr. Rishad A. Premji   | Relative (Son) of Mr. Azim H. Premji   |
| Expertise in specific functional area*  | Wide managerial experience  | Economics, Finance and Wide managerial experience  |
| Qualification(s)  | Graduate Degree in Electrical Engineering from Stanford University  | MBA from Harvard Business School and BA in Economics from Wesleyan University  |
| Terms and conditions of appointment   | Mr. Azim H. Premji is appointed as Non-Executive, Non-Independent Director for a period of 5 years from July 31, 2024 to July 30, 2029, liable to retire by rotation. The detailed terms and conditions, including remuneration, is provided as part of the resolution and explanatory statement. | Mr. Rishad A. Premji is appointed as Whole Time Director (designated as “Executive Chairman”) for a period of 5 years from July 31, 2024 to July 30, 2029, not liable to retire by rotation. The detailed terms and conditions, including remuneration, is provided as part of the resolution and explanatory statement. |
| Remuneration last drawn as Director (including sitting fees)                                | Refer Note 2  | Refer Note 2   |
| Number of meetings of the Board attended during the financial year 2023-24                  | Refer Note 2  | Refer Note 2   |
| Board Membership in other listed companies as on March 31, 2024:                            | -   | -  |
| Chairmanships/Memberships of the Committees in other listed companies as on March 31, 2024: |   |  |
| a. Audit Committee  | -   | -  |
| b. Stakeholders’ Grievance Committee  | -   | -  |
| c. Nomination and Remuneration Committee  | -   | -  |
| d. CSR Committee  | -   | -  |
| e. Other Committee(s)   | -   | -  |
| Number of equity shares held in the Company as of March 31, 2024                            | 3,808,420,449 <sup>#&amp;</sup>   | 6,768,891 <sup>@</sup>   |

\* For additional details on skills, expertise, knowledge and competencies of the Director, please refer Corporate Governance Report forming part of the Annual Report.

# Includes shares held by Mr. Azim H. Premji and members of his immediate family.

& Out of 3,808,420,449 equity shares held in the Company, Mr. Azim H. Premji disclaims the beneficial ownership of 531,592,983 equity shares held by Azim Premji Trust and 13,862,415 equity shares held by Azim Premji Philanthropic Initiatives Private Limited.

@ Shares are held by Mr. Rishad A. Premji jointly with his relatives and included in the shareholding of Mr. Azim H. Premji.

#### NOTES:

- The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.
- Information pertaining to remuneration, terms and conditions of re-appointment and the number of Board Meetings attended during the financial year 2023-24, wherever applicable, have been provided in the Corporate Governance Report forming part of the Annual Report.

## ANNEXURE-B

### Brief profile of Directors seeking re-appointment at the 78<sup>th</sup> Annual General Meeting to be held on July 18, 2024

**Azim H. Premji** took over the leadership of Wipro in the late 1960's. On that kernel of a \$ 2 million hydrogenated cooking fat business, he founded multiple businesses including what is now a \$ 10.8 billion revenue IT Services organization with a presence in 65 countries. The other businesses of the Wipro group led by Mr. Premji have now grown to about \$ 2 billion in revenues, spanning across the sectors of consumer goods, precision engineering and healthcare systems. He relinquished executive responsibilities at Wipro Limited in July 2019, to focus on the philanthropic work of the Foundation. Mr. Premji is a graduate in Electrical Engineering from Stanford University, USA.

Mr. Azim H. Premji's success in business has been driven by one fundamental idea – to build organizations deeply committed to Values with the Client as the focus of all efforts. Unflinching commitment to Values continues to remain at the core of Wipro. He strongly believes that ordinary people are capable of extraordinary things when organized into highly charged teams.

Wipro's cutting-edge technology expertise and its understanding of global industries delivers innovation and real business value to its clients – with consistency and predictability based on pioneering efforts in service quality and operational rigor.

Mr. Premji firmly believes that businesses must employ ethical, fair and ecologically sustainable business practices, and must actively engage with fundamental societal issues. Wipro's deep and focused, social and environmental initiatives span its world-wide operational footprint, leading to Wipro being recognized as a global leader in Sustainability.

In 2001, Mr. Premji established the Azim Premji Foundation, a not-for-profit organization, with a vision of contributing towards a just, equitable, humane, and sustainable society. Today, the Foundation's work spans across education and other critical fields of human development & justice. The Foundation has its own large-scale organization in education, to help improve quality and equity of the public education system in India, with field operations across 7 states of the country which have over 350,000 schools. It runs the not-for-profit Azim Premji University in Bangalore and Bhopal. The work on the third University in Ranchi has started and subsequently a fourth University in the

northeast will be established. The Foundation also has a rapidly scaling initiative to support other not-for-profits, through financial grants, which work across other fields which contribute to equity & justice, such as gender issues, nutrition, local governance, and well-being of vulnerable groups. Mr. Premji's donations to the endowment of the Foundation, valued as of January 2024 at ₹ 269,000 Crores (USD 32 billion), make it one of the largest Foundations in the world.

Over the years, Mr. Azim H. Premji has received numerous honors and accolades, which he considers as recognitions for the team of Wipro and the Foundation. BusinessWeek listed him amongst the top 30 entrepreneurs in world history. Financial Times, Time, Fortune and Forbes have all named him as of one the most influential people in the world, citing his leadership in business and philanthropy, including the contributions to improving public education. The Journal of Foreign Policy has listed him amongst the top global thinkers. Economic Times bestowed Mr. Premji with the Life-Time Achievement Award.

Mr. Azim H. Premji is the first Indian recipient of the Faraday Medal and has been conferred honorary doctorates by the Michigan State University and Wesleyan University (in the US), and the Indian Institutes of Technology at Bombay, Roorkee and Kharagpur amongst others. The Republic of France bestowed upon him the "Legion of Honor". He was conferred in January 2011 with Padma Vibhushan, the second highest civilian award in India. The Carnegie Medal of Philanthropy was bestowed on him in 2017, hailing the "conscience, integrity, and compassion that have guided his visionary giving.....(with) invaluable benefit to both that nation and to the world."

**Rishad A. Premji** is the Executive Chairman of Wipro Limited, a \$ 10.8 billion revenue global information technology, consulting, and business process services company, with over 230,000 employees in 65 countries.

Mr. Rishad A. Premji joined Wipro in 2007 and worked in several roles before becoming Executive Chairman in 2019. He started as a general manager in Wipro's Banking and Financial Services business, went on to head Investor Relations, and then led Wipro's Strategy and M&A function. As Wipro's Chief Strategy Officer, Rishad conceptualized



Wipro Ventures, a \$ 250 million fund to invest in start-ups developing technologies and solutions that complement Wipro's businesses with next-generation services and products. He was also responsible for investor and government relations for the company.

In his role as Executive Chairman, Mr. Rishad A. Premji works closely with Wipro's leadership team in providing direction and strategic insight to the business. Mr. Rishad A. Premji believes that the culture of an organization is its strongest asset, and has worked tirelessly to ensure that every Wiproite understands and upholds the values of Wipro, articulated as the Spirit of Wipro.

Mr. Rishad A. Premji is on the boards of Wipro Enterprises Limited (a leading player in FMCG and infrastructure engineering), Wipro-GE (a joint healthcare venture between Wipro and General Electric) and the Azim Premji Foundation (one of the largest not-for-profit initiatives in India).

The Foundation, which is focused on improving public school education, works with more than 350,000 government schools across seven states in India.

Mr. Rishad A. Premji was the Chairman of the National Association of Software and Services Companies (NASSCOM), the trade body of India's \$ 250 billion software industry, for financial year 2018-19.





Prior to joining Wipro Limited in 2007, Mr. Rishad A. Premji was with Bain & Company in London, working on assignments across the consumer products, automobile, telecom and insurance industries. He also worked with GE Capital in the US in the insurance and consumer lending spaces. He is a graduate of GE's Financial Management Program .

Mr. Rishad A. Premji has an MBA from Harvard Business School and a B.A. in economics from Wesleyan University in the US.

## GENERAL INFORMATION AND INSTRUCTIONS RELATING TO PROCEDURE FOR E-VOTING

Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Members are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolution set forth in this Notice, by way of remote e-voting:

| MODES OF E-VOTING   | THROUGH DEPOSITORIES   |   | THROUGH DEPOSITORY PARTICIPANTS  |
|---|--|---|--|
|   | NSDL   | CDSL  |  |
| <b>Individual shareholders holding securities in demat mode</b> | <ol style="list-style-type: none"> <li>1. Shareholders already registered for IDeAS facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b) On the home page, click on the “Beneficial Owner” icon under the ‘IDeAS’ section.</li> <li>c) On the new screen, enter User ID and Password. Post successful authentication, click on “Access to e- Voting” under e-voting services.</li> <li>d) Click on Company name or e-voting service provider name, i.e., KFintech and you will be re-directed to KFintech website for casting your vote.</li> </ol> </li> <li>2. Shareholders who have not registered for IDeAS facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) To register for this facility, visit the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b) On the home page, select “Register Online for IDeAS”.</li> <li>c) On completion of the registration formality, follow the steps provided above.</li> </ol> </li> <li>3. Shareholders may alternatively vote through the e-voting website of NSDL in the manner specified below:               <ol style="list-style-type: none"> <li>a) Visit the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>b) Click on the “Login” icon available under the ‘Shareholder/Member’ section.</li> <li>c) Enter User ID (i.e., 16-digit demat account number held with NSDL), Password / OTP, as applicable, and the verification code shown on the screen.</li> </ol> </li> </ol> | <ol style="list-style-type: none"> <li>1. Shareholders already registered for Easi/Easiest facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://web.cdslindia.com/myeasitoken/home/login/">https://web.cdslindia.com/myeasitoken/home/login/</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>b) Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>).</li> <li>c) On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</li> <li>d) Click on Company name or e- voting service provider name, i.e., KFintech to cast your vote.</li> </ol> </li> <li>2. Shareholders who have not registered for Easi/ Easiest facility may follow the below steps:               <ol style="list-style-type: none"> <li>a) To register for this facility, visit the URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/</a>.</li> <li>b) On completion of the registration formality, follow the steps provided above.</li> </ol> </li> <li>3. Shareholders may alternatively vote through the e-voting website of CDSL in the manner specified below:               <ol style="list-style-type: none"> <li>a) Visit the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>b) Enter the demat account number and PAN.</li> <li>c) Enter OTP received on mobile number &amp; email registered with the demat account for authentication.</li> </ol> </li> </ol> | <p>Shareholders may alternatively log- in using the credentials of the demat account through their Depository Participants registered with NSDL/CDSL for the e-voting facility. On clicking the e-voting icon, shareholders will be re-directed to the NSDL/CDSL site, as applicable, on successful authentication. Shareholders may then click on Company name or e-voting service provider name, i.e., KFintech and will be redirected to KFintech website for casting their vote.</p> |

| MODES OF E-VOTING | THROUGH DEPOSITORIES   |  | THROUGH DEPOSITORY PARTICIPANTS |
|-------------------|--|--|---------------------------------|
|                   | NSDL   | CDSL   |                                 |
|                   | <p>d) Post successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page.</p> <p>e) Click on company name or e-Voting service provider name, i.e., KFintech and you will be redirected to KFintech website for casting your vote. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>    </p> | <p>d) Post successful authentication, the shareholder will receive links for the respective e-voting service provider, i.e., KFintech where the e-voting is in progress.</p> <p>4. For any technical assistance, Shareholders may contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no.: 1800225533.</p> |                                 |
|                   | <p>4. For any technical assistance, Shareholders may contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 18001020990.</p>   |  |                                 |

| MODE OF E-VOTING   | THROUGH KFINTECH  |
|--|---|
| <b>Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode</b> | <ol style="list-style-type: none"> <li>1. In case a Shareholder receives an email from KFintech [for Shareholders whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions:               <ol style="list-style-type: none"> <li>a) Visit the following URL: <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a></li> <li>b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.</li> <li>c) After entering these details appropriately, click on "LOGIN".</li> <li>d) You will now reach password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on your first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.</li> <li>e) You need to login again with the new credentials.</li> <li>f) On successful login, the system will prompt you to select the "EVENT" and click on 'Wipro Limited'.</li> </ol> </li> <li>2. For obtaining the User ID and Password for e-voting, Shareholders may refer the instructions below:               <ol style="list-style-type: none"> <li>a) If the mobile number of the Shareholder is registered against Folio No./DP ID Client ID, the Shareholder may send SMS: MYEPWD E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399<br/>                   Example for NSDL - MYEPWD IN12345612345678<br/>                   Example for CDSL - MYEPWD 1402345612345678<br/>                   Example for Physical - MYEPWD XXXX1234567890</li> <li>b) If e-mail address or mobile number of the Shareholder is registered against Folio No./DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the Shareholder may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>c) Shareholder may call KFintech toll free number 1800-3094-001 for any assistance.</li> <li>d) Shareholder may send an e-mail request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. However, KFintech shall endeavor to send User ID and Password to those new Shareholder whose e-mail IDs are available.</li> </ol> </li> </ol> |

## GENERAL INSTRUCTIONS ON E-VOTING

- 1) Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/“Forgot Password” options available on the websites of Depositories/Depository Participants.
- 2) The remote e-voting period commences at 9 AM IST on Sunday, July 14, 2024 and ends at 5 PM IST on Wednesday, July 17, 2024. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, July 11, 2024, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 3) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, July 11, 2024.
- 4) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date of Thursday, July 11, 2024, under “FOR/AGAINST” for each item of the notice separately or alternatively, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- 5) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 6) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- 7) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- 8) In case of any query and/or grievance, in respect of voting by electronic means through KFinTech, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> or may contact Ms. Swati Reddy, Manager (Unit: Wipro Limited) of KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 or at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)/[evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech’s toll free No. 1-800-3094-001 for any further clarifications.
- 9) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 10) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before Monday, July 22, 2024 and will also be displayed on the website of the Company ([www.wipro.com](http://www.wipro.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

## INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC

- 1) Members may access the platform to attend the AGM through VC at <https://www.wipro.com/investors/AGM-2024/> by providing their DP ID- Client ID/Folio No., as applicable, as the credentials.
- 2) The facility for joining the AGM shall open 30 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 30 minutes after such scheduled time.
- 3) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
- 4) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
- 5) Members who may want to express their views or ask questions at the AGM may visit <https://www.wipro.com/investors/AGM-2024/> to register, by mentioning their name, demat account number/folio number, email ID and mobile number. The window for registration shall remain open until 5 PM IST, Sunday, July 14, 2024. The Company will subsequently communicate the link for participation at the AGM to all such registered members.