



June 5, 2023

The Manager - Listing
BSE Limited
(BSE: 507685)

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

Dear Sir/Madam,

Sub: Minutes of the Resolution passed by way of Postal Ballot by remote e-voting process

We are enclosing copy of the minutes of resolution passed by way of postal ballot by remote e-voting process on June 1, 2023. The results of postal ballot were announced vide our letter dated June 2, 2023.

This is for your information and records.

For Wipro Limited

**M Sanaula Khan
Company Secretary**

Encl: As above

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WIPRO LIMITED

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON JUNE 01, 2023, RESULTS OF WHICH WERE DECLARED ON JUNE 2, 2023

At its meeting held on April 27, 2023, the Board of Directors (“**Board**”) of the Company approved the proposal to conduct a Postal Ballot pursuant to section 110 of the Company’s Act 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”) to seek approval of the Members for the following resolution:

1. Approval for Buyback of Equity Shares (Special Resolution)

The Board appointed Mr. V. Sreedharan/Ms. Devika Sathyanarayana/Mr. Pradeep B. Kulkarni, Partners of V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through KFIN Technologies Limited, the Registrar and Transfer Agent. The e-voting period commenced at 9 a.m. IST on Wednesday, May 3, 2023 and ended at 5 p.m. IST on Thursday, June 1, 2023. A newspaper advertisement as required under the Companies Act, 2013 was published in Business Standard -all editions and Kannada Prabha (regional newspaper- Kannada Language) newspapers on May 4, 2023.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on June 2, 2023. Summary of the Scrutinizer’s Report is as under:

1. As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19” issued by the Ministry of Corporate Affairs, the postal ballot notice dated April 27, 2023 was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Friday, April 28, 2023.
2. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
3. The votes cast through electronic means were unblocked on June 1, 2023 at 5.01 PM.
4. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on Friday, April 28, 2023.
5. Votes cast through electronic means up to 5.00 PM of June 1, 2023 being the last time and date fixed by the company for voting through electronic means were considered for scrutiny.

6. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated June 2, 2023 to the Chairman of the Company.

The details of voting on the special resolution as per the Scrutinizer's report are as under:

1. Approval for Buyback of Equity Shares

RESOLVED THAT pursuant to the provisions of Article 8.2 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), the Companies (Share Capital and Debentures) Rules, 2014 and Rule 22 of the Companies (Management and Administration) Rules, 2014 to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (the "**Buyback Regulations**"), including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements), approval of the shareholders be and is hereby accorded for the buyback by the Company of up to 26,96,62,921 (Twenty Six Crore Ninety Six Lakh Sixty Two Thousand Nine Hundred and Twenty One only) fully paid-up equity shares of Rs. 2/- (Rupees Two only) each of the Company ("**Equity Shares**") representing up to 4.91% of the total number of the Equity Shares in the paid-up Equity Share Capital of the Company at a price of Rs. 445/- (Rupees Four Hundred and Forty-Five only) per Equity Share ("**Buyback Price**") payable in cash for an aggregate amount of up to Rs. 120,00,00,00,000 (Rupees Twelve Thousand Crores only) ("**Buyback Size**"), which is 20.95% and 17.86% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements, of the Company as at March 31, 2023, whichever sets out a lower amount, on a proportionate basis through the "**tender offer**" route as prescribed under the Buyback Regulations, from all of the shareholders who hold Equity Shares as of the record date ("**Buyback**") and the Buyback Size does not include transaction costs viz. brokerage, applicable taxes such as Buyback tax, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India ("**SEBI**"), advisors/legal fees, public announcement publication expenses and other incidental and related expenses, etc.

RESOLVED FURTHER THAT all of the shareholders of the Company will be eligible to participate in the Buyback including: (i) promoters and promoter group of the Company (including members thereof) and their associates who hold Equity Shares as of the record date, persons in control (including such persons acting in concert) who hold Equity Shares as of the record date; and (ii) holders of American Depositary Receipts ("**ADRs**") evidencing American Depositary Shares ("**ADSs**") representing Equity Shares of the Company who cancel any of their ADRs and withdraw the underlying Equity Shares prior to the record date such that they become shareholders of the Company and hold Equity Shares as of the record date.

RESOLVED FURTHER THAT the Buyback shall have reservation for small shareholders in accordance with the provisions of the Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer under Takeovers, Buy Back and Delisting” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, read with SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any amendments or statutory modifications for the time being in force.

RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians, shareholders of foreign nationality and holders of ADRs, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, determination of the Buyback Size on a consolidated basis, time frame for completion of Buyback; appointment of merchant banker, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, secretarial auditors, consultants/intermediaries/agencies, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the public announcement, the letter of offer with SEBI, the Stock Exchanges where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement, letter of offer, opening, operation and closure of necessary accounts including escrow account, special payment account with the bank, entering into escrow agreements as required under the Buyback Regulations, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, approving the split of physical share certificates and transfer of shares, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, and filing such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with SEBI, RBI, Stock Exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholders to offer and/or any obligation on the part of the Company or the Board to Buyback any shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee constituted is hereby empowered and authorised on behalf of the Company to accept and make any alteration(s) or modification(s) to the terms and conditions (including increasing the Buyback price without change in the aggregate size of the Buyback) as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorised by the Board may, in its/such person's absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

Result of voting through Postal Ballot by remote e-voting was as follows:

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e. 28/04/2023) 5,48,80,80,229 Equity Shares)
	No. of member voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
e-votes with assent for the Resolution as a percentage of net valid shares polled	7,126	4,78,00,33,856	99.90
e-votes with dissent for the Resolution as a percentage of net valid shares polled	766	47,15,547	0.10

The Chairman noted the results of voting as stated above and it was declared and recorded that the special resolution as set out in the Notice of Postal Ballot dated April 27, 2023, was duly passed by the shareholders on June 01, 2023 with requisite majority.

**Sd/-
CHAIRMAN**