August 14, 2018

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: Submission under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

We are enclosing herewith the following with regard to the meeting of the Equity Shareholders and Unsecured Creditors of Wipro Limited, as directed by the Bengaluru Bench of the National Company Law Tribunal at Bengaluru by an order dated on August 10, 2018 under sub-section (1) of section 230 of the Companies Act, 2013, which shall be held on Wednesday, the 19th day of September 2018 at 10 AM & 12 noon respectively:

1. Copy of the Notice, Explanatory statement and Scheme of Amalgamation of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, New Logic Technologies SARL, and Appirio India Cloud Solutions Private Limited (**"Transferor Companies"**) with Wipro Limited ("**Transferee Company**").

2. Copy of the Postal Ballot form with instructions.

The aforesaid documents are being sent to all eligible shareholders and Unsecured Creditors and are also available on the website of the company at https://www.wipro.com/investors/scheme-of-amalgamation/.

This is for your information and records.

Thanking you,

**For WIPRO LIMITED**

WIPRO LIMITED BENGALURU - 560035

**M Sanaulla Khan**
**Company Secretary**

ENCL: As above.

Registered Office:
Wipro Limited
Doddakannelli
Sarjapur Road
Bengaluru 560 035
India

T : +91 (80) 2844 0011
F : +91 (80) 2844 0054
E : info@wipro.com
W : wipro.com
C : L32102KA1945PLC020800

**Wipro Limited**
**Registered Office: Doddakannelli, Sarjapur Road, Bangalore-560 035**
**Corporate Identity Number (CIN): L32102KA1945PLC020800**
**Phone: + 91 80 28440011; Fax: +91 80 28440054;**
**Email: corp-secretarial@wipro.com; Website: www.wipro.com**

# NOTICE TO EQUITY SHAREHOLDERS
# NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF WIPRO LIMITED CONVENED PURSUANT TO THE ORDER DATED AUGUST 10, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

| | |
|---|---|
| **Day** | **Wednesday** |
| **Date** | **September 19, 2018** |
| **Time** | **10 am** |
| **Venue** | **Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035** |

## POSTAL BALLOT AND E-VOTING

| | |
|---|---|
| **Start Date** | **Monday, August 20, 2018 at 9 AM IST** |
| **End Date** | **Tuesday, September 18, 2018 at 5 PM IST** |


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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL**
**BENGALURU BENCH**
**C.A. (CAA) NO. 30/BB/18**
**IN THE MATTER OF SECTIONS 230 TO 232 READ WITH 234 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER**
**AND**
**IN THE MATTER OF SCHEME OF AMALGAMATION**
**OF**
**WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

**Wipro Limited**
(CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India

APPLICANT/TRANSFEREE COMPANY

**FORM NO. CAA-2**

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF WIPRO LIMITED, THE APPLICANT COMPANY, PURSUANT TO THE ORDER DATED AUGUST 10, 2018 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH**

To,
The Equity Shareholders of Wipro Limited **("Applicant Company"** or **"Wipro"** or **"Transferee Company"** or **"Company")**

TAKE NOTICE that by an Order dated August 10, 2018 ("**Order**"), the Bengaluru Bench of the Hon'ble National Company Law Tribunal **("Hon'ble NCLT")** has directed a meeting of Equity Shareholders **("Shareholders")** of the Transferee Company to be held for the purpose of considering, and if thought fit, approving with or without modification (s), the scheme of amalgamation for merger of the businesses of the industrial undertakings of **Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited ("Transferor Companies") with Wipro Limited ("Transferee Company")** under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder ("**Scheme of Amalgamation**" or "**Scheme**").

TAKE FURTHER NOTICE that in pursuance of the Order and as directed therein, a meeting of the Shareholders of the Transferee Company will be held at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035 on Wednesday, September 19, 2018 at 10 AM and you are requested to attend the same.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Company at Doddakannelli, Sarjapur Road, Bangalore- 560 035, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Form of proxy is attached with this notice.

TAKE FURTHER NOTICE that the Hon'ble NCLT has appointed Mr. Azim Premji, Chairman and Managing Director, failing him Mr. Rishad A Premji, Executive Director and Chief Strategy Officer, failing him, Mr. B C Prabhakar, Advocate, failing him Mr. Saji P John, Advocate, as the Chairperson of the said meeting. The abovementioned Scheme of Amalgamation, if approved by the Shareholders, will be subject to the subsequent approval of the Hon'ble NCLT and other applicable regulatory authorities.

This notice is given for transacting the special business mentioned below to be passed through voting at such Hon'ble NCLT Convened Meeting or by remote e-voting or by Postal Ballot, pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** and Section 108 and 110 of the Companies Act, 2013 read with the relevant rules made thereunder.

The Board of Directors of the Company, at its meeting held on April 25, 2018, approved the above-mentioned Scheme of Amalgamation, subject to approval of the Shareholders and Unsecured Creditors of the Company, as may be required, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The voting rights of Shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on Friday, August 10, 2018 **("Cut-off Date").**

The Shareholders are requested to consider and, if thought fit, approve with or without modification(s), the following resolutions under Sections 230 to 232 read with Section 234 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited.

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 234 and other applicable provisions, if any, of the Companies Act, 2013, rules, circulars, notifications, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ("**Board**"), which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited **("Scheme'),** be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation/merger embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or such other regulatory/statutory authorities while sanctioning the amalgamation/merger embodied in the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Sections 230, 232, 234 read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20, 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the SEBI Listing Regulations; and (v) Secretarial Standards on General Meetings, the Transferee Company has also provided the facility of voting prior to the meeting through Postal Ballot and e-voting, so as to enable the Shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Shareholders of the Transferee Company to the Scheme shall be carried out through (i) Postal Ballot (ii) remote e-voting and (iii) e-voting at the venue of the meeting to be held on September 19, 2018 at 10 AM.

The Explanatory Statement under Sections 230, 232 read with Sections 234 and 102 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, the Scheme and the other enclosures as indicated in the index are enclosed.

**Place: Bengaluru**
**Date: August 10, 2018**

**For and on behalf of the Board of Directors of Wipro Limited**

**Azim H Premji**
**Chairman and Managing Director**
**DIN: 00234280**
**Chairperson appointed for the meeting**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, along with applicable rules thereunder and provisions of Sections 230, 232 read with Section 234 of the Companies Act, 2013 setting out material facts forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other Member.
4. The Notice is being sent to the Members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively, the "**Depositories**") as on Friday, August 10, 2018. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, August 10, 2018 will be considered for the purpose of voting. Members can opt for only one mode of voting, i.e. either by remote e-voting or Postal Ballot or voting at the venue of the meeting. If the Member has opted for e-voting, then he/she shall not be eligible

to vote by Postal Ballot also and vice versa. However, in case the Member casts the vote both via Postal Ballot and e-voting, voting validly done through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

6. The Company shall make arrangements for the Members to cast their votes at the meeting, for those members attending the meeting who have not cast their vote either through remote e-voting or Postal Ballot. The Members who have cast their vote by remote e-voting or by Postal Ballot, prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, August 10, 2018. A person who is not a member on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Karvy Computershare Private Limited ("**Karvy**"). The instructions for e-voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage pre-paid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 hours IST) on September 18, 2018. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any Postal Ballot received after 17:00 hours IST on September 18, 2018, will be considered invalid.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. The resolution shall be deemed to be passed on the date of the meeting i.e. September 19, 2018, subject to the receipt of the requisite number of votes cast in favour of the resolution.
13. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the advertisement of the notice convening the aforesaid meeting and information on postal ballot/e-voting will be published in Business Standard in English language and in Vijaya Karnataka in Kannada language.
14. All alterations made in the proxy form should be initialed.
15. It is further clarified that the Proxies can vote only at the Meeting and not through any other mode.
16. A Member or his/her Proxy is requested to bring the copy of the Notice to the Meeting and produce the Attendance Slip, duly completed and signed at the entrance of the Meeting venue.
17. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification at the Meeting.
18. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the register of members of the Company/list of beneficial owners as received from the Depositories in respect of such joint holding will be entitled to vote.
19. A Shareholder (in case such Shareholder is an individual) or the authorized representative of the Shareholder (in case such Shareholder is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card) to the meeting.
20. The voting by the Shareholders through the Postal Ballot and e-voting shall commence on **Monday, August 20, 2018 at 9 AM IST** and ends on **Tuesday, September 18, 2018 at 5 PM IST** (inclusive of both the days).
21. As directed by Hon'ble NCLT, the notice, together with the documents accompanying the same, is being sent to all the Shareholders through the permitted mode(s) i.e. by registered post or speed post or courier service or electronically by e-mail to those Shareholders who have registered their email ids with the Transferee Company/Registrar & Share Transfer Agent (RTA)/NSDL and CDSL, and whose names appear in the register of members/list of beneficial owners as received from NSDL and CDSL as on Friday, August 10, 2018. The Notice is also displayed on the website of the Company (www.wipro.com).
22. Members who have received the notice by e-mail and who wish to vote through Postal Ballot, can download the Postal Ballot Form from the Company's website www.wipro.com. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to corp-secretarial@wipro.com. The RTA shall forward the same along with postage prepaid self-addressed business reply envelope to the Member.
23. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company at Doddakannelli, Sarjapur Road, Bangalore- 560 035, upto and including September 18, 2018 on all working days between 10.00 AM and 12.00 Noon (except Saturdays, Sundays and public holidays).
24. The Hon'ble National Company Law Tribunal, Bengaluru bench, has appointed Mr. V Sreedharan, Practising Company Secretary and Partner of V Sreedharan & Associates as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company.
26. 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, on or before Friday, September 21, 2018 at the registered office and will also be displayed on the website of the Company (www.wipro.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

**General information and instructions relating to e-voting**

i. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 10, 2018 only shall be entitled to avail the facility of e-voting.
ii. Any person who becomes a Member of the Company after dispatch of the Notice and holds the shares as on the cut-off date i.e. August 10, 2018, may obtain the User ID and password in the manner as mentioned below:

a. If the mobile number of the Member is registered against Folio No/DP ID Client ID, the member may send SMS: **MYEPWD**<space>E-voting Event Number+Folio No. or DP ID Client ID to **+91 9212993399**
   Example for NSDL: MYEPWD <SPACE> IN12345612345678
   Example for CDSL: MYEPWD <SPACE> 1402345612345678
   Example for Physical: MYEPWD <SPACE> XXX1234567890
b. If e-mail address of the Member is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.karvy.com, the Member may click "Forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
c. Members may call Karvy's toll free number 1-800-3454-001
d. Members may send an e-mail request to evoting@karvy.com. If the Member is already registered with the Karvy e-voting platform then such Member can use his/her existing User ID and password for casting the vote through e-voting.

iii. The e-voting facility will be available during the following period:
   a. Commencement of e-voting: **Monday, August 20, 2018 at 9 AM IST**
   b. End of e-voting: **Tuesday, September 18, 2018 at 5 PM IST**
      The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

iv. In case of any queries or grievances, with regard to e-voting, Members can Contact Mr. B. Srinivas, Manager, Karvy Computershare Private Limited at Contact No.: 040-67162222, email id: einward.ris@karvy.com

**Instructions and other information relating to e-voting:**

**A. In case of Members receiving an e-mail from Karvy Computershare Private Limited [for Members whose e-mail addresses are registered with the Company/Depository Participants(s)]**

(i) Launch internet browser by typing the following URL https://evoting.karvy.com
(ii) Put user ID and password as initial password noted in step (i) above. Click Login.
(iii) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
(iv) You need to log in again with the new credentials.
(v) On successful login system will prompt to select the e-voting event number of **Wipro Limited.**
(vi) If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any company, then your existing login id and password are to be used.
(vii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(viii) Once you have voted on the resolution, you will not be allowed to modify your vote.
(ix) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly Authorised signatory (ies) who are Authorised to vote, to the Scrutinizer through e-mail ID compliance@sreedharancs.com with a copy marked to evoting@karvy.com.

**B. In case a Member receives physical copy of the Postal Ballot Notice and Postal Ballot Form**

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form

| EVENT (E-Voting Event Number) | User ID | Password / PIN |
|---|---|---|
| | | |

Please follow all steps from Sl. No. (i) to Sl. No. (ix) as mentioned in (A) above, to cast vote.
(ii) Please contact toll free No. **1-800-34-54-001** for any further clarifications.
(iii) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote

**Place: Bengaluru**
**Date: August 10, 2018**

**For and on behalf of the Board of Directors of Wipro Limited**

**Azim H Premji**
**Chairman and Managing Director**
**DIN: 00234280**
**Chairperson appointed for the meeting**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL**
**BENGALURU BENCH**
**C.A. (CAA) NO. 30/BB/18**
**IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER APPLICABLE PROVISIONS OF THE**
**COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**
**AND**
**IN THE MATTER OF SCHEME OF AMALGAMATION**
**OF**
**WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO LIMITED**

**Wipro Limited** (CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India — APPLICANT/TRANSFEREE COMPANY

**EXPLANATORY STATEMENT UNDER SECTIONS 230, 232 READ WITH SECTION 234 AND SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. This is the Statement accompanying the Notice convening the meeting of the Equity Shareholders **("Shareholders")** of the Applicant Company pursuant to the Order dated August 10, 2018 passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench **("NCLT"),** in the Company Application Number C.A. (CAA) No. 30/BB/2018, to be held at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035, on Wednesday, September 19, 2018 at 10 AM, for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of **Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited ("Transferor Companies") with Wipro Limited ("Transferee Company")** under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (the "**Scheme of Amalgamation**" or "**Scheme**")**.**
2. Notice of the said meeting together with the copy of the Scheme of Amalgamation is sent herewith. This statement explaining the terms of the Scheme of Amalgamation is being furnished as required under Sections 230, 232 read with Section 234 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013.

   A copy of the Scheme which has been approved by the Board of Directors of the Company is enclosed herewith. The other definitions contained in the Scheme shall also apply to this Explanatory Statement.

**Details of the Transferor Companies:**

3. Wipro Technologies Austria GmbH (hereinafter also referred to as the "**Transferor Company 1**") having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 158560 b. The Company was incorporated on April 30, 1997 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 1 is situated at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria. E-mail address for all communications is corp.secretarial@wipro.com.
4. Wipro Information Technology Austria (hereinafter also referred to as the "**Transferor Company 2**") having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 269351 f. The Company was incorporated on October 6, 2005 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 2 is situated at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria. E-mail address for all communications is corp.secretarial@wipro.com
5. NewLogic Technologies SARL (hereinafter also referred to as the "**Transferor Company 3**") is a French limited liability company registered with the Nanterre Trade and Companies register under n° 428 207 906. The Company was incorporated on December 1, 1999 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 3 is situated at Tour Prisma, 4-6 Avenue d'Alsace 92400 Courbevoie – Paris la Défense. E-mail address for all communications is corp.secretarial@wipro.com
6. Appirio India Cloud Solutions Private Limited (hereinafter also referred to as "**Transferor Company 4**") was incorporated on April 5, 2013 with Corporate Identification Number (CIN) U72200KA2013FTC112246. The Transferor Company 4 is a cloud application services provider engaged *inter alia* in the business of developing, integrating, designing and maintaining cloud applications. The Registered office of Transferor Company 4 is situated at SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore- 560035. The PAN of Transferor Company 4 is AALCA5279K. E-mail address for all communications is corp.secretarial@wipro.com

7. As on May 2, 2018, the Transferor Company 4 had no secured creditors. The Transferor Company 4 had 2 unsecured creditors as on May 2, 2018, and the total amount due and payable to them was Rs. 28,60,335 & USD 44,419.51 respectively.
8. There has been no change in the Registered Office and Objects of the Transferor Company 1, 2 and 3 during the last five years.
9. The Registered Office of the Transferor Company 4 was shifted from Fourth Floor, Tower B-1 Evolve Mahindra World City Jaipur 302037 to SJP-1, A Block, Doddakannelli, Sarjapur Road Bangalore 560035 with effect from April 1, 2018. There has been no change in the object clause of the Transferor Company 4.
10. The main objects as per the Memorandum of Association and the main business carried on by the Transferor Company 4 are as follows:
    1. *To carry on the business of developing, improving, designing, repairing, testing, debugging and maintaining of cloud applications in the information technology sector, in India and elsewhere, in order to assist customers with adoption and integrating as part of their business, cloud-based applications and platforms.*
    2. *To obtain, render any technical and engineering information, assistance and service, knowhow and expert advice for installation of software, equipment, system programmes, data including providing software as a service (SaaS) and its operations, maintenance and repairs whether in India or elsewhere*
11. The Transferor Companies are not listed on any stock exchange.
12. The Transferee Company owns 100% of the membership interest in the Transferor Companies and is the promoter of all the Transferor Companies within the definition under Companies Act, 2013. Registered office of the Transferee Company is situated at Doddakannelli, Sarjapur Road, Bangalore 560 035.
13. As on the date of this Notice, the Board of Directors/Managers of Transferor Companies along with their addresses are as follows:

| | **Name of the Board of Directors/Managers** | **Address** |
|---|---|---|
| **Transferor Company 1** | Elke Kueng | Kirchgasse 13/5, 6712 Thuringen |
| | Balaji Kannan | Hermann-Brill-Strasse 12 in 65931 Frankfurt am Main, Germany |
| **Transferor Company 2** | Elke Kueng | Kirchgasse 13/5, 6712 Thuringen |
| | Balaji Kannan | Hermann-Brill-Strasse 12 in 65931 Frankfurt am Main, Germany |
| **Transferor Company 3** | Ashish Chawla | 2200 East Brunswick, 2 Tower Center Blvd, New Jersey, 08816, United States of America |
| | Sukanta Kundu | E-014,Gopalan Habitat Splendour Apartment ITPL Road, Bangalore -560037 |
| **Transferor Company 4** | Bhanumurthy B M | Flat 106, Vars Fantasy Apartments 1st Main, Kodihalli Bangalore-560 008 |
| | Aravind Viswanathan | Palm 801 SJR Park Vista Harlur Road Off Sarjapur Road, Ambalipura Bangalore-560 102 |
| | Balasubramanian K | H305, Purva Fountain Square, Airport Road, Marathahalli, Bangalore- 560 037 |

**Details of the Transferee Company:**

14. Wipro Limited was incorporated on December 29, 1945 under the Companies Act, 1913 under the name and style of Western India Vegetable Products Limited, and subsequently changed its name to Wipro Products Limited on June 7, 1977, and to the present name Wipro Limited on April 28, 1984. The Transferee Company is a public limited company with its present registered office situated at Doddakannelli, Sarjapur Road, Bangalore-560 035. The Transferee Company is a leading global information technology (IT), consulting and business process services company engaged in the business of manufacture or production and licensing of computer software, provision of IT enabled services and trading in IT products. The CIN of the Transferee Company is L32102KA1945PLC020800. The Permanent Account Number of the Transferee Company is AAACW0387R. The e-mail address for all communications is corp.secretarial@wipro.com.
15. The Transferee Company is a Public Listed Company with its equity shares listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the American Depositary Receipts listed on the New York Stock Exchange.
16. The main Objects as per the Memorandum of Association and main business of the Transferee Company is as follows:

    *a. 22 To undertake and carry on the business of providing all kinds of information technology based and enabled services in India and internationally, electronic remote processing services, eServices, including all types of Internet-based/Web enabled services, transaction processing, fulfilment services, business support services including but not limited to providing financial and related services of all kinds and description including billing services, processing services, database services, data entry business marketing services, business information and management services, training and consultancy services to businesses, organizations, concerns, firms, corporations, trusts, local bodies, states, governments and other entities; to establish and operate service processing centers for providing services for back office and processing requirements, marketing, sales, credit collection services for companies engaged in the business of remote processing and IT enabled services from a place of business in India or elsewhere, contacting & communicating to and on behalf of overseas customers by voice, data image, letters using dedicated international private lines; and to handle business process management, remote help desk management; remote management; remote customer interaction, customer relationship management and customer servicing through call centres, email*

*based activities and letter/fax based communication, knowledge storage and management, data management, warehousing, search, integration and analysis for financial and non financial data.*

*a.23 To act as information technology consultants and to operate a high technology data processing center for providing information processing, analysis, development, accounting and business information and data to customers in India and internationally; to carry on the business of gathering, collating, compiling, processing, analysing, distributing, selling, publishing data and information and including conduct of studies and research, and marketing of information and services and providing access to information regarding financial operations and management, financial services, investment services business and commercial operations, financial status, creditworthiness and rating, consumer responses and management of businesses of all kinds and descriptions by whatever name called."*

17. There has been no change in name, registered office and objects of the Transferee Company during the last five years.
18. Details of the capital structure of the Transferee Company including Authorised, Issued, Subscribed and Paid up Share Capital as on June 30, 2018 are as follows:

| Particulars | Amount (Rs.) |
|---|---|
| **Authorised Share Capital** | 11,000,000,000/- |
| 5,500,000,000 Equity Shares of Rs.2 each | 250,000,000/- |
| 25,000,000 Preference Shares of Rs. 10 each | |
| 150,000 10% Optionally Convertible Cumulative Preference Shares of Rs. 100 each | 15,000,000/- |
| **Total** | **11,265,000,000/-** |
| **Issued, Subscribed and Paid up Share Capital** | |
| 4,523,995,447 Equity Shares of Rs.2 each, fully paid-up | 9,047,990,894/- |
| **Total** | **9,047,990,894/-** |

19. As on April 30, 2018, the Transferee Company has 4,628 unsecured creditors and the total amount due and payable by the Transferee Company to the said unsecured creditors is 16,20,99,33,072/- (Rupees One Thousand Six Hundred Twenty Crores Ninety Nine Lakhs Thirty Three Thousand and Seventy Two only). As on April 30, 2018, the Transferee Company has no secured creditors
20. The details of Promoters and Promoter Group shareholders of Transferee Company are as follows:

| Sl. No. | Name | Address | No. of equity shares held | Percentage shareholding (%) |
|---|---|---|---|---|
| 1. | Azim H Premji | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 18,68,10,200 | 4.13 |
| 2. | Yasmeen A Premji | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 21,25,332 | 0.05 |
| 3. | Rishad A Premji | C-8, Epsilon Villa, Yemlur Marathahalli, Bangalore- 560037 | 13,73,332 | 0.03 |
| 4. | Tariq A Premji | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 5,30,000 | 0.01 |
| 5. | Mr. Azim Hasham Premji Partner Representing Hasham Traders | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 74,19,12,000 | 16.4 |
| 6. | Mr. Azim Hasham Premji Partner Representing Prazim Traders | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 89,08,13,582 | 19.69 |
| 7. | Mr. Azim Hasham Premji Partner Representing Zash Traders | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 90,32,39,580 | 19.97 |
| 8. | Hasham Investment and Trading Co Private Limited | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 11,25,996 | 0.02 |
| 9. | Azim Premji Trust[1] | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 61,84,61,626 | 13.67 |
| 10. | Azim Premji Philanthropic Initiatives Private Limited[2] | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 1,56,06,157 | 0.34 |

Note:
1. Mr. Azim H Premji has disclaimed the beneficial ownership of Equity Shares held by Azim Premji Philanthropic Initiatives Private Limited.
2. Mr. Azim H Premji has disclaimed the beneficial ownership of Equity Shares held by Azim Premji Trust.

21. The details of Directors (including Promoter Directors) and Key Managerial Personnel (KMP) of Transferee Company are as follows:

| Sl. No. | Name of the Directors | Designation in the Company | Address | Shareholding in Transferor Companies as on June 30, 2018 | Shareholding in Transferee Company as on June 30, 2018 |
|---|---|---|---|---|---|
| 1. | N Vaghul | Independent Director | New No 63, Old No 32, First Main Road, Raja Annamalaipuram, Chennai-600028 | - | - |
| 2. | Ashok S Ganguly | Independent Director | N6 Pemino Altamount Road Mumbai- 400026 | - | 3,734 |
| 3. | Azim H Premji | Executive Chairman & Managing Director | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore-560035 | - | 18,68,10,200 |
| 4. | M K Sharma | Independent Director | 192 Centrum Towers Barkhat Ali Road Near Wadala Flyover Wadala East Mumbai- 400037 | - | - |
| 5. | William A Owens | Independent Director | 510, Lake St B 302, Kirkland WA 98033 | - | - |
| 6. | Abidali Z Neemuchwala* | Chief Executive Officer & Executive Director | 1036 Village Pkwy Coppell TX 75019 Dallas 75019 | - | 1,60,000 |
| 7. | Rishad A Premji | Executive Director & Chief Strategy Officer | C-8, Epsilon Villa, Yemlur Marathahalli, Bangalore-560037 | - | 13,73,332 |
| 8. | Ireena Vittal | Independent Director | A2 1202-, World Spa East, Sector 30/41, Gurgaon-122001 | - | - |
| 9. | Patrick J Ennis | Independent Director | No. 1435, Forester Boulevard Sw North Bend Washington D C 98045 | - | - |
| 10. | Patrick Dupuis | Independent Director | 550 Torwood Lane, Los Altos, California 94022 | - | - |
| 11. | Jatin P Dalal^ | Chief Financial Officer | 262, Embasy Meadows, 8th Cross, 1st A Main, St Bed Layout, Koramangala, 4th Block, Bengaluru- 560034 | - | 17,888 |
| 12. | M Sanaulla Khan | Company Secretary | 107D, Mulberry Woods, carmelaram, Sarjapur Road, Bangalore- 560 035 | - | - |

*represents ADS having underlying equity shares.
^includes equity shares held jointly by Mr. Jatin P Dalal and a member of his immediate family.

22. The Transferor Companies are wholly owned subsidiaries of the Transferee Company and no other Companies are part of the Scheme.
23. The following are the salient features of the scheme. Please refer to the Scheme of Amalgamation enclosed herewith for complete details.
    a) The Scheme envisages the amalgamation of the Transferor Companies, Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited in accordance with the provisions of Sections 230 to 232 read with Section 234 of the Companies Act, 2013.
    b) The appointed date of the Scheme is April 1, 2018.
    c) Effective Date of the Scheme of Amalgamation shall mean the last of dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 18 of the Scheme of Amalgamation is fulfilled.
    d) Upon coming into effect of the Scheme of Amalgamation and with effect from the Appointed Date, and subject to the provisions of the Scheme of Amalgamation including in relation to the mode of transfer and vesting, the entire business and Undertaking of the Transferor Companies including all of the assets, both movable and immovable, tangible and intangible, investments, rights, title and interests shall, under the provisions of Sections 230 to 232 read with Section 234 of the Companies Act, 2013 and applicable provisions of the Austrian Law and the French Law and pursuant to the order of the National Company Law Tribunal sanctioning the Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

e) Upon the Scheme of Amalgamation becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies.

Note: The aforesaid are only the salient features of the Scheme. Members are requested to read the entire text of the Scheme annexed hereto and get fully acquainted with the provisions thereof.

24. The Transferor Companies are the wholly owned subsidiaries of the Transferee Company and the entire share capital of Transferor Companies is held by the Transferee Company. Thus, there is no share exchange ratio involved in the Scheme of Amalgamation. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.
25. As mentioned above, the Transferor Companies are wholly owned subsidiaries of the Transferee Company and no shares are being issued by the Transferee Company to the members of the Transferor Companies. Therefore, no valuation is required to be done.

**Approvals**

26. The Scheme is conditional upon and subject to necessary sanctions and approvals as set out in the Scheme. The Transferee Company has made an application seeking no-objection/approval of the Reserve Bank of India for the proposed merger and the same is awaited.
27. The sole shareholder of the Transferor Company 1, 2 and 3 has approved the Scheme of Amalgamation. The Board of Directors of the Transferor Company 4 has approved the Scheme on April 25, 2018.
28. Similarly, the Transferee Company at its Board Meeting held on April 25, 2018, approved the Scheme of Amalgamation and all Directors of the Board were present at the meeting in person and voted in favour of the resolution. Names of the Directors are provided in Sl. Nos. 1 to 10 of the table under para 21 above.
29. The Transferee Company has filed a copy of the Scheme with BSE and NSE vide its letter dated May 7, 2018. Since the Scheme is between a parent Company and its wholly owned subsidiaries, as per Regulation 37(6) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the same does not require prior approval of the Securities and Exchange Board of India or any of the stock exchanges. The Transferee Company has also filed a copy of the Scheme with the Registrar of Companies, Bangalore.

**Rationale and Benefits of the Amalgamation**

30. The proposed amalgamation between the Transferor Companies and the Transferee Company shall result in the following benefits, amongst others, to both companies, their respective members and creditors:

    a) The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.
    b) The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services/software and technology related services markets. This will also enable the Transferee Company to address newer solutions and services to its customers and to the Transferor Companies' customers and enhance its marketing capabilities.
    c) Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure.
    d) Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
    e) Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities and countries.
    f) The banks, creditors and financial institutions, if any, of the Transferor Companies will not be adversely affected by the proposed amalgamation as their existing security, if any, on any outstanding borrowings/credit facility is maintained.

**General**

31. The services of all the employees of the Transferor Companies shall stand transferred to the Transferee Company on the terms and conditions not less beneficial to such employees than those subsisting with reference to the Transferor Companies. The services of such employees shall not be treated as broken or interrupted for the purpose of employee benefits.
32. Since the proposed Scheme of Amalgamation does not involve any compromise or arrangement with the creditors, the rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme.
33. There will be no change in the Board of Directors or the KMP of the Transferee Company on account of the Scheme of Amalgamation. The Transferor Companies shall cease to exist and thus the question of any change in the Directors and KMP of the Transferor Companies does not arise. Apart from the above, the Scheme does not affect the material interests of any of the KMP, Promoters, shareholders, creditors, or employees of the Transferor Companies or the Transferee Company in any manner.
34. The rights and interest of the Members and creditors of the Transferee Company and the Transferor Companies will not be prejudicially affected by the Scheme.

35. In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Transferee Company, at its meeting held on April 25, 2018, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferee Company is annexed to this Notice.
36. In compliance with Section 232(2) of the Companies Act, 2013, the Balance Sheet, Profit and Loss account and Cash Flow statement of the Transferee Company and the Transferor Companies as at March 31, 2018 have been annexed to this Notice. For the sake of brevity, the schedules and notes to the financial statements have not been annexed. However, the complete Financial Statements of the Transferee Company and the Transferor Companies as at March 31, 2018 are available on the website of the Transferee Company www.wipro.com.
37. The Transferee Company will file a petition under Sections 230-232 and Section 234 read with other relevant provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, with the Hon'ble National Company Law Tribunal, Bengaluru Bench, for sanctioning of the Scheme.
38. There are no investigations or proceedings under the provisions of Chapter XIV of the Companies Act, 2013 or winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company.
39. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.
40. In the event that the Scheme is terminated or withdrawn in the manner set out therein, the Scheme shall stand revoked, cancelled and be of no effect and null and void and in such event each party hereto shall bear and pay respective costs, charges and expenses for and or in connection with the Scheme.
41. Considering the rationale and benefits, the Board of Directors of the Transferee Company recommends the Scheme as it is in the best interest of the Company and its stakeholders.
42. None of the Directors and KMP or their relatives are interested except to the extent of their shareholdings in the Transferee Company and the Transferor Companies, if any.
43. There are no secured creditors in the Transferee Company and hence, there is no requirement to convene the meeting of the secured creditors. The meeting of the unsecured creditors of the Transferee Company is being held on Wednesday, September 19, 2018 at 12 noon for seeking approval of the Scheme of Amalgamation.

**Inspection**

44. The following documents will be available to the Members for obtaining extracts from or for making or obtaining copies of or for inspection at the Registered Office of the Transferee Company at Doddakannelli, Sarjapur Road, Bangalore-560 035, upto and including September 18, 2018 on all working days between 10 AM and 12 noon (except Saturdays, Sundays and public holidays):
    (a) Audited financial statements of the Transferee Company including consolidated financial statements as on March 31, 2018;
    (b) Financial Statements of the Transferor Companies as on March 31, 2018;
    (c) Memorandum and Articles of Association of Transferee Company and Transferor Company 4;
    (d) Constitutional documents of Transferor Company 1, 2 and 3;
    (e) Scheme of Amalgamation;
    (f) Copy of the Order dated August 10, 2018 passed by NCLT, Bengaluru Bench in C.A. (CAA) No. 30/BB/18 directing convening the meeting of the Equity Shareholders and Unsecured Creditors of the Transferee Company;
    (g) Report adopted by the Board of Directors of the Transferee Company and Transferor Company 4 under section 232(2)(c) of the Companies Act, 2013;
    (h) Copy of the resolutions passed by sole shareholder of Transferor Company 1, 2 and 3 and the Board of Directors of the Transferor Company 4 and the Transferee Company;
    (i) Register of Directors' shareholding of the Transferee Company;
    (j) The certificate dated April 25, 2018 issued by Deloitte Haskins & Sells, the Statutory Auditors of the Transferee Company, to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

**Pre and Post shareholding pattern**

45. As there is no issue of shares pursuant to the Scheme of Amalgamation, the Pre and Post amalgamation shareholding of the Transferee Company would remain unchanged. The Pre and Post shareholding pattern of the Transferee Company as on June 30, 2018 is given below:

| Sl. No. | Category | No. of shares | Percentage of shareholding |
|---|---|---|---|
| **A** | **Promoter Shareholding** | | |
| (a) | **Individuals/Hindu undivided Family** | **19,08,38,864** | **4.22** |
| | Azim Hasham Premji | 18,68,10,200 | 4.13 |
| | Yasmeen Azim Premji | 21,25,332 | 0.05 |
| | Rishad Azim Premji | 13,73,332 | 0.03 |
| | Tariq Azim Premji | 5,30,000 | 0.01 |
| (b) | Central Government/State Government(s) | 0 | 0.00 |
| (c) | Financial Institutions/Banks | 0 | 0.00 |
| (d) | **Any Other** | **3,17,11,58,941** | **70.10** |
| | Mr. Azim Hasham Premji Partner Representing Hasham Traders | 74,19,12,000 | 16.40 |
| | Mr. Azim Hasham Premji Partner Representing Prazim Traders | 89,08,13,582 | 19.69 |
| | Mr. Azim Hasham Premji Partner Representing Zash Traders | 90,32,39,580 | 19.97 |

| Sl. No. | Category | No. of shares | Percentage of shareholding |
|---|---|---|---|
| | Hasham Investment and Trading Co Private Ltd | 11,25,996 | 0.02 |
| | Azim Premji Trust | 61,84,61,626 | 13.67 |
| | Azim Premji Philanthropic Initiatives Private Limited | 1,56,06,157 | 0.34 |
| | **Sub-Total (A)(1)** | **3,36,19,97,805** | **74.32** |
| (2) | Foreign | | |
| (a) | Individuals (Non-Resident Individuals/Foreign Individuals | 0 | 0.00 |
| (b) | Government | 0 | 0.00 |
| (c) | Institutions | 0 | 0.00 |
| (d) | Foreign Portfolio Investor | 0 | 0.00 |
| (e) | Any Other | 0 | 0.00 |
| | **Sub-Total (A)(2)** | 0 | 0.00 |
| | **Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)** | **3,36,19,97,805** | **74.32** |
| **B** | **Public Shareholding** | | |
| (1) | Institutions | | |
| (a) | Mutual Funds | 12,40,51,205 | 2.74 |
| | ICICI Prudential Top 100 Fund | 9,00,47,114 | 1.99 |
| (b) | Venture Capital Funds | 0 | 0.00 |
| (c) | Alternate Investment Funds | 32,196 | 0.00 |
| (d) | Foreign Venture Capital Investors | 0 | 0.00 |
| (e) | Foreign Portfolio Investors | 39,45,81,758 | 8.72 |
| (f) | Financial Institutions/Banks | 1,72,49,817 | 0.38 |
| (g) | Insurance Companies | 14,25,60,401 | 3.15 |
| | Life Insurance Corporation of India | 13,87,25,446 | 3.07 |
| (h) | Provident Funds/Pension Funds | 0 | 0.00 |
| (i) | Any Other | | |
| | Overseas Corporate Bodies | 12,544 | 0.00 |
| | Foreign Bodies-DR | 66,561 | 0.00 |
| | Foreign Nationals | 3,72,84,874 | 0.82 |
| | **Sub Total (B)(1)** | **71,58,39,356** | **15.82** |
| (2) | Central Government/State Government(s)/President of India | 0 | 0.00 |
| | **Sub Total (B)(2)** | **0** | **0.00** |
| (3) | Non-Institutions | | |
| (a) | I. Individual shareholders holding nominal share capital up to Rs.2 lakhs | 9,02,46,023 | 1.99 |
| | II. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs | 14,37,73,051 | 3.18 |
| (b) | NBFCs Registered with RBI | 43,920 | 0.00 |
| (c) | Employee Trusts | 0 | 0.00 |
| (d) | Overseas Depositories (Holding DRs) (Balancing figure) | 10,15,09,212 | 2.24 |
| (e) | Any Other | | |
| | Trusts | 48,09,330 | 0.11 |
| | Non Resident Indians | 24,71,150 | 0.05 |
| | Clearing members | 43,77,610 | 0.10 |
| | NRI non-repatriation | 2,26,85,636 | 0.50 |
| | Bodies corporates | 5,27,79,248 | 1.17 |
| | Directors and their relatives | 3,734 | 0.00 |
| | I E P F | 12,19,549 | 0.03 |
| | **Sub Total (B)(3)** | **42,39,18,463** | **9.37** |
| | **Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)** | **1,13,97,57,819** | **25.19** |
| **C** | **Non-promoter Non-public (shares held by Employee Trust)** | **2,22,39,823** | **0.49** |
| | **Total (A+B+C)** | **4,52,39,95,447** | **100.00** |

46. As there is no issue of shares pursuant to the Scheme of Amalgamation, the post amalgamation shareholding of the Transferor Companies will stand automatically cancelled and there will be no issue and allotment of Shares. The Pre-amalgamation shareholding of the Transferor Companies as on June 30, 2018 is given below:

| Particulars of Transferor Company 1 | Amount (EUR) |
|---|---|
| Paid up Share Capital (100% held by Transferee Company) | 10,710,832 |

| Particulars of Transferor Company 2 | Amount (EUR) |
|---|---|
| Paid up Share Capital (100% held by Transferee Company) | 35,000 |

| Particulars of Transferor Company 3 | Amount (EUR) |
|---|---|
| 964,270 Shares of 0.64 Euro per share (100% held by Transferee Company) | 617,132.80 |

| Particulars of Transferor Company 4 | Amount (INR) |
|---|---|
| 800,000 Equity Shares of Rs. 10/- each (100% held by Transferee Company and its nominee) | 8,000,000 |

**Place: Bengaluru**
**Date: August 10, 2018**

**For and on behalf of the Board of Directors of Wipro Limited**

**Azim H Premji**
**Chairman and Managing Director**
**DIN: 00234280**
**Chairperson appointed for the meeting**

**SCHEME OF AMALGAMATION AND MERGER**

**OF**

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**AND**

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**AND**

**NEWLOGIC TECHNOLOGIES SARL**

**AND**

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**

**WITH**

**WIPRO LIMITED**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS**

## GENERAL

### I. PURPOSE OF SCHEME

Wipro Limited is a leading global information technology (IT), consulting and business process services company engaged in the business of manufacture or production and licensing of computer software, provision of IT enabled services and trading in IT products ("**Transferee Business**"). This Scheme (defined herein) provides for the merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited by way of amalgamation pursuant to Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013, to the extent applicable, Austria's Federal Law on the Conversion of Commercial Companies (UmwG) (defined herein) and the French Law applicable to mergers (defined herein).

Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited are wholly owned subsidiaries of Wipro Limited, which are engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services (''**Transferor Businesses**''), further explained below:

1. Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH and NewLogic Technologies SARL, which are part of the NewLogic Technologies group acquired by Wipro in 2005, are leading semi-conductor design services providers and suppliers of Intellectual Property (IP) cores for complex wireless and wireline applications. NewLogic Technologies owns IPs in this segment which contains software, silicon proven wireless LAN multi-band radio module and mixed-signal blocks.

2. Appirio India Cloud Solutions Private Limited is a cloud application services provider engaged *inter alia* in the business of developing, integrating, designing and maintaining cloud applications.

### II. RATIONALE FOR THE SCHEME

The Board of Directors/sole shareholder, as applicable, of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited, and the Board of Directors of Wipro Limited believe that the following benefits will accrue, pursuant to the amalgamation of the Transferor Companies (defined herein) into the Transferee Company (defined herein):

1. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.
2. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services/software and technology related services markets. This will also enable the Transferee Company to address newer solutions and services to its customers and to the Transferor Companies' customers and enhance its marketing capabilities.
3. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure.
4. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
5. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities and countries.
6. The banks, creditors and financial institutions, if any, of the Transferor Companies will not be adversely affected by the proposed amalgamation as their existing security, if any, on any outstanding borrowings/credit facility is maintained.

In view of the aforesaid, the Board of Directors (defined herein) of the Transferee Company and the Board of Directors/sole shareholder, as applicable, of the Transferor Companies have considered the Scheme, whereunder the entire Undertakings (defined herein) and business of the Transferor Companies would be transferred and vested with and into the Transferee Company pursuant to Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013, to the extent applicable, Austria's Federal Law on the Conversion of Commercial Companies (UmwG) and the French Law applicable to mergers.

### III. PARTS OF THE SCHEME

The Scheme is divided into following parts:

(i) **Part A** – dealing with definition of the terms used in this Scheme and setting out the share capital of the Transferor Companies and the Transferee Company;

(ii) **Part B** – dealing with the transfer and vesting of the Undertakings (defined herein) of the Transferor Companies with and into the Transferee Company;

(iii) **Part C –** dealing with the consideration for the amalgamation and increase in authorized capital of the Transferee Company;

(iv) **Part D –** dealing with the accounting treatment in the books of the Transferee Company;

(v) **Part E –** dealing with the procedures relating to the Transferor Companies 1 & 2 under the Applicable Laws of Austria; and

(vi) **Part F –** dealing with the procedures relating to the Transferor Company 3 under the Applicable laws of France; and

(vii) **Part G –** dealing with the dissolution of the Transferor Companies and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.

## PART A

## DEFINITIONS AND SHARE CAPITAL

1. **DEFINITIONS**

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

1.1 **"Act"** means the Companies Act, 2013, and rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereto from time to time.

1.2 **"Applicable Law(s)"** means any statute, notification, bye laws, rules, regulations, guidelines, common law, policy, code, directives, ordinance, schemes, notices, orders or instructions, law enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.

1.3 "**Appirio India Cloud Solutions Private Limited"** or **"Transferor Company 4"** is a Company incorporated under the Companies Act, 1956 having its registered office at SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore-560035 and Corporate Identity Number U72200KA2013FTC112246.

1.4 "**Appointed Date**" means April 1, 2018 or such subsequent date (if any) as may be decided by the Board of Directors/sole shareholder, as applicable, of the Transferor Companies and the Board of Directors of the Transferee Company or such date as may be approved by the National Company Law Tribunal at Bengaluru or such other appropriate date as the Appropriate Authority may decide.

1.5 "**Austrian Law**" means the Federal Law on the Conversion of Commercial Companies (UmwG), Austria, as amended from time to time.

1.6 "**Board of Directors**" or "**Board**" means the board of directors or the sole manager or managers (wherever applicable) of the Transferor Companies or the board of directors of the Transferee Company or both, as the case may be, and shall include any duly constituted committee or authorised official(s) thereof.

1.7 "**Effective Date**" means the last of the dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 18 of this Scheme is complied with or obtained or waived, as the case maybe. Reference in the Scheme to "upon the Scheme becoming effective" shall mean the Effective Date.

1.8 **"French Law"** means the French legal provisions applicable to mergers under articles L. 236-1 to L. 236-24 of the French Commercial Code as amended from time to time.

1.9 "**Government Authority**" or "**Appropriate Authority**" means the central government, any applicable state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.

1.10 "**NewLogic Technologies SARL**" or **"Transferor Company 3"** is a French limited liability company having its registered office at Tour Prisma, 4-6 Avenue d'Alsace 92400 Courbevoie – Paris la Défense registered with the Nanterre Trade and Companies register under n° 428 207 906.

1.11 "**Relevant Jurisdiction**" means the territories of the Republic of India and the territories of France and Austria as the case may be.

1.12 **"Registrar of Companies"** means the Registrar of Companies, Karnataka, India and the registrar or its equivalent of such other Government Authority who has oversight on the company from a corporate law perspective.

1.13 "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this scheme of amalgamation in its present form, submitted to the National Company Law Tribunal or any other Appropriate Authority in the Relevant Jurisdiction, or with any modification(s) made under Clause 20 of this Scheme, as approved or directed by the National Company Law Tribunal or any other Appropriate Authority.

1.14 **"Transferor Companies"** means Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 collectively.

1.15 **"Tribunal"** means the National Company Law Tribunal, Bengaluru Bench, constituted under Section 408 and other applicable provisions of the Act**.**

1.16 **"Undertaking"** shall mean and include the whole of the industrial undertaking(s) of the Transferor Companies, as a going concern, including its businesses (more elaborately described as Transferor Businesses), all secured and unsecured debts, liabilities, losses, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to fixed assets, current assets, investments, funds, licenses, registrations, intangibles, leases, licenses, tenancy rights, premises, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, service connections, benefits of agreements, contracts and arrangements including but

not limited to contracts entered into with vendors, customers and service providers, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, easements and all the right, title, interest, benefit and advantage, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, etc.), software license(s), intellectual property(ies), domain/websites, etc. in connection with/relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.

1.17 "**Wipro Information Technology Austria GmbH**" or "**Transferor Company 2**" having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 269351 f and having its registered office at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria.

1.18 **"Wipro Limited"** or **"Transferee Company"** is a company incorporated under the Companies Act, 1913 having its registered office Doddakannelli, Sarjapur Road, Bangalore - 560 035 and Corporate Identity Number L32102KA1945PLC020800.

1.19 "**Wipro Technologies Austria GmbH**" or **"Transferor Company 1"** having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 158560 b and having its registered office at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria.

1.20 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## 2. SHARE CAPITAL

### 2.1 Wipro Technologies Austria GmbH (Transferor Company 1)

The share capital of Wipro Technologies Austria GmbH as at April 25, 2018 was as follows:

| Particulars | Amount (EUR) |
|---|---|
| **Paid up Share Capital** (100% held by Transferee Company) | 10,710,832 |

### 2.2 Wipro Information Technology Austria GmbH (Transferor Company 2)

The share capital of Wipro Information Technology Austria GmbH as at April 25, 2018 was as follows:

| Particulars | Amount (EUR) |
|---|---|
| **Paid up Share Capital** (100% held by Transferee Company) | 35,000 |

### 2.3 NewLogic Technologies SARL (Transferor Company 3)

The share capital of NewLogic Technologies SARL as at April 25, 2018 was as follows:

| Particulars | Amount (EUR) |
|---|---|
| **Paid up Share Capital**<br>964,270 Shares of 0.64 Euro per share<br>(100% held by Transferee Company) | 617,132.80 |

### 2.4 Appirio India Cloud Solutions Private Limited (Transferor Company 4)

The share capital of Appirio India Cloud Solutions Private Limited as at April 25, 2018, was as follows:

| Particulars | Amount (Rs.) |
|---|---|
| **Authorised Share Capital**<br>900,000 Equity Shares of Rs. 10/- each | 9,000,000 |
| **Issued, Subscribed and Paid up Share Capital**<br>800,000 Equity Shares of Rs. 10/- each<br>(100% held by Transferee Company and its nominee) | 8,000,000 |

2.5 **Wipro Limited (Transferee Company)**

The share capital of Wipro Limited as at April 25, 2018, was as follows:

| Authorised Share Capital | Amount (Rs.) |
|---|---|
| 5,500,000,000 Equity Shares of Rs.2 each | 11,000,000,000/- |
| 25,000,000 Preference Shares of Rs. 10 each | 250,000,000/- |
| 150,000 10% Optionally Convertible Cumulative Preference Shares of Rs. 100 each | 15,000,000/- |
| **Total** | **11,265,000,000/-** |
| **Issued, Subscribed and Paid up Share Capital** | **Amount (Rs.)** |
| 4,523,945,471 Equity Shares of Rs.2 each, fully paid-up | 9,047,890,942/- |
| **Total** | **9,047,890,942/-** |

The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited and the American Depositary Receipts are listed on the New York Stock Exchange.

3. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set-out herein in its present form or with any modification(s) approved or imposed or directed by the National Company Law Tribunal or any other Appropriate Authority shall take effect from the Appointed Date and shall be operative from the Effective Date.

## PART B

## TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANIES INTO THE TRANSFEREE COMPANY

### 4. TRANSFER AND VESTING OF UNDERTAKING

4.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and Undertaking of the Transferor Companies, including all the debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws, of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets (whether tangible or intangible) of the Transferor Companies comprising, amongst others, all investments, receivables, actionable claims, furniture and fixtures, office equipment, telephones, telex, facsimile and other communication facilities and business licenses, permits, deposits, authorisations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, know-how, trade secret, patents, trademark, service mark, other intellectual property rights, registrations, title, interest, contracts including but not limited to contracts entered into with customers, vendors and service providers, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, shall, under the provisions of Sections 230 to 232 read with Section 234 of the Act and applicable provisions of the Austrian Law and the French Law and pursuant to the order of the National Company Law Tribunal sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

4.2 Without prejudice to the generality of Clause 4.1 above, in respect of the assets of the Transferor Companies, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery or otherwise, the same shall be so transferred by the Transferor Companies to the Transferee Company, without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company as an integral part of the assets of the Transferee Company, with effect from the Appointed Date.

4.3 Without prejudice to the generality of Clause 4.1 above, with effect from the Appointed Date, all debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date whether provided for or not in the books of account of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Appointed Date, shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned from those assets.

4.4 With effect from the Appointed Date, all inter-party transactions between the Transferor Companies and between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.

4.5 With effect from the Appointed Date, loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.

4.6 All existing securities, mortgages, charges, liens or other encumbrances, if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the properties and other assets comprised in the Undertaking transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, liens or other encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, liens or encumbrances shall not relate or attach to any other assets of the Transferee Company, provided however that no encumbrances shall have been created by the Transferor Companies over its assets after the date of filing of the Scheme, without the prior written consent of the Board of Directors of the Transferee Company, except for those done in the normal course of business.

4.7 All existing encumbrances over the properties and other assets of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.

4.8 It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

4.9 With effect from the Appointed Date, all statutory licences, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Companies pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents or other licenses and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.

4.10 The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income-tax Act, 1961.

5. **STAFF, EMPLOYEES & DIRECTORS**

On the Scheme becoming effective, all staff and employees of the Transferor Companies (if any) in service on the Effective Date shall be deemed to have become staff and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service for the purpose of provident fund or gratuity or otherwise, and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Companies on the Effective Date.

It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Transferor Companies shall become trusts/funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of Transferor Companies in relation to such fund or funds shall become those of the Transferee Company. It is clarified that, for the purpose of the said fund or funds, the services of the staff and employees of the Transferor Companies will be treated as having been in continuous service with the Transferee Company from the date of employment as reflected in the records of Transferor Companies.

On the Scheme becoming effective, the directors of the Transferor Companies shall not be entitled to any directorship in the Transferee Company by virtue of the provisions of this Scheme.

6. **LEGAL PROCEEDINGS**

If any suit, appeal or other proceedings of whatever nature by or against the Transferor Companies are pending, including those arising on account of taxation laws and other allied laws, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies, as if this Scheme had not been made.

In case of any litigations, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor companies after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company. The Transferee Company undertakes to continue to abide by the agreement/settlement if any entered into by the Transferor Companies with any of its employees, which is in force as on the Effective Date.

7. **CONTRACTS, DEEDS, ETC., AND POWER TO GIVE EFFECT TO THIS PART**

7.1 Subject to the other provisions of this Scheme, all contracts, deeds, agreements, licences, permits, registrations, approvals and other instruments, if any, of whatsoever nature to which the Transferor Companies are a party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto, notwithstanding the terms contained in such contracts, deeds, bonds, agreements, licences, permits, registrations, approvals and other instruments.

7.2 The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

8. **TREATMENT OF TAXES PAID BY THE TRANSFEROR COMPANIES**

All taxes, levies, cess, etc. (whether direct or indirect) that might have been paid by the Transferor Companies (whether before or after the Appointed Date) during the period when the merger has not become effective for any tax liability that arises after the Appointed Date shall be deemed to be tax paid by the Transferee Company and credit in respect thereof shall be given to the Transferee Company accordingly.

9. **TREATMENT OF SCHEME FOR THE PURPOSES OF INCOME TAX ACT, 1961**

9.1 This Scheme has been drawn up to comply with and come within the definition and conditions relating to "Amalgamation" as specified under Section 2(1B), Section 47 and such other provisions, as may be applicable, of the Income Tax Act, 1961.

9.2 If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act, 1961, at a later date, including resulting from an amendment of any Applicable Law(s) or for any other reason whatsoever, the Scheme shall stand modified/amended to the extent determined necessary to comply and come within the definition and conditions relating to "Amalgamation" as specified in the Income Tax Act, 1961. In such an event, the clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.

9.3 Any refund under the tax laws received by or due to the Transferor Companies consequent to any assessments made on the Transferor Companies subsequent to the Appointed Date pertaining to the business transferred and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

## PART C

## CONSIDERATION FOR AMALGAMATION AND INCREASE IN AUTHORIZED CAPITAL OF TRANSFEREE COMPANY

### 10. CONSIDERATION FOR AMALGAMATION

The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The entire share capital of the Transferor Companies is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. The Transferee Company will carry on the Transferor Businesses alongwith Transferee Business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Businesses are protected and enhanced.

### 11. INCREASE IN AUTHORIZED CAPITAL OF TRANSFEREE COMPANY

Upon the Scheme becoming effective, the authorized share capital of the Transferor Company 4 shall stand combined with and be deemed to be added to the authorized share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by Transferor Company 4 on its authorized share capital, as applicable, shall be deemed to have been so paid by the Transferee Company on the combined authorized share capital and accordingly, the Transferee Company shall not be required to pay any fee/stamp duty for its increased authorized share capital.

Consequently, existing clause 5 of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 61 to 64 and other applicable provisions of the Companies Act, 2013 by substituting the existing Clause with the following:

*"The Authorised Share Capital of the Company is Rs. 1127,40,00,000/- (Rupees One Thousand One Hundred and Twenty Seven Crores and Forty Lakhs) divided into 550,45,00,000/- (Five Hundred and Fifty Crores and Forty Five Lakhs) equity shares of Rs. 2/- (Rupees Two) each, 2,50,00,000 (Two Crore Fifty Lakhs) preference shares of Rs.10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 10% optionally convertible cumulative preference shares of Rs.100/- (Rupees One Hundred) each, with power to increase and reduce or consolidate or subdivide the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to verify, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Act or provided by the Articles of Association of the Company for the time being."*

The approval of the Scheme by the shareholders of the Transferee Company under Sections 230 to 232 of the Act, shall be deemed to have the approval under Section 13, 61 and other applicable provisions of the Act and any other consents and approvals also required in this regard.

## PART D

## ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

12. **ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY**

12.1 The Transferee Company shall follow the requirements of Indian Accounting Standards (IndAS) 103 and other applicable Indian Accounting standards, in terms of Section 133 of the Companies Act, 2013 for the purpose of accounting for the merger.

12.2 The Transferee Company shall, upon the scheme becoming effective, record the assets, liabilities and reserves of the Transferor Companies in the books of accounts of the Transferee Company at the existing carrying amounts and in the same form.

12.3 The investment made in the Share Capital of the Transferor Companies by the Transferee Company shall stand cancelled. Difference, if any, between the investments held by the Transferee Company and assets, liabilities and reserves held by the Transferor Companies will be transferred to Common Control Transactions Capital Reserve (separately from other capital reserves).

## PART E
## PROCEDURES RELATING TO THE TRANSFEROR COMPANY 1 AND 2 UNDER THE LAWS OF AUSTRIA

13. **PROCEDURES RELATING TO THE TRANSFEROR COMPANY 1 AND 2 UNDER THE LAWS OF AUSTRIA**

13.1 The Transferor Company 1 and Transferor Company 2 are incorporated under the laws of Austria.

13.2 In terms of Section 2 of the Federal Law on the Conversion of Commercial Companies (UmwG) of Austria, a company can merge with one or more companies incorporated under the laws of a jurisdiction other than that of Austria where the merger is permitted by the laws of such jurisdiction.

13.3 The sole shareholder of the Transferor Company 1 and Transferor Company 2 has approved the Scheme.

13.4 The amalgamation/merger of Transferor Company 1 and Transferor Company 2 with the Transferee Company shall be in accordance with the necessary and applicable provisions and procedural requirements under the Austrian Law and any other Applicable Law.

## PART F
## PROCEDURES RELATING TO THE TRANSFEROR COMPANY 3 UNDER THE LAWS OF FRANCE

### 14. PROCEDURES RELATING TO THE TRANSFEROR COMPANY 3 UNDER THE LAWS OF FRANCE

14.1 The Transferor Company 3 is incorporated under the laws of France.

14.2 French Law does not regulate cross border mergers between a French company and another company located outside the European Union. However, French Law does not prohibit such mergers where the merger is permitted by the laws of the other jurisdiction and where the French entity follows the French Law applicable to a national merger.

14.3 The sole shareholder of the Transferor Company 3 has approved the Scheme.

14.4 The amalgamation/merger of Transferor Company 3 with the Transferee Company shall be in accordance with the necessary and applicable provisions and procedural requirements under the French Law and any other Applicable Law.

## PART G

## DISSOLUTION OF THE TRANSFEROR COMPANIES AND THE GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME AND OTHER MATTERS CONSEQUENTIAL AND INTEGRALLY CONNECTED THERETO

### 15. TRANSACTIONS BETWEEN THE APPOINTED DATE AND THE EFFECTIVE DATE (IF APPLICABLE)

During the period from the Appointed Date to the Effective Date:

15.1 The Transferor Companies shall carry on and be deemed to have carried on their business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of its business and Undertaking for and on account of and in trust for the Transferee Company.

15.2 The Transferor Companies shall carry on their business and activities in the ordinary course of business with reasonable diligence and business prudence.

15.3 All the profits or income accruing or arising to the Transferor Companies or expenditure or losses incurred or arising to the Transferor Companies, shall for all purposes be treated and deemed to be and accrue as the profits or income or expenditure or losses (as the case may be) of the Transferee Company.

15.4 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Government Authorities concerned, as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require for carrying on the business of the Transferor Companies.

15.5 The Transferor Companies shall carry on their business, operations or activities with reasonable diligence and business prudence and in the same manner as they had been doing hitherto and shall not venture into/expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business, without the prior consent of the Transferee Company.

15.6 The Transferee Company and the Transferor Companies shall also be entitled to make an application for amending, cancelling or obtaining fresh registrations, as the case may be, under all applicable laws and legislations. The Transferee Company and the Transferor Companies would be entitled to make an application for amending licenses/ authorisations.

### 16. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Companies under Clause 4 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded between the Appointed Date and the Effective Date (both days inclusive), to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

### 17. DISSOLUTION OF THE TRANSFEROR COMPANIES

Upon the Scheme becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies.

### 18. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

(i) The requisite consents, approvals or permissions of any Appropriate Authority(ies) from India, Austria and France, which by law may be necessary for the implementation of this Scheme;

(ii) The approval by the requisite majority of the shareholders and/or creditors (as may be required and/or to the extent not dispensed with by the Appropriate Authority(ies)) of the Transferor Companies and the Transferee Company, as required under Applicable Law(s).

(iii) Approval by the National Company Law Tribunal;

(iv) The certified copy of the order of the National Company Law Tribunal sanctioning the Scheme being filed with the Registrar of Companies by the Transferee Company and the Transferor Company 4;

(v) Compliance by the Transferor Companies and the Transferee Company of all the necessary and applicable provisions of its Applicable Law.

(vi) Compliance with such other conditions as may be imposed by the National Company Law Tribunal or other Government Authority.

19. **APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL**

The Transferee Company and the Transferor Company 4 shall, with all reasonable despatch, make and file applications/petitions jointly under Sections 230 to 232 read with Section 234 and other applicable provisions of the Act to the National Company Law Tribunal, within whose jurisdiction the registered office of the Transferee Company is situated, for sanctioning the Scheme.

The Transferor Companies 1, 2 and 3 shall initiate and pursue all actions necessary under the laws of Austria and France for their respective winding up. The Transferor Companies shall take all necessary steps for sanctioning of this Scheme and for their continuing as one company with the Transferee Company and apply for and obtain such other approvals, if any, required under the Applicable Laws.

20. **MODIFICATION OR AMENDMENTS TO THE SCHEME**

The Transferee Company and the Transferor Companies by their respective Board of Directors or sole shareholder, as applicable, or any person(s) or committee authorised/appointed by them, may carry out or assent to any modifications/amendments to the Scheme or to any conditions or limitations that the National Company Law Tribunal and/or the Reserve Bank of India and/or Securities and Exchange Board of India or any other Government Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e., the Board of Directors or sole shareholder, as applicable, or the person(s)/ committee). The Transferee Company and the Transferor Companies by their respective Board of Directors or sole shareholder, as applicable, any person(s) or committee authorised or appointed by them, shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any Government Authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith. The Transferee Company and the Transferor Companies shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the National Company Law Tribunal or any other authority. In case of any provisions that is inconsistent with the Reserve Bank of India Regulations, the scheme shall stand amended to that extent.

21. **EFFECT OF NON-RECEIPT OF APPROVALS**

In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Board of Directors/sole shareholder, as applicable, of the Transferor Companies shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

22. **COSTS, CHARGES AND EXPENSES**

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Companies and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

23. **MISCELLANEOUS**

In case any doubt or difference or issue shall arise among the Transferor Companies and the Transferee Company or any of their shareholders, creditors, employees and/or persons entitled to or claiming any right to any shares in the Transferor Companies or the Transferee Company, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any other aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled between the Board of Directors/sole shareholder, as applicable, of the Transferor Companies and the Board of Directors of the Transferee Company and the decision arrived at therein shall be final and binding on all concerned. If any part of this Scheme hereof is invalid, ruled illegal by any National Company Law Tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party to the Scheme, in which case the parties to the Scheme shall attempt to bring about a modification in the Scheme, as will best preserve for the parties to the Scheme, the benefits and obligations of the Scheme.

**Report adopted by the Board of Directors of Wipro Limited at its meeting held on April 25, 2018 as per the provisions of section 232(2)(c) of the Companies Act, 2013**

Pursuant to the recommendation of Audit, Risk and Compliance Committee ("**Audit Committee**"), the proposed Scheme of Amalgamation ("**Scheme**") of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited ("**Transferor Companies**") with Wipro Limited ("**Transferee Company**" or "**Company**") was approved by the Board of Directors of the Company ("**Board**") vide resolution passed at its Meeting held on April 25, 2018.

The provisions of Section 232(2)(c) of the Companies Act, 2013 requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("**KMP**"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the Shareholders and Creditors along with the notice convening the meeting of Members/Creditors. The Board noted that the Scheme does not contemplate any allotment of shares of the Company, as the Transferor Companies are wholly owned subsidiaries of the Company.

Having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, its impact on the Company's shareholders, the financial position of the Transferor Companies and other documents placed before it.

**Report**

The Board of Directors after considering the afore-mentioned aspects and recommendations of the Audit Committee, approved the Scheme. The Board was of the opinion that:

1. The Scheme will, inter alia, enable optimisation of legal entity structure through rationalization of number of subsidiaries. It will result in integration of business operations and consolidation of the activities leading to operational synergies and elimination of duplicate efforts across multiple entities and countries. It will provide the Company seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies. It will also result in reduction of the multiplicity of legal and regulatory compliances.
2. There is no requirement for any share entitlement ratio since the Transferor Companies are wholly owned subsidiaries of the Transferee Company. The Board also observed that since there is no change in the shareholding pattern of the Transferee Company pursuant to the Scheme of Amalgamation, there is no requirement to obtain a valuation report.
3. The Scheme solely provides for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited which are wholly owned subsidiaries, with Wipro Limited, its parent company, by way of amalgamation. Therefore, pursuant to paragraph 7 of the Securities and Exchange Board of India (SEBI) Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**Circular**") read with regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no requirement to obtain a no-objection letter from stock exchanges, valuation report from an independent Chartered Accountant, Audit Committee report, fairness opinion by a SEBI registered Merchant Banker, report on complaints, etc. The Scheme shall be filed with the Stock Exchanges for the purpose of disclosure only.
4. The Scheme does not entitle the Promoter/Promoter Group, related parties of the Promoter/Promoter Group, associates of the Promoter/Promoter Group, and subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares. There will be no change in the shareholding of Promoter/Promoter Group of the Transferee Company pursuant to the adoption of the Scheme.
5. As far as the Equity Shareholders of the Transferee Company are concerned (including holders of American Depositary Shares, Promoter shareholders and other non-promoter shareholders), there will be no dilution in their shareholding in the Transferee Company as there will be no issuance of shares by the Transferee Company pursuant to the Scheme.
6. Further, there will be no change in the KMP of the Transferee Company pursuant to the Scheme.
7. The Transferee Company will carry on the businesses of industrial undertakings of Transferor Companies alongwith its own business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Companies are protected and enhanced. The Transferee Company will continue the operations in Austria and France through its existing branch in the respective countries without any disruption and the operations in India will be integrated with its existing operations.
8. The Scheme will be beneficial to the Transferee Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

**For and on behalf of the Board of Directors**

**Azim H Premji**
**Chairman and Managing Director**

**Rishad A Premji**
**Executive Director and Chief Strategy Officer**

Place: Bangalore
Date: April 25, 2018

**WIPRO LIMITED**
**BALANCE SHEET AS AT MARCH 31, 2018**
**(₹ in millions, except share and per share data, unless otherwise stated)**

| | Notes | As at March 31, 2018 | As at March 31, 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 38,026 | 37,555 |
| Capital work-in-progress | | 12,906 | 6,941 |
| Goodwill | 5 | 3,882 | 3,882 |
| Other intangible assets | 5 | 1,762 | 2,185 |
| Financial assets | | | |
| Investments | 6 | 58,416 | 59,994 |
| Derivative assets | 18 | 41 | 106 |
| Trade receivables | 7 | 4,446 | 3,998 |
| Other financial assets | 9 | 3,078 | 3,545 |
| Deferred tax assets (net) | 19 | 4,520 | 2,352 |
| Non-current tax assets (net) | | 18,349 | 12,008 |
| Other non-current assets | 11 | 11,614 | 11,732 |
| **Total non-current assets** | | **157,040** | **144,298** |
| **Current assets** | | | |
| Inventories | 10 | 2,943 | 3,559 |
| Financial assets | | | |
| Investments | 6 | 248,412 | 291,467 |
| Trade receivables | 7 | 95,020 | 81,299 |
| Cash and cash equivalents | 8 | 23,220 | 35,166 |
| Derivative assets | 18 | 1,232 | 9,747 |
| Unbilled revenues | | 30,256 | 32,845 |
| Loans to subsidiaries | 32 | - | 1,917 |
| Other financial assets | 9 | 5,218 | 6,151 |
| Current tax assets (net) | | 4,799 | 7,701 |
| Other current assets | 11 | 18,122 | 17,419 |
| | | **429,222** | **487,271** |
| Assets held for sale | 36 | 451 | - |
| **Total current assets** | | **429,673** | **487,271** |
| **TOTAL ASSETS** | | **586,713** | **631,569** |
| **EQUITY** | | | |
| Equity Share capital | 12 | 9,048 | 4,861 |
| Other equity | | 413,578 | 462,195 |
| **TOTAL EQUITY** | | **422,626** | **467,056** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| Borrowings | 13 | 724 | 11,463 |
| Derivative liabilities | 18 | - | 2 |
| Other financial liabilities | 15 | - | 77 |
| Provisions | 16 | 1,688 | 3,733 |
| Deferred tax liabilities (net) | 19 | 463 | 1,391 |
| Non-current tax liabilities (net) | | 8,557 | 9,099 |
| Other non-current liabilities | 17 | 2,296 | 349 |
| **Total non-current liabilities** | | **13,728** | **26,114** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Borrowings | 13 | 46,477 | 50,186 |
| Trade payables | 14 | 41,762 | 38,186 |
| Derivative liabilities | 18 | 2,198 | 2,708 |
| Other financial liabilities | 15 | 25,343 | 17,628 |
| Unearned revenues | | 12,709 | 11,506 |
| Provisions | 16 | 7,934 | 6,269 |
| Current tax liabilities (net) | | 8,961 | 6,792 |
| Other current liabilities | 17 | 4,975 | 5,124 |
| **Total current liabilities** | | **150,359** | **138,399** |
| **TOTAL LIABILITIES** | | **164,087** | **164,513** |
| **TOTAL EQUITY AND LIABILITIES** | | **586,713** | **631,569** |

As per our report of even date attached

**for Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W- 100018
**N. Venkatram**
Partner
Membership No. 71387
Mumbai
June 8, 2018

For and on behalf of the Board of Directors

**Azim H Premji**
Executive Chairman & Managing Director

**N Vaghul**
Director

**Abidali Neemuchwala**
Chief Executive Officer & Executive Director

**Jatin Pravinchandra Dalal**
Chief Financial Officer

**M Sanaulla Khan**
Company Secretary

Bengaluru
June 8, 2018

**WIPRO LIMITED**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**
**(₹ in millions, except share and per share data, unless otherwise stated)**

| | Notes | Year ended March 31, 2018 | Year ended March 31, 2017 |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | 20 | 447,100 | 456,396 |
| Other operating income | 21 | - | 4,082 |
| Other income | 22 | 24,796 | 26,459 |
| **Total Income** | | **471,896** | **486,937** |
| **EXPENSES** | | | |
| Purchases of stock-in-trade | | 14,696 | 21,869 |
| Changes in inventories of finished goods, work in progress and stock-in-trade | 23 | 577 | 1,640 |
| Employee benefits expense | 24 | 217,562 | 218,544 |
| Finance costs | 25 | 3,843 | 4,680 |
| Depreciation and amortisation expense | | 10,148 | 10,477 |
| Sub-contracting / technical fees / third party application | | 78,623 | 74,614 |
| Travel | | 14,607 | 17,536 |
| Facility expenses | | 13,397 | 12,509 |
| Communication | | 4,136 | 3,463 |
| Legal and professional charges | | 3,078 | 3,211 |
| Marketing and brand building | | 2,596 | 2,737 |
| Other expenses | 26 | 8,290 | 8,786 |
| **Total expenses** | | **371,553** | **380,066** |
| **Profit before tax** | | **100,343** | **106,871** |
| **Tax expense** | | | |
| Current tax | 19 | 24,345 | 24,304 |
| Deferred tax | 19 | (1,230) | 950 |
| **Total tax expense** | | **23,115** | **25,254** |
| **Profit for the year** | | **77,228** | **81,617** |
| **Other comprehensive income (OCI)** | | | |
| **Items that will not be reclassified to profit or loss:** | | | |
| Defined benefit plan actuarial gains/(losses) | 24 | 746 | 191 |
| Net change in fair value of financial instruments through OCI | 18 | (1,760) | (183) |
| Income tax relating to items that will not be reclassified to profit and loss | 19 | 160 | (28) |
| **Items that will be reclassified to profit or loss:** | | | |
| Net change in time value of option contracts designated as cash flow hedges | 18 | 2 | 9 |
| Net change in intrinsic value of option contracts designated as cash flow hedges | 18 | (95) | 77 |
| Net change in fair value of forward contracts designated as cash flow hedges | 18 | (7,368) | 4,872 |
| Net change in fair value of financial instruments through OCI | | (663) | 1,787 |
| Income tax relating to items that may be reclassified to profit and loss | 19 | 1,678 | (1,571) |
| **Total other comprehensive (loss)/ income for the year, net of taxes** | | **(7,300)** | **5,154** |
| **Total comprehensive income for the year** | | **69,928** | **86,771** |
| **Earnings per equity share: (Equity shares of par value ₹ 2 each)** | 27 | | |
| Basic | | 16.26 | 16.80 |
| Diluted | | 16.23 | 16.75 |
| **Number of shares** | | | |
| Basic | | 4,750,043,400 | 4,857,081,010 |
| Diluted | | 4,758,361,975 | 4,871,347,138 |

As per our report of even date attached

**for Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No: 117366W/W- 100018

**N. Venkatram**
Partner
Membership No. 71387
Mumbai
June 8, 2018

For and on behalf of the Board of Directors

**Azim H Premji**
Executive Chairman
& Managing Director

**N Vaghul**
Director

**Abidali Neemuchwala**
Chief Executive Officer & Executive Director

**Jatin Pravinchandra Dalal**
Chief Financial Officer

**M Sanaulla Khan**
Company Secretary

Bengaluru
June 8, 2018

**WIPRO LIMITED**
**STATEMENT OF CASH FLOWS**
**(₹ in millions, except share and per share data, unless otherwise stated)**

| | For the year ended | |
|---|---|---|
| | **March 31, 2018** | **March 31, 2017** |
| **Cash flows from operating activities:** | | |
| Profit for the year | 77,228 | 81,617 |
| **Adjustments to reconcile profit for the year to net cash generated from operating activities:** | | |
| (Gain) / loss on sale of property, plant and equipment, net | (159) | 181 |
| Depreciation and amortisation expense | 10,148 | 10,477 |
| Unrealised exchange loss, net | 4,704 | 3,714 |
| Gain on sale of investments, net | (5,978) | (3,486) |
| Share based compensation expense | 1,258 | 1,687 |
| Income tax expense | 23,115 | 25,254 |
| Dividend and interest (income)/expenses, net | (15,956) | (17,259) |
| Gain from sale of EcoEnergy division | - | (4,082) |
| (Reversal of) / provision for diminution in the value of non-current investments | (267) | 403 |
| Other non cash items | 3,832 | - |
| **Changes in operating assets and liabilities;** | | |
| Trade receivables | (16,361) | (5) |
| Unbilled revenues | 2,589 | 4,236 |
| Inventories | 616 | 1,703 |
| Other assets | 2,971 | 1,973 |
| Trade payables, other liabilities and provisions | 1,923 | (6,422) |
| Unearned revenues | 1,203 | (2,711) |
| Cash generated from operating activities before taxes | 90,866 | 97,280 |
| Income taxes paid, net | (26,157) | (23,573) |
| **Net cash generated from operating activities** | **64,709** | **73,707** |
| **Cash flows from investing activities:** | | |
| Purchase of property, plant and equipment | (16,237) | (16,867) |
| Proceeds from sale of property, plant and equipment | 816 | 813 |
| Proceeds from sale of EcoEnergy division, net of related expenses | - | 4,372 |
| Purchase of investments | (779,032) | (812,704) |
| Investment in subsidiaries | (4,559) | (995) |
| Proceeds from sale of investments | 829,764 | 730,078 |
| Proceeds from liquidation/ reduction in capital of subsidiaries | 4,790 | - |
| Interest received | 13,872 | 16,955 |
| Dividend received | 609 | 311 |
| Income tax paid on sale of EcoEnergy division | - | (871) |
| **Net cash generated from/(used in) investing activities** | **50,023** | **(78,908)** |
| **Cash flows from financing activities:** | | |
| Proceeds from issuance of equity shares/ shares pending allotment | 24 | ^ |
| Repayment of loans and borrowings | (93,360) | (91,627) |
| Proceeds from loans and borrowings | 81,180 | 82,619 |
| Payment for buyback of shares including transaction cost | (110,312) | (25,000) |
| Interest paid on loans and borrowings | (1,272) | (892) |
| Payment of dividend (including dividend tax thereon) | (5,444) | (8,776) |
| **Net cash used in financing activities** | **(129,184)** | **(43,676)** |
| **Net decrease in cash and cash equivalents during the year** | **(14,452)** | **(48,877)** |
| Effect of exchange rate changes on cash and cash equivalents | 52 | (932) |
| Cash and cash equivalents at the beginning of the year | 33,622 | 83,431 |
| **Cash and cash equivalents at the end of the year (Note 8)** | **19,222** | **33,622** |

Total taxes paid amounted to ₹ 26,157 and ₹ 24,444 for the year ended March 31, 2018 and 2017 respectively.
Refer note 13 for supplementary information on cash flow statement.
^ Value is less than ₹ 1

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For and on behalf of the Board of Directors

**for Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No: 117366W/W- 100018

**Azim H Premji**
Executive Chairman & Managing Director

**N Vaghul**
Director

**Abidali Neemuchwala**
Chief Executive Officer & Executive Director

**N. Venkatram**
Partner
Membership No. 71387

**Jatin Pravinchandra Dalal**
Chief Financial Officer

**M Sanaulla Khan**
Company Secretary

Mumbai
June 8, 2018

Bengaluru
June 8, 2018

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**BALANCE SHEET AS AT 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | **3** | - | - |
| Financial assets | | | |
| Investments | **4** | 275,520 | 275,520 |
| Non-current tax asset, net | **5** | 3,500 | 1,750 |
| | | **279,020** | **277,270** |
| **Current assets** | | | |
| Financial assets | | | |
| Trade receivables | **6** | 578,122 | 869,791 |
| Cash and cash equivalents | **7** | 621,321 | 400,468 |
| Other financial assets | **8** | 1,956,526 | 1,794,317 |
| Unbilled revenue | **9** | 1,247,738 | - |
| Other current assets | **10** | 790,836 | 180,683 |
| | | **5,194,543** | **3,245,259** |
| **TOTAL ASSETS** | | **5,473,563** | **3,522,529** |
| **EQUITY** | | | |
| Share capital | **11** | 32,473,971 | 32,473,971 |
| Other equity | | (33,720,923) | (34,312,091) |
| | | **(1,246,952)** | **(1,838,120)** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Trade payables | **12** | 4,868,945 | 5,208,282 |
| Other current liabilities | **13** | 1,796,521 | 46,675 |
| Provisions | **14** | 55,049 | 105,692 |
| | | **6,720,515** | **5,360,649** |
| **TOTAL EQUITY AND LIABILITIES** | | **5,473,563** | **3,522,529** |

**For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH**

**Director**
**Elke Kueng**
Place: Austria
Date: 07.06.2018

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **REVENUE** | | | |
| Revenue from operations | **15** | 3,504,545 | 5,320,666 |
| Other income | **16** | 36,817 | 50,329 |
| | | **3,541,362** | **5,370,995** |
| **EXPENSES** | | | |
| Cost of materials consumed | **17** | 709,686 | 1,569,578 |
| Employee benefits expense | **18** | 304,103 | 508,218 |
| Finance cost | **19** | 126 | 13 |
| Other expense | **20** | 1,936,279 | 2,208,101 |
| | | **2,950,194** | **4,285,910** |
| **Profit before tax** | | **591,168** | **1,085,085** |
| **Tax expense** | | | |
| Current tax | | - | - |
| **Profit for the period** | | **591,168** | **1,085,085** |
| **Total comprehensive income for the period** | | **591,168** | **1,085,085** |
| **Other comprehensive income** | | - | - |
| Exchange differences on foreign currency translation | | - | - |
| **Total other comprehensive Income for the period, net of tax** | | **591,168** | **1,085,085** |
| **Earnings per share [par value of EUR 1 each)** | | | |
| Basic and diluted (EUR) | **21** | 0.018 | 0.033 |

**For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH**

**Director**
**Elke Kueng**

Place: Austria
Date: 07.06.2018

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| Profit/ (Loss) After tax | 591,168 | 1,085,085 |
| **Other Adjustments:** | | |
| Depreciation and amortization | - | - |
| Interest Expenses, net | - | 13 |
| Provision for doubtful debts | 34,500 | - |
| Provision no longer required, written back | (21,033) | (17,378) |
| Unrealised foreign exchange loss / (gain) | (53,531) | - |
| Dividend / interest income | (252) | (325) |
| Operating profit before working capital changes | - | - |
| **Working capital changes:** | | |
| Trade receivable and unbilled revenues | (996,277) | 479,019 |
| Other financial assets and other current assets | (772,363) | (716,641) |
| Trade, unearned and other payables | (280,099) | (460,793) |
| Other financial liabilities and other current liabilities | 1,720,237 | (68,735) |
| **Net cash generated from operations** | 222,351 | 300,245 |
| Direct taxes (paid) / refund | (1,750) | (1,750) |
| **Net cash generated by operating activities (A)** | **220,601** | **298,495** |
| **Cash flows from investing activities:** | | |
| Dividend / interest income | 252 | 325 |
| **Net cash generated by / (used in) investing activities (B)** | **252** | **325** |
| **Cash flows from financing activities:** | | |
| Interest paid on borrowings | - | (13) |
| Repayment of borrowings, net | - | (77,189) |
| **Net cash generated by / (used in) financing activities (C)** | **-** | **(77,202)** |
| **Net (decrease) / increase in cash and Cash equivalents during the period (A+B+C)** | **220,853** | **221,618** |
| Cash and cash equivalents at the beginning of the period | 400,468 | 161,628 |
| **Cash and cash equivalents at the end of the year** | **621,321** | **383,246** |

**For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH**

**Director**
**Elke Kueng**
Place: Austria
Date: 07.06.2018

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**BALANCE SHEET AS AT 31 MARCH 2018**
(Amount in EUR, except share and per share data, unless otherwise stated)

| | Notes | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property and equipment | **3** | 1,555 | 140 |
| Financial assets | | | |
| Investments | **4** | 5,334,398 | 960,000 |
| Other financial asset | **5** | 32,069 | - |
| Prepaid income tax | | 1,750 | - |
| | | **5,369,772** | **960,140** |
| **Current assets** | | | |
| Financial assets | | | |
| Trade receivables | **6** | 1,207,349 | 3,052,805 |
| Other financial asset | **5** | 32,609 | - |
| Unbilled revenue | | 3,522,714 | 4,707,567 |
| Other current assets | **7** | 724,513 | - |
| | | **5,487,185** | **7,760,372** |
| | | **10,856,957** | **8,720,512** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | **8** | 31,975,000 | 31,975,000 |
| Other equity | | (31,444,206) | (31,374,130) |
| | | **530,794** | **600,870** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Trade payables | **9** | 2,220,264 | 6,628,451 |
| Borrowings | **10** | 6,400,000 | - |
| Other financial liabilities | **11** | 1,362,378 | 1,253,635 |
| Unearned revenue | | 12,527 | - |
| Other current liabilities | **12** | 187,643 | 100,264 |
| Provisions | **13** | 123,661 | 116,852 |
| Current tax liabilities (net) | **14** | 19,690 | 20,440 |
| | | **10,326,163** | **8,119,642** |
| | | **10,856,957** | **8,720,512** |

**For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH**

**Elke Kueng**
Director
Place: Austria
Date: 07.06.2018

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**STATEMENT OF INCOME FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, except share and per share data, unless otherwise stated)

| | Notes | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | **15** | 10,922,964 | 15,304,774 |
| Other income | **16** | 1,641 | - |
| **Total Income** | | **10,924,605** | **15,304,774** |
| **EXPENSES** | | | |
| Employee benefit expenses | **17** | 2,086,946 | 1,885,730 |
| Depreciation expense | **3** | 528 | 510 |
| Finance cost | **18** | 74,430 | 76 |
| Other expense | **19** | 8,833,527 | 13,130,782 |
| **Total Expenses** | | **10,995,431** | **15,017,098** |
| (Loss)/ profit before tax | | (70,826) | 287,675 |
| **Tax expense:** | | | |
| Current tax | | - | 15,315 |
| Deferred tax | | - | - |
| Current tax of earlier years | | (750) | - |
| **(Loss)/ profit for the year** | | **(70,076)** | **272,360** |
| **Other Comprehensive Income** | | **-** | **-** |
| **Total Comprehensive (loss) / income for the year** | | **(70,076)** | **272,360** |
| **(Loss)/ Earnings per equity share of par value EURO 1 each** | **20** | | |
| Basic & Diluted | | (0.00) | 0.00 |

**For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH**

**Elke Kueng**
Director
Place: Austria
Date: 07.06.2018

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, except share and per share data, unless otherwise stated)

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| (Loss)/ Profit After tax | (70,076) | 272,360 |
| **Other Adjustments:** | | |
| Depreciation expense | 528 | 510 |
| Tax expense | (750) | 15,315 |
| Provision for doubtful debts | 11,222 | - |
| Finance cost | 74,430 | 76 |
| **Operating profit before working capital changes** | **15,353** | **288,261** |
| **Working capital changes:** | | |
| Decrease/ (increase) in trade receivables | 2,954,409 | (4,214,509) |
| (Increase)/ decrease in other current assets | (13,868) | 15,690 |
| (Decrease)/ increase in other liabilities and provisions | (4,756,366) | 2,818,175 |
| **Net cash (used in) operations** | (1,800,472) | (1,092,383) |
| Direct taxes (paid) / refund | (1,750) | 1,750 |
| **Net cash (used in) operating activities** | **(1,802,222)** | **(1,090,633)** |
| **Cash flows from investing activities:** | | |
| Purchase of property and equipment | (1,943) | - |
| Investment in subsidiaries and associates | (4,374,398) | (263,258) |
| **Net cash (used in) investing activities (B)** | **(4,376,341)** | **(263,258)** |
| **Cash flows from financing activities:** | | |
| Loans taken from related party | 6,400,000 | - |
| (Repayments) / proceeds from bank overdrafts, net | (221,222) | 242,289 |
| Finance charges paid | (216) | (76) |
| **Net cash generated by financing activities (C)** | **6,178,562** | **242,213** |
| **Net decrease in cash and Cash equivalents during the period (A+B+C)** | - | **(1,111,678)** |
| Cash and cash equivalents at the beginning of the period | - | 1,111,678 |
| **Cash and cash equivalents at the end of the year** | - | - |

**For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH**

**Elke Kueng**
Director
Place: Austria
Date: 07.06.2018

**NEW LOGIC TECHNOLOGIES SARL**
**BALANCE SHEET AS AT 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Current assets** | | | |
| Financial assets | | | |
| Other financial assets | 3 | 855,941 | 785,202 |
| Other current assets | 4 | - | 68,854 |
| | | **855,941** | **854,056** |
| **TOTAL ASSETS** | | **855,941** | **854,056** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Share capital | 5 | 617,133 | 617,133 |
| Other equity | | 224,495 | 166,258 |
| | | **841,628** | **783,391** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| | | | 13,163 |
| Trade payables | 6 | 13,921 | |
| | | | - |
| Other financial liabilites | 7 | 392 | |
| Other current liabilities | 8 | - | 57,502 |
| | | | **70,665** |
| | | **14,313** | |
| **TOTAL EQUITY AND LIABILITIES** | | **855,941** | **854,056** |

**For and on behalf of the Board of Directors of New Logic Technologies SARL**

**Ashish Chawla**
Director

Place: New Jersey, USA
Date: 06.07.2018

**NEW LOGIC TECHNOLOGIES SARL**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **INCOME** | | | |
| Other income | 9 | 79,934 | 286,098 |
| | | **79,934** | **286,098** |
| **EXPENSES** | | | |
| Employee benefits expense | 10 | - | 230 |
| Other expenses | 11 | 30,996 | 140,766 |
| | | **30,996** | **140,996** |
| **Profit before tax** | | **48,938** | **145,102** |
| **Tax expense** | 14 | | |
| Deferred tax | | - | - |
| Current tax | | - | - |
| Income tax of earlier years | | (9,299) | (48,400) |
| | | **(9,299)** | **(48,400)** |
| **Profit for the year** | | **58,237** | **193,502** |
| Other comprehensive income | | - | - |
| **Total other comprehensive income for the year, net of tax** | | **58,237** | **193,502** |
| **Earnings per share [par value of EUR 0.64 each]** | | | |
| Basic and diluted (EUR) | 12 | 0.06 | 0.20 |

**For and on behalf of the Board of Directors of New Logic Technologies SARL**

**Ashish Chawla**
Director

Place: New Jersey, USA
Date: 06.07.2018

**NEW LOGIC TECHNOLOGIES SARL**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Profit after taxes | 58,237 | 193,502 |
| **Other Adjustments:** | | |
| Tax expense | (9,299) | (48,400) |
| Provisions no longer required written back | (57,973) | (285,045) |
| Other financial and current assets written-off | - | 72,813 |
| Interest income | (446) | (296) |
| **Operating loss before working capital changes** | **(9,481)** | **(67,426)** |
| **Working capital changes:** | | |
| Increase in trade receivable and unbilled revenues | - | 71,881 |
| (Decrease)/increase in other financial assets and other current assets | (70,739) | 134,492 |
| Increase/(decrease) in trade payables and other payables | 758 | (231,081) |
| Increase/(decrease) other financial liabilities and other current liabilities | 863 | (118,217) |
| **Cash (used in) from operations** | **(78,599)** | **(210,351)** |
| Direct taxes refund / (paid) | 78,153 | (337,469) |
| **Net cash (used in) operating activities (A)** | **(446)** | **(547,820)** |
| **Cash flows from investing activities:** | | |
| Interest income received | 446 | 296 |
| **Net cash generated from investing activities (B)** | **446** | **296** |
| **Cash flows from financing activities (C)** | - | - |
| **Net (decrease) in Cash and cash equivalents for the year (A+B+C)** | - | **(547,524)** |
| Cash and cash equivalents at the beginning of the period | - | 547,524 |
| **Cash and cash equivalents at the end of the year** | **-** | **-** |
| **Components of cash and cash equivalents:** | | |
| - cash and cash equivalents | **-** | **-** |

**For and on behalf of the Board of Directors of NEW LOGIC TECHNOLOGIES SARL**

**Ashish Chawla**
Director

Place: New Jersey, USA
Date: 06.07.2018

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**
**BALANCE SHEET AS AT 31 MARCH 2018**
(All amounts are in Indian Rupees, unless otherwise stated)

| | Note No. | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, Plant and Equipment | 5 | 82,068,089 | 104,182,465 |
| Capital work-in-progress | 5 | 64,397,541 | - |
| Intangible assets | 6 | 1,524,326 | 1,423,952 |
| Other financial assets | 7 | 21,792,802 | 8,236,510 |
| Deferred tax assets | 8 | 90,281,076 | 61,942,663 |
| Non-current tax assets | 9 | 3,042,438 | 120 |
| Other non-current assets | 10 | 6,567,603 | 4,719,941 |
| **Total non-current assets** | | **269,673,875** | **180,505,651** |
| **Current assets** | | | |
| Financial assets | | | |
| - Trade receivables | 11 | 65,377,142 | 136,126,433 |
| - Cash and cash equivalents | 12 | 40,085,000 | 88,109,997 |
| - Other Bank Balances | 13 | 99,999,997 | - |
| - Other financial assets | 7 | 2,541,620 | 2,066,256 |
| Other current assets | 10 | 7,156,169 | 4,506,979 |
| **Total current assets** | | **215,159,928** | **230,809,665** |
| **Total assets** | | **484,833,803** | **411,315,316** |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 14 | 8,000,000 | 8,000,000 |
| Other equity | 15 | 374,905,869 | 261,338,617 |
| **Total equity** | | **382,905,869** | **269,338,617** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Other financial liabilities | 19 | 1,741,799 | 1,847,613 |
| Provisions | 16 | 42,821,098 | 31,148,784 |
| Other non-current liabilities | 17 | 15,175,986 | 10,984,250 |
| **Total non-current liabilities** | | **59,738,883** | **43,980,647** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| - Trade payables | 18 | 12,526,324 | 63,610,734 |
| - Other financial liablities | 19 | 16,241,636 | 20,818,141 |
| Other current liabilities | 17 | 4,783,911 | 8,128,859 |
| Provisions | 16 | 8,637,180 | 5,438,318 |
| **Total current liabilities** | | **42,189,051** | **97,996,052** |
| **Total equity and liabilities** | | **484,833,803** | **411,315,316** |

As per our report attached

**for Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**for and on behalf of the Board of Directors of**
**Appirio India Cloud Solutions Private Limited**

**Vikas Bagaria**
Partner
Membership No. 60408

Place: Bengaluru
Date: June 5, 2018

**Aravind Viswanathan Sundaresan**
DIN: 08036024

Place: Bengaluru
Date: June 5, 2018

**Krishnan Subramaniam**
DIN: 03484801

Place: Bengaluru
Date: June 5, 2018

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**
(All amounts are in Indian Rupees, unless otherwise stated)

| | Note No. | For the year ended 31 March 2018 | For the year ended 31 March 2017 |
|---|---|---|---|
| Revenue from operations | 20 | 761,741,910 | 697,403,181 |
| Other income | 21 | 4,251,895 | 3,447,336 |
| **Total income** | | **765,993,805** | **700,850,517** |
| **Expenses** | | | |
| Employee benefits expense | 22 | 499,848,226 | 439,843,348 |
| Depreciation and amortisation expense | 23 | 42,440,469 | 45,672,055 |
| Other expenses | 24 | 117,542,186 | 112,626,267 |
| **Total expenses** | | **659,830,881** | **598,141,670** |
| **Profit before tax** | | 106,162,924 | 102,708,847 |
| **Tax Expense** | | | |
| Current tax | | 22,724,174 | 20,898,447 |
| Deferred tax | | (28,736,128) | (26,012,524) |
| **Total tax expense** | 25 | **(6,011,954)** | **(5,114,077)** |
| **Profit for the year** | | **112,174,878** | **107,822,924** |
| **Other comprehensive income** | | | |
| **Items that will not be subsequently reclassified to profit or loss** | | | |
| Remeasurement of the defined benefit liability | | 1,790,089 | (2,437,583) |
| Income tax relating to items that will not be reclassified to profit or loss | | (397,715) | 527,336 |
| **Total other comprehensive income, net of income tax** | | **1,392,374** | **(1,910,247)** |
| **Total comprehensive income for the year** | | **113,567,252** | **105,912,677** |
| **Earnings per equity share [nominal value of share Rs. 10 (previous year Rs. 10)]** | | | |
| Basic and Diluted | 26 | 140.22 | 134.78 |

As per our report attached

**for Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**for and on behalf of the Board of Directors of**
**Appirio India Cloud Solutions Private Limited**

**Vikas Bagaria**
Partner

Membership No. 60408
Place: Bengaluru
Date: June 5, 2018

**Aravind Viswanathan Sundaresan**
DIN: 08036024
Place: Bengaluru
Date: June 5, 2018

**Krishnan Subramaniam**
DIN: 03484801
Place: Bengaluru
Date: June 5, 2018

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(All amounts are in Indian Rupees, unless otherwise stated)

| Particulars | For the year ended 31 March 2018 | For the year ended 31 March 2017 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Profit before tax | 106,162,924 | 102,708,847 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 42,440,469 | 45,672,055 |
| Unwinding of discount on security deposits | (821,036) | (608,260) |
| Loss on disposal of asset | 98,994 | - |
| Interest income | (4,032,645) | - |
| Operating profit before working capital changes | 143,848,706 | 147,772,642 |
| **Movement in working capital** | | |
| Increase in other financial assets, unbilled revenues and trade receivables | 69,970,794 | (67,853,638) |
| Decrease/ (increase) in non-current and current assets | (3,779,026) | 4,421,251 |
| Increase in provisions | 16,661,265 | 13,664,037 |
| Decrease/ (increase) in non-current and current liabilities | 846,788 | (8,697,351) |
| Increase in financial liabilities | (54,730,834) | 43,178,589 |
| **Cash generated from operations** | **172,817,693** | **132,485,530** |
| Less: Income taxes paid | (26,484,318) | (21,224,289) |
| **Net cash flow from operating activities** | **146,333,375** | **111,261,241** |
| **Cash flow from investing activities** | | |
| Purchase of property, plant and equipment | (84,653,585) | (23,799,157) |
| Purchase of Intangible assets | (1,364,804) | (1,565,880) |
| Sale of property, plant and equipment | 59,492 | - |
| Bank Deposits | (109,999,996) | - |
| Interest received | 1,600,521 | - |
| **Net cash used in investing activities** | **(194,358,372)** | **(25,365,037)** |
| Net increase in cash and cash equivalents | (48,024,997) | 85,896,204 |
| Cash and cash equivalents at the beginning of the year | 88,109,997 | 2,213,793 |
| **Cash and cash equivalents at the end of the year** | **40,085,000** | **88,109,997** |
| **Notes to the cash flow statement :** | | |
| **Components of cash and cash equivalents** | | |
| Balances with banks: | | |
| In current accounts | 15,084,997 | 88,109,997 |
| In Fixed Deposits | 25,000,003 | - |
| **Total cash and cash equivalent** | **40,085,000** | **88,109,997** |

As per our report of even date attached

**for Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**for and on behalf of the Board of Directors of**
**Appirio India Cloud Solutions Private Limited**

**Vikas Bagaria**
Partner
Membership No. 60408
Place: Bengaluru
Date: June 5, 2018

**Aravind Viswanathan Sundaresan**
DIN: 08036024
Place: Bengaluru
Date: June 5, 2018

**Krishnan Subramaniam**
DIN: 03484801
Place: Bengaluru
Date: June 5, 2018

WIPRO LIMITED. Registered Office: Doddakannelli, Sarjapur Road, Bengaluru - 560 035, Telephone: +91-80-28440011, Fax No.+91-80-28440054, Website : www.wipro.com, Email: corp-secretarial@wipro.com, CIN: L32102KA1945PLC020800

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH**
**C.A. (CAA) NO. 30/BB/18**
**IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**
**AND**
**IN THE MATTER OF SCHEME OF AMALGAMATION OF**
**WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO LIMITED**

| | |
|---|---|
| **Wipro Limited** (CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India | **APPLICANT/TRANSFEREE COMPANY** |

**FORM OF PROXY**
**Form MGT-11**
**Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014**

Venue of the meeting : Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035
Day, Date & Time : Wednesday, September 19, 2018 at 10 AM

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

| | |
|---|---|
| Name of Member(s) | |
| Registered Address | |
| Email ID | |
| DP ID*/Folio No. | |
| Client ID* | |

* Applicable for investors holding shares in Electronic form.

I/We _____ of _____ being the member/members of Wipro Limited hereby appoint the following as my/our Proxy to attend and vote on a poll for me/us and on my/our behalf at meeting of the Members of the Company convened pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench, to be held on September 19, 2018 at 10:00 am and at any adjournment thereof in respect of the resolution as indicated below;

1. Name _____ Registered address _____
   Email Id _____ Signature _____
   or failing him/her

2. Name _____ Registered address _____
   Email Id _____ Signature _____
   or failing him/her

3. Name _____ Registered address _____
   Email Id _____ Signature _____
   or failing him/her

I/We direct my/our Proxy to vote on the Resolution in the manner as indicated below:

| Sl. No. | Resolution | No. of shares held | For | Against |
|---|---|---|---|---|
| 1. | To approve the scheme of amalgamation of Wipro Technologies Austria Gmbh, Wipro Information Technology Austria Gmbh, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited | | | |

This is optional. Please put a tick mark (√) in the appropriate column against the resolution indicated in the box. If a member leaves the "For" or "Against" column blank against the Resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on the resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____ 2. _____ 3. _____

Signed this ---------- day of ----------2018.

Affix one Rupee Revenue Stamp

Notes:
1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting. A Proxy need not be a Member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. A member may vote either for or against each resolution.

WIPRO LIMITED. Registered Office: Doddakannelli, Sarjapur Road, Bengaluru - 560 035, Telephone : +91-80-28440011, Fax No.+91-80-28440054, Website : www.wipro.com, Email: corp-secretarial@wipro.com, CIN: L32102KA1945PLC020800

**ATTENDANCE SLIP**

**MEETING OF THE MEMBERS OF THE COMPANY CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BRANCH**

Venue of the meeting : Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035
Day, Date & Time : Wednesday, September 19, 2018 at 10 AM

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

| | |
|---|---|
| Name of Member(s) | |
| Registered Address | |
| Email ID | |
| DP ID* | |
| Client ID* | |
| Folio no. | |
| No. of shares held | |

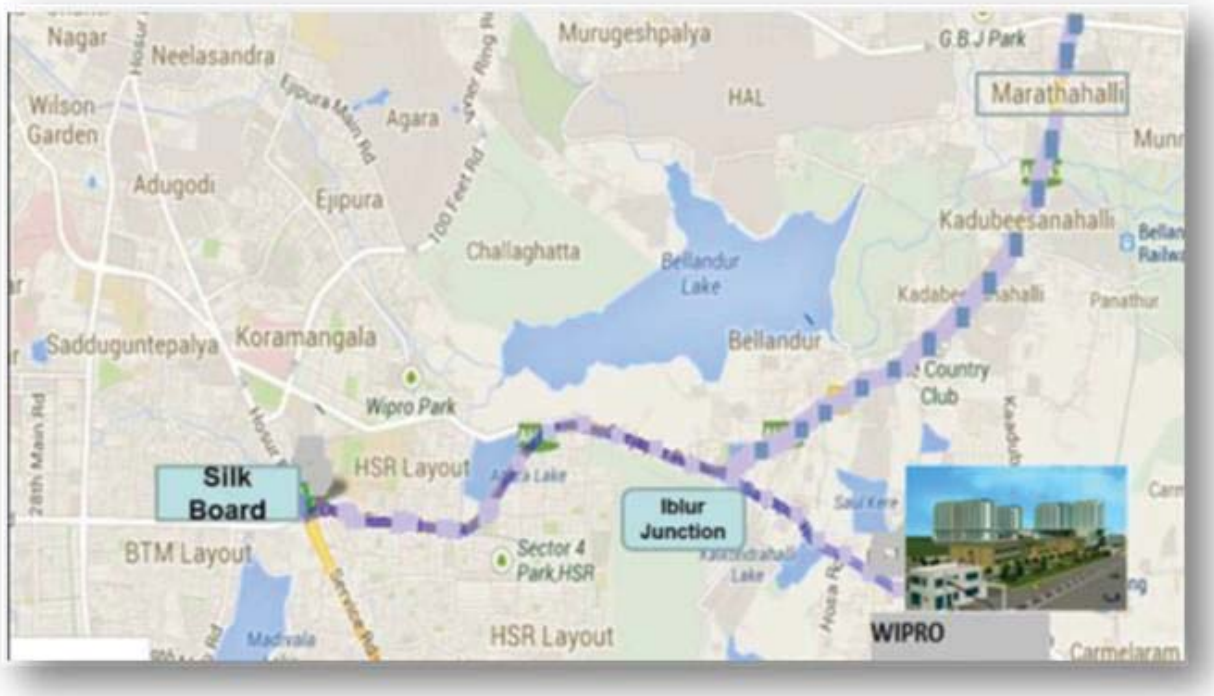
* Applicable for investors holding shares in Electronic form.

I/We certify that I/We am/are the registered shareholder(s)/proxy for the registered shareholder(s) of the Company.

I/We hereby record my/our presence at the meeting of the Members of the Company convened pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench, to be held on September 19, 2018 at 10:00 am at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035.

_____
Signature of Member/Proxy

Route map to the venue



**Wipro Limited**
**Registered Office: Doddakannelli, Sarjapur Road, Bangalore-560035**
**Corporate Identity Number (CIN): L32102KA1945PLC020800**
**Phone: + 91-80-28440011; Fax: +91-80-28440054;**
**E-mail: corp-secretarial@wipro.com; Website: www.wipro.com**

# NOTICE TO UNSECURED CREDITORS
# NOTICE OF MEETING OF THE UNSECURED CREDITORS OF WIPRO LIMITED CONVENED PURSUANT TO THE ORDER DATED AUGUST 10, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

| | |
|---|---|
| **Day** | **Wednesday** |
| **Date** | **September 19, 2018** |
| **Time** | **12 Noon** |
| **Venue** | **Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035** |


| Sl. No | Contents | Page Nos. |
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| 1. | Notice of Meeting of the Unsecured Creditors of Wipro Limited convened as per the Order of the Hon'ble National Company Law Tribunal, Bengaluru Bench | 2-3 |
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| 3. | Scheme of Amalgamation of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited | 12-26 |
| 4. | Report adopted by the Board of Directors of the Transferee Company under Section 232(2)(c) of the Companies Act, 2013 | 27 |
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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL**
**BENGALURU BENCH**
**C.A. (CAA) NO. 30/BB/18**
**IN THE MATTER OF SECTIONS 230 TO 232 READ WITH 234 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER**
**AND**
**IN THE MATTER OF SCHEME OF AMALGAMATION OF**
**WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

**Wipro Limited**
(CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India

APPLICANT/TRANSFEREE COMPANY

**FORM NO. CAA-2**

**NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF WIPRO LIMITED, THE APPLICANT COMPANY, PURSUANT TO THE ORDER DATED AUGUST 10, 2018 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH**

To,
The Unsecured Creditors of Wipro Limited **("Applicant Company"** or **"Wipro"** or **"Transferee Company"** or **"Company")**

TAKE NOTICE that by an Order dated August 10, 2018,("**Order**"), the Bengaluru Bench of the Hon'ble National Company Law Tribunal **("Hon'ble NCLT")** has directed a Meeting of the Unsecured Creditors **("Creditors")** of the Transferee Company to be held for the purpose of considering, and if thought fit, approving with or without modification(s), the scheme of amalgamation for merger of the businesses of the industrial undertakings of **Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL, and Appirio India Cloud Solutions Private Limited ("Transferor Companies") with Wipro Limited ("Transferee Company")** under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder ("**Scheme of Amalgamation**" or "**Scheme**").

TAKE FURTHER NOTICE that in pursuance of the Order and as directed therein, a meeting of the Creditors of the Transferee Company will be held at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035 on Wednesday, September 19, 2018 at 12 noon and you are requested to attend the same.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Company at Doddakannelli, Sarjapur Road, Bangalore-560 035, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Form of proxy is attached with this notice.

TAKE FURTHER NOTICE that the Hon'ble NCLT has appointed Mr. Rishad A Premji, Executive Director and Chief Strategy Officer, failing him Mr. Jatin P Dalal, Chief Financial Officer, failing him Mr. B C Prabhakar, Advocate, failing him Mr. Saji P John, Advocate, as the Chairperson of the said meeting. The abovementioned Scheme of Amalgamation, if approved by the Creditors, will be subject to the subsequent approval of the Hon'ble NCLT and other applicable regulatory authorities.

This notice is given for transacting the special business mentioned below to be passed through voting at such Hon'ble NCLT Convened Meeting.

The Board of Directors of the Company, at its meeting held on April 25, 2018, approved the above-mentioned Scheme of Amalgamation, subject to approval of the Shareholders and Unsecured Creditors of the Company, as may be required, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The Creditors are requested to consider and, if thought fit, approve with or without modification(s), the following resolutions under Sections 230 to 232 read with Section 234 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL, and Appirio India Cloud Solutions Private Limited with Wipro Limited.

"***RESOLVED THAT*** *pursuant to the provisions of Sections 230 to 232 read with Section 234 and other applicable provisions, if any, of the Companies Act, 2013, rules, circulars, notifications, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or by*

*any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the* ***("Board"),*** *which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited* ***("Scheme'),*** *be and is hereby approved.*

***RESOLVED FURTHER THAT*** *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement amalgamation/merger embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or such other regulatory/statutory authorities, while sanctioning the amalgamation/merger embodied in the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper."*

The Explanatory Statement under Sections 230, 232 read with Sections 234 and 102 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, the Scheme and the other enclosures as indicated in the index are enclosed.

**Place: Bengaluru**
**Date: August 10, 2018**

**For and on behalf of the Board of Directors of Wipro Limited**

**Rishad A Premji**
**Executive Director and Chief Strategy Officer**
**DIN: 02983899**
**Chairperson appointed for the meeting**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, along with applicable rules thereunder and provisions of Sections 230, 232 read with Section 234 of the Companies Act, 2013 setting out material facts forms part of this Notice.
2. Only Unsecured Creditors will be entitled to vote in the said meeting either in person or through proxy or by authorized representative.
3. AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING. ALL ALTERATIONS MADE IN THE FORM OF PROXY SHOULD BE INITIALED.
4. The representative of a body corporate which is an Unsecured Creditor of the Applicant Company may attend and vote at the Unsecured Creditors Meeting provided an authorization letter or such other document authorizing such representative to attend and vote at the Unsecured Creditors meeting is deposited at the registered office of the Company not later than 48 hours before the meeting.
5. The Unsecured Creditor (in case such Unsecured Creditor is an individual) or the authorized representative of the Unsecured Creditor (in case such Unsecured Creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card).
6. An Unsecured Creditor or his/her Proxy is requested to bring the copy of the Notice to the Meeting and produce the Attendance Slip, duly completed and signed at the entrance of the Meeting venue.
7. As directed by Hon'ble NCLT, the notice, together with the documents accompanying the same, is being sent to all the Unsecured Creditors through the permitted mode(s) i.e. by registered post or speed post or courier service or electronically by e-mail. The Notice is also displayed on the website of the Company (www.wipro.com).
8. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the advertisement of the notice convening the aforesaid meeting and information on postal ballot/e-voting will be published in Business Standard in English language and in Vijaya Karnataka in Kannada language.
9. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company at Doddakannelli, Sarjapur Road, Bangalore- 560 035, upto and including September 18, 2018 on all working days between 10.00 AM and 12.00 Noon (except Saturdays, Sundays and public holidays).
10. The Hon'ble National Company Law Tribunal, Bengaluru bench, has appointed Mr. V Sreedharan, Practising Company Secretary and Partner of V Sreedharan & Associates as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
11. 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, on or before Friday, September 21, 2018 at the registered office and will also be displayed on the website of the Company (www.wipro.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

**Place: Bengaluru**
**Date: August 10, 2018**

**For and on behalf of the Board of Directors of Wipro Limited**

**Rishad A Premji**
**Executive Director and Chief Strategy Officer**
**DIN: 02983899**
**Chairperson appointed for the meeting**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL**
**BENGALURU BENCH**
**C.A. (CAA) NO. 30/BB/18**
**IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER APPLICABLE PROVISIONS OF THE**
**COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**
**AND**
**IN THE MATTER OF SCHEME OF AMALGAMATION**
**OF**
**WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO LIMITED**

**Wipro Limited** (CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India — APPLICANT/TRANSFEREE COMPANY

**EXPLANATORY STATEMENT UNDER SECTIONS 230, 232 READ WITH SECTION 234 AND SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. This is the Statement accompanying the Notice convening the meeting of the Unsecured Creditors **("Creditors")** of the Applicant Company pursuant to the Order dated August 10, 2018 passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench **("NCLT"),** in the Company Application Number C.A. (CAA) No. 30/BB/18, to be held at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035, on Wednesday, September 19, 2018 at 12 Noon, for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation for merger of the businesses of the industrial undertakings of **Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited ("Transferor Companies") with Wipro Limited ("Transferee Company")** under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (the "**Scheme of Amalgamation**" or "**Scheme**")**.**
2. Notice of the said meeting together with the copy of the Scheme of Amalgamation is sent herewith. This statement explaining the terms of the Scheme of Amalgamation is being furnished as required under Sections 230, 232 read with Section 234 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013.

   A copy of the Scheme which has been approved by the Board of Directors of the Company is enclosed herewith. The other definitions contained in the Scheme shall also apply to this Explanatory Statement.

**Details of the Transferor Companies:**

3. Wipro Technologies Austria GmbH (hereinafter also referred to as the "**Transferor Company 1**") having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 158560 b. The Company was incorporated on April 30, 1997 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 1 is situated at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria. E-mail address for all communications is corp.secretarial@wipro.com
4. Wipro Information Technology Austria (hereinafter also referred to as the "**Transferor Company 2**") having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 269351 f. The Company was incorporated on October 6, 2005 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 2 is situated at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria. E-mail address for all communications is corp.secretarial@wipro.com
5. NewLogic Technologies SARL (hereinafter also referred to as the "**Transferor Company 3**") is a French limited liability company registered with the Nanterre Trade and Companies register under n° 428 207 906. The Company was incorporated on December 1,1999 and is engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services. The Registered office of the Transferor Company 3 is situated at Tour Prisma, 4-6 Avenue d'Alsace 92400 Courbevoie – Paris la Défense. E-mail address for all communications is corp.secretarial@wipro.com
6. Appirio India Cloud Solutions Private Limited (hereinafter also referred to as "**Transferor Company 4**") was incorporated on April 5, 2013 with Corporate Identification Number (CIN) U72200KA2013FTC112246. The Transferor Company 4 is a cloud application services provider engaged *inter alia* in the business of developing, integrating, designing and maintaining cloud applications. The Registered office of Transferor Company 4 is situated at SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore- 560035. The PAN of Transferor Company 4 is AALCA5279K. E-mail address for all communications is corp.secretarial@wipro.com

7. As on May 2, 2018, the Transferor Company 4 had no secured creditors. The Transferor Company 4 had 2 unsecured creditors as on May 2, 2018, and the total amount due and payable to them was Rs. 28,60,335 & USD 44,419.51 respectively.
8. There has been no change in the Registered Office and Objects of the Transferor Company 1, 2 and 3 during the last five years.
9. The Registered Office of the Transferor Company 4 was shifted from Fourth Floor, Tower B-1, Evolve Mahindra World City, Jaipur- 302 037 to SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore- 560 035 with effect from April 1, 2018. There has been no change in the object clause of the Transferor Company 4.
10. The main objects as per the Memorandum of Association and the main business carried on by the Transferor Company 4 are as follows:
    1. *To carry on the business of developing, improving, designing, repairing, testing, debugging and maintaining of cloud applications in the information technology sector, in India and elsewhere, in order to assist customers with adoption and integrating as part of their business, cloud-based applications and platforms.*
    2. *To obtain, render any technical and engineering information, assistance and service, knowhow and expert advice for installation of software, equipment, system programmes, data including providing software as a service (SaaS) and its operations, maintenance and repairs whether in India or elsewhere*
11. The Transferor Companies are not listed on any stock exchange.
12. The Transferee Company owns 100% of the membership interest in the Transferor Companies and is the promoter of all the Transferor Companies within the definition under Companies Act, 2013. Registered office of the Transferee Company is situated at Doddakannelli, Sarjapur Road, Bangalore 560 035.
13. As on the date of this Notice, the Board of Directors/Managers of Transferor Companies along with their addresses are as follows:

| | **Name of the Board of Directors/Managers** | **Address** |
|---|---|---|
| **Transferor Company 1** | Elke Kueng | Kirchgasse 13/5, 6712 Thuringen |
| | Balaji Kannan | Hermann-Brill-Strasse 12 in 65931 Frankfurt am Main, Germany |
| **Transferor Company 2** | Elke Kueng | Kirchgasse 13/5, 6712 Thuringen |
| | Balaji Kannan | Hermann-Brill-Strasse 12 in 65931 Frankfurt am Main, Germany |
| **Transferor Company 3** | Ashish Chawla | 2200 East Brunswick, 2 Tower Center Blvd, New Jersey, 08816, United States of America |
| | Sukanta Kundu | E-014,Gopalan Habitat Splendour Apartment ITPL Road, Bangalore -560 037 |
| **Transferor Company 4** | Bhanumurthy B M | Flat 106, Vars Fantasy Apartments 1st Main, Kodihalli Bangalore-560 008 |
| | Aravind Viswanathan | Palm 801 SJR Park Vista Harlur Road Off Sarjapur Road, Ambalipura Bangalore-560 102 |
| | Balasubramanian K | H305, Purva Fountain Square, Airport Road, Marathahalli, Bangalore- 560 037 |

**Details of the Transferee Company:**

14. Wipro Limited was incorporated on December 29, 1945 under the Companies Act, 1913 under the name and style of Western India Vegetable Products Limited, and subsequently changed its name to Wipro Products Limited on June 7, 1977, and to the present name Wipro Limited on April 28, 1984. The Transferee Company is a public limited company with its present registered office situated at Doddakannelli, Sarjapur Road, Bangalore-560 035. The Transferee Company is a leading global information technology (IT), consulting and business process services company engaged in the business of manufacture or production and licensing of computer software, provision of IT enabled services and trading in IT products. The CIN of the Transferee Company is L32102KA1945PLC020800. The Permanent Account Number of the Transferee Company is AAACW0387R. The e-mail address for all communications is corp.secretarial@wipro.com
15. The Transferee Company is a Public Listed Company with its equity shares listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the American Depositary Receipts listed on the New York Stock Exchange.
16. The main Objects as per the Memorandum of Association and main business of the Transferee Company is as follows:

    *a. 22 To undertake and carry on the business of providing all kinds of information technology based and enabled services in India and internationally, electronic remote processing services, eServices, including all types of Internet-based/Web enabled services, transaction processing, fulfilment services, business support services including but not limited to providing financial and related services of all kinds and description including billing services, processing services, database services, data entry business marketing services, business information and management services, training and consultancy services to businesses, organizations, concerns, firms, corporations, trusts, local bodies, states, governments and other entities; to establish and operate service processing centers for providing services for back office and processing requirements, marketing, sales, credit collection services for companies engaged in the business of remote processing and IT enabled services from a place of business in India or elsewhere, contacting & communicating to and on behalf of overseas customers by voice, data image, letters using dedicated international private lines; and to handle business process management, remote help desk management; remote management; remote customer interaction, customer relationship management and customer servicing through call centres, email*

*based activities and letter/fax based communication, knowledge storage and management, data management, warehousing, search, integration and analysis for financial and non financial data.*

*a.23 To act as information technology consultants and to operate a high technology data processing center for providing information processing, analysis, development, accounting and business information and data to customers in India and internationally; to carry on the business of gathering, collating, compiling, processing, analysing, distributing, selling, publishing data and information and including conduct of studies and research, and marketing of information and services and providing access to information regarding financial operations and management, financial services, investment services business and commercial operations, financial status, creditworthiness and rating, consumer responses and management of businesses of all kinds and descriptions by whatever name called."*

17. There has been no change in name, registered office and objects of the Transferee Company during the last five years.
18. Details of the capital structure of the Transferee Company including Authorised, Issued, Subscribed and Paid up Share Capital as on June 30, 2018 are as follows:

| Particulars | Amount (Rs.) |
|---|---|
| **Authorised Share Capital** | 11,000,000,000/- |
| 5,500,000,000 Equity Shares of Rs.2 each | 250,000,000/- |
| 25,000,000 Preference Shares of Rs. 10 each | |
| 150,000 10% Optionally Convertible Cumulative Preference Shares of Rs. 100 each | 15,000,000/- |
| **Total** | **11,265,000,000/-** |
| **Issued, Subscribed and Paid up Share Capital** | |
| 4,523,995,447 Equity Shares of Rs.2 each, fully paid-up | 9,047,990,894/- |
| **Total** | **9,047,990,894/-** |

19. As on April 30, 2018, the Transferee Company has 4,628 unsecured creditors and the total amount due and payable by the Transferee Company to the said unsecured creditors is 16,20,99,33,072/- (Rupees One Thousand Six Hundred Twenty Crores Ninety Nine Lakhs Thirty Three Thousand and Seventy Two only). As on April 30, 2018, the Transferee Company has no secured creditors
20. The details of Promoters and Promoter Group shareholders of Transferee Company are as follows:

| Sl. No. | Name | Address | No. of equity shares held | Percentage shareholding (%) |
|---|---|---|---|---|
| 1. | Azim H Premji | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 18,68,10,200 | 4.13 |
| 2. | Yasmeen A Premji | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 21,25,332 | 0.05 |
| 3. | Rishad A Premji | C-8, Epsilon Villa, Yemlur Marathahalli, Bangalore- 560037 | 13,73,332 | 0.03 |
| 4. | Tariq A Premji | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 5,30,000 | 0.01 |
| 5. | Mr. Azim Hasham Premji Partner Representing Hasham Traders | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 74,19,12,000 | 16.4 |
| 6. | Mr. Azim Hasham Premji Partner Representing Prazim Traders | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 89,08,13,582 | 19.69 |
| 7. | Mr. Azim Hasham Premji Partner Representing Zash Traders | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 90,32,39,580 | 19.97 |
| 8. | Hasham Investment and Trading Co Private Limited | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 11,25,996 | 0.02 |
| 9. | Azim Premji Trust[1] | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 61,84,61,626 | 13.67 |
| 10. | Azim Premji Philanthropic Initiatives Private Limited[2] | 134, Next to Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bangalore- 560035 | 1,56,06,157 | 0.34 |

Note:
1. Mr. Azim H Premji has disclaimed the beneficial ownership of Equity Shares held by Azim Premji Philanthropic Initiatives Private Limited.
2. Mr. Azim H Premji has disclaimed the beneficial ownership of Equity Shares held by Azim Premji Trust

21. The details of Directors (including Promoter Directors) and Key Managerial Personnel (KMP) of Transferee Company are as follows:

| Sl. No. | Name of the Directors | Designation in the Company | Address | Shareholding in Transferor Companies as on June 30, 2018 | Shareholding in Transferee Company as on June 30, 2018 |
|---|---|---|---|---|---|
| 1) | N Vaghul | Independent Director | New No 63, Old No 32, First Main Road, Raja Annamalaipuram, Chennai-600028 | - | - |
| 2) | Ashok S Ganguly | Independent Director | N6 Pemino Altamount Road Mumbai- 400026 | - | 3,734 |
| 3) | Azim H Premji | Executive Chairman & Managing Director | 75,133,135/1,136/1 Doddakannalli Village, Sarjapur Road Bangalore- 560035 | - | 18,68,10,200 |
| 4) | M K Sharma | Independent Director | 192 Centrum Towers Barkhat Ali Road Near Wadala Flyover Wadala East Mumbai- 400037 | - | - |
| 5) | William A Owens | Independent Director | 510, Lake St B 302, Kirkland WA 98033 | - | - |
| 6) | Abidali Z Neemuchwala* | Chief Executive Officer & Executive Director | 1036 Village Pkwy Coppell TX 75019 Dallas 75019 | - | 1,60,000 |
| 7) | Rishad A Premji | Executive Director & Chief Strategy Officer | C-8, Epsilon Villa, Yemlur Marathahalli, Bangalore- 560037 | - | 13,73,332 |
| 8) | Ireena Vittal | Independent Director | A2 1202-, World Spa East, Sector 30/41, Gurgaon- 122001 | - | - |
| 9) | Patrick J Ennis | Independent Director | No. 1435, Forester Boulevard Sw North Bend Washington D C 98045 | - | - |
| 10) | Patrick Dupuis | Independent Director | 550 Torwood Lane, Los Altos, California 94022 | - | - |
| 11) | Jatin P Dalal^ | Chief Financial Officer | 262, Embasy Meadows, 8th Cross, 1st A Main, St Bed Layout, Koramangala, 4th Block, Bengaluru- 560034 | - | 17,888 |
| 12) | M Sanaulla Khan | Company Secretary | 107D, Mulberry Woods, carmelaram, Sarjapur Road, Bangalore- 560 035 | - | - |

*represents ADS having underlying equity shares.
^includes equity shares held jointly by Mr. Jatin P Dalal and a member of his immediate family.

22. The Transferor Companies are wholly owned subsidiaries of the Transferee Company and no other Companies are part of the Scheme.
23. The following are the salient features of the scheme. Please refer to the Scheme of Amalgamation enclosed herewith for complete details.
    a) The Scheme envisages the amalgamation of the Transferor Companies, Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited in accordance with the provisions of Sections 230 to 232 read with Section 234 of the Companies Act, 2013.
    b) The appointed date of the Scheme is April 1, 2018.
    c) Effective Date of the Scheme of Amalgamation shall mean the last of dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 18 of the Scheme of Amalgamation is fulfilled.
    d) Upon coming into effect of the Scheme of Amalgamation and with effect from the Appointed Date, and subject to the provisions of the Scheme of Amalgamation including in relation to the mode of transfer and vesting, the entire business and Undertaking of the Transferor Companies including all of the assets, both movable and immovable, tangible and intangible, investments, rights, title and interests shall, under the provisions of Sections 230 to 232 read with Section 234 of the Companies Act, 2013 and applicable provisions of the Austrian Law and the French Law and pursuant to the order of the National Company Law Tribunal sanctioning the Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

e) Upon the Scheme of Amalgamation becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies.

Note: The aforesaid are only the salient features of the Scheme. Creditors are requested to read the entire text of the Scheme annexed hereto and get fully acquainted with the provisions thereof.

24. The Transferor Companies are the wholly owned subsidiaries of the Transferee Company and the entire share capital of Transferor Companies is held by the Transferee Company. Thus, there is no share exchange ratio involved in the Scheme of Amalgamation. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.
25. As mentioned above, the Transferor Companies are wholly owned subsidiaries of the Transferee Company and no shares are being issued by the Transferee Company to the Members of the Transferor Companies. Therefore, no valuation is required to be done.

**Approvals**

26. The Scheme is conditional upon and subject to necessary sanctions and approvals as set out in the Scheme. The Transferee Company has made an application seeking no-objection/approval of the Reserve Bank of India for the proposed merger and the same is awaited.
27. The sole shareholder of the Transferor Company 1, 2 and 3 has approved the Scheme of Amalgamation. The Board of Directors of the Transferor Company 4 has approved the Scheme on April 25, 2018.
28. Similarly, the Transferee Company at its Board Meeting held on April 25, 2018, approved the Scheme of Amalgamation and all the Directors of the Board were present at the meeting in person and voted in favour of the resolution. Names of the Directors are provided in Sl. Nos. 1 to 10 of the table under para 21 above.
29. The Transferee Company has filed a copy of the Scheme with BSE and NSE vide its letter dated May 7, 2018. Since the Scheme is between a parent Company and its wholly owned subsidiaries, as per Regulation 37(6) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the same does not require prior approval of the Securities and Exchange Board of India or any of the stock exchanges. The Transferee Company has also filed a copy of the Scheme with the Registrar of Companies, Bangalore.

**Rationale and Benefits of the Amalgamation**

30. The proposed amalgamation between the Transferor Companies and the Transferee Company shall result in the following benefits, amongst others, to both companies, their respective members and creditors:

    a) The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.
    b) The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services/software and technology related services markets. This will also enable the Transferee Company to address newer solutions and services to its customers and to the Transferor Companies' customers and enhance its marketing capabilities.
    c) Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure.
    d) Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
    e) Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities and countries.
    f) The banks, creditors and financial institutions, if any, of the Transferor Companies will not be adversely affected by the proposed amalgamation as their existing security, if any, on any outstanding borrowings/credit facility is maintained.

**General**

31. The services of all the employees of the Transferor Companies shall stand transferred to the Transferee Company on the terms and conditions not less beneficial to such employees than those subsisting with reference to the Transferor Companies. The services of such employees shall not be treated as broken or interrupted for the purpose of employee benefits.
32. Since the proposed Scheme of Amalgamation does not involve any compromise or arrangement with the creditors, the rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme.
33. There will be no change in the Board of Directors or the KMP of the Transferee Company on account of the Scheme of Amalgamation. The Transferor Companies shall cease to exist and thus the question of any change in the Directors and KMP of the Transferor Companies does not arise. Apart from the above, the Scheme does not affect the material interests of any of the KMP, Promoters, shareholders, creditors, or employees of the Transferor Companies or the Transferee Company in any manner.
34. The rights and interest of the Members and Creditors of the Transferee Company and the Transferor Companies will not be prejudicially affected by the Scheme.

35. In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Transferee Company, at its meeting held on April 25, 2018, has adopted a report, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferee Company is annexed to this Notice.
36. In compliance with Section 232(2) of the Companies Act, 2013, the Balance Sheet, Profit and Loss account and Cash Flow Statement of the Transferee Company and the Transferor Companies as at March 31, 2018 have been annexed to this Notice. For the sake of brevity, the schedules and notes to the financial statements have not been annexed. However, the complete Financial Statements of the Transferee Company and the Transferor Companies as at March 31, 2018 are available on the website of the Transferee Company www.wipro.com.
37. The Transferee Company will file a petition under Sections 230-232 and Section 234 read with other relevant provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, with the Hon'ble National Company Law Tribunal, Bengaluru Bench, for sanctioning of the Scheme.
38. There are no investigations or proceedings under the provisions of Chapter XIV of the Companies Act, 2013 or winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company.
39. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.
40. In the event that the Scheme is terminated or withdrawn in the manner set out therein, the Scheme shall stand revoked, cancelled and be of no effect and null and void and in such event each party hereto shall bear and pay respective costs, charges and expenses for and or in connection with the Scheme.
41. Considering the rationale and benefits, the Board of Directors of the Transferee Company recommends the Scheme as it is in the best interest of the Company and its stakeholders.
42. None of the Directors and KMP or their relatives are interested except to the extent of their shareholdings in the Transferee Company and the Transferor Companies, if any.
43. There are no secured creditors in the Transferee Company hence there is no requirement to convene the meeting of the Secured Creditors.

**Inspection**

44. The following documents will be available to the Creditors for obtaining extracts from or for making or obtaining copies of or for inspection at the Registered Office of the Transferee Company at Doddakannelli, Sarjapur Road, Bangalore-560 035, upto and including September 18, 2018 on all working days between 10.00 AM and 12.00 Noon (except Saturdays, Sundays and public holidays):
    (a) Audited financial statements of the Transferee Company including consolidated financial statements as on March 31, 2018;
    (b) Financial Statements of the Transferor Companies as on March 31, 2018;
    (c) Memorandum and Articles of Association of Transferee Company and Transferor Company 4;
    (d) Constitutional documents of Transferor Company 1, 2 and 3;
    (e) Scheme of Amalgamation;
    (f) Copy of the Order dated August 10,2018 passed by NCLT, Bengaluru Bench in C.A. (CAA) No. 30/BB/18 directing convening the meeting of the Equity Shareholders and Unsecured Creditors of the Transferee Company;
    (g) Report adopted by the Board of Directors of the Transferee Company and Transferor Company 4 under section 232(2)(c) of the Companies Act, 2013;
    (h) Copy of the resolutions passed by sole shareholder of Transferor Company 1, 2 and 3 and the Board of Directors of the Transferor Company 4 and the Transferee Company;
    (i) Register of Directors' shareholding of the Transferee Company;
    (j) The certificate dated April 25, 2018 issued by Deloitte Haskins & Sells, the Statutory Auditors of the Transferee Company, to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

**Pre and Post shareholding pattern**

45. As there is no issue of shares pursuant to the Scheme of Amalgamation, the Pre and Post amalgamation shareholding of the Transferee Company would remain unchanged. The Pre and Post shareholding pattern of the Transferee Company as on June 30, 2018 is given below:

| Sl. No. | Category | No. of shares | Percentage of shareholding |
|---|---|---|---|
| **A** | **Promoter Shareholding** | | |
| (a) | **Individuals/Hindu undivided Family** | **19,08,38,864** | **4.22** |
| | Azim Hasham Premji | 18,68,10,200 | 4.13 |
| | Yasmeen Azim Premji | 21,25,332 | 0.05 |
| | Rishad Azim Premji | 13,73,332 | 0.03 |
| | Tariq Azim Premji | 5,30,000 | 0.01 |
| (b) | Central Government/State Government(s) | 0 | 0.00 |
| (c) | Financial Institutions/Banks | 0 | 0.00 |
| (d) | **Any Other** | **3,17,11,58,941** | **70.10** |
| | Mr. Azim Hasham Premji Partner Representing Hasham Traders | 74,19,12,000 | 16.40 |
| | Mr. Azim Hasham Premji Partner Representing Prazim Traders | 89,08,13,582 | 19.69 |
| | Mr. Azim Hasham Premji Partner Representing Zash Traders | 90,32,39,580 | 19.97 |
| | Hasham Investment and Trading Co Private Ltd | 11,25,996 | 0.02 |

| Sl. No. | Category | No. of shares | Percentage of shareholding |
|---|---|---|---|
| | Azim Premji Trust | 61,84,61,626 | 13.67 |
| | Azim Premji Philanthropic Initiatives Private Limited | 1,56,06,157 | 0.34 |
| | **Sub-Total (A)(1)** | **3,36,19,97,805** | **74.32** |
| (2) | Foreign | | |
| (a) | Individuals (Non-Resident Individuals/Foreign Individuals | 0 | 0.00 |
| (b) | Government | 0 | 0.00 |
| (c) | Institutions | 0 | 0.00 |
| (d) | Foreign Portfolio Investor | 0 | 0.00 |
| (e) | Any Other | 0 | 0.00 |
| | | | |
| | **Sub-Total (A)(2)** | 0 | 0.00 |
| | **Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)** | **3,36,19,97,805** | **74.32** |
| **B** | **Public Shareholding** | | |
| (1) | Institutions | | |
| (a) | Mutual Funds | 12,40,51,205 | 2.74 |
| | ICICI Prudential Top 100 Fund | 9,00,47,114 | 1.99 |
| (b) | Venture Capital Funds | 0 | 0.00 |
| (c) | Alternate Investment Funds | 32,196 | 0.00 |
| (d) | Foreign Venture Capital Investors | 0 | 0.00 |
| (e) | Foreign Portfolio Investors | 39,45,81,758 | 8.72 |
| (f) | Financial Institutions/Banks | 1,72,49,817 | 0.38 |
| (g) | Insurance Companies | 14,25,60,401 | 3.15 |
| | Life Insurance Corporation of India | 13,87,25,446 | 3.07 |
| (h) | Provident Funds/Pension Funds | 0 | 0.00 |
| (i) | Any Other | | |
| | Overseas Corporate Bodies | 12,544 | 0.00 |
| | Foreign Bodies-DR | 66,561 | 0.00 |
| | Foreign Nationals | 3,72,84,874 | 0.82 |
| | **Sub Total (B)(1)** | **71,58,39,356** | **15.82** |
| (2) | Central Government/State Government(s)/President of India | 0 | 0.00 |
| | **Sub Total (B)(2)** | **0** | **0.00** |
| (3) | Non-Institutions | | |
| (a) | I. Individual shareholders holding nominal share capital up to Rs.2 lakhs | 9,02,46,023 | 1.99 |
| | II. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs | 14,37,73,051 | 3.18 |
| (b) | NBFCs Registered with RBI | 43,920 | 0.00 |
| (c) | Employee Trusts | 0 | 0.00 |
| (d) | Overseas Depositories (Holding DRs) (Balancing figure) | 10,15,09,212 | 2.24 |
| (e) | Any Other | | |
| | Trusts | 48,09,330 | 0.11 |
| | Non Resident Indians | 24,71,150 | 0.05 |
| | Clearing members | 43,77,610 | 0.10 |
| | NRI non-repatriation | 2,26,85,636 | 0.50 |
| | Bodies corporates | 5,27,79,248 | 1.17 |
| | Directors and their relatives | 3,734 | 0.00 |
| | I E P F | 12,19,549 | 0.03 |
| | **Sub Total (B)(3)** | **42,39,18,463** | **9.37** |
| | **Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)** | **1,13,97,57,819** | **25.19** |
| **C** | **Non-promoter Non-public (shares held by Employee Trust)** | **2,22,39,823** | **0.49** |
| | **Total (A+B+C)** | **4,52,39,95,447** | **100.00** |

46. As there is no issue of shares pursuant to the Scheme of Amalgamation, the post amalgamation shareholding of the Transferor Companies will stand automatically cancelled and there will be no issue and allotment of Shares. The Pre-amalgamation shareholding of the Transferor Companies as on June 30, 2018 is given below:

| Particulars of Transferor Company 1 | Amount (EUR) |
|---|---|
| Paid up Share Capital (100% held by Transferee Company) | 10,710,832 |

| Particulars of Transferor Company 2 | Amount (EUR) |
|---|---|
| Paid up Share Capital (100% held by Transferee Company) | 35,000 |

| Particulars of Transferor Company 3 | Amount (EUR) |
|---|---|
| 964,270 Shares of 0.64 Euro per share (100% held by Transferee Company) | 617,132.80 |

| Particulars of Transferor Company 4 | Amount (INR) |
|---|---|
| 800,000 Equity Shares of Rs. 10/- each (100% held by Transferee Company and its nominee) | 8,000,000 |

**Place: Bengaluru**
**Date: August 10, 2018**

**For and on behalf of the Board of Directors of Wipro Limited**

**Rishad A Premji**
**Executive Director and Chief Strategy Officer**
**DIN: 02983899**
**Chairperson appointed for the meeting**

**SCHEME OF AMALGAMATION AND MERGER**

**OF**

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**AND**

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**AND**

**NEWLOGIC TECHNOLOGIES SARL**

**AND**

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**

**WITH**

**WIPRO LIMITED**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS**

## GENERAL

## I. PURPOSE OF SCHEME

Wipro Limited is a leading global information technology (IT), consulting and business process services company engaged in the business of manufacture or production and licensing of computer software, provision of IT enabled services and trading in IT products ("**Transferee Business**"). This Scheme (defined herein) provides for the merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited by way of amalgamation pursuant to Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013, to the extent applicable, Austria's Federal Law on the Conversion of Commercial Companies (UmwG) (defined herein) and the French Law applicable to mergers (defined herein).

Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited are wholly owned subsidiaries of Wipro Limited, which are engaged *inter alia* in the business of manufacture or production and licensing of computer software and provision of IT enabled services (''**Transferor Businesses**''), further explained below:

1. Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH and NewLogic Technologies SARL, which are part of the NewLogic Technologies group acquired by Wipro in 2005, are leading semi-conductor design services providers and suppliers of Intellectual Property (IP) cores for complex wireless and wireline applications. NewLogic Technologies owns IPs in this segment which contains software, silicon proven wireless LAN multi-band radio module and mixed-signal blocks.

2. Appirio India Cloud Solutions Private Limited is a cloud application services provider engaged *inter alia* in the business of developing, integrating, designing and maintaining cloud applications.

## II. RATIONALE FOR THE SCHEME

The Board of Directors/sole shareholder, as applicable, of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited, and the Board of Directors of Wipro Limited believe that the following benefits will accrue, pursuant to the amalgamation of the Transferor Companies (defined herein) into the Transferee Company (defined herein):

1. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources.
2. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services/software and technology related services markets. This will also enable the Transferee Company to address newer solutions and services to its customers and to the Transferor Companies' customers and enhance its marketing capabilities.
3. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure.
4. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company.
5. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities and countries.
6. The banks, creditors and financial institutions, if any, of the Transferor Companies will not be adversely affected by the proposed amalgamation as their existing security, if any, on any outstanding borrowings/credit facility is maintained.

In view of the aforesaid, the Board of Directors (defined herein) of the Transferee Company and the Board of Directors/sole shareholder, as applicable, of the Transferor Companies have considered the Scheme, whereunder the entire Undertakings (defined herein) and business of the Transferor Companies would be transferred and vested with and into the Transferee Company pursuant to Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013, to the extent applicable, Austria's Federal Law on the Conversion of Commercial Companies (UmwG) and the French Law applicable to mergers.

## III. PARTS OF THE SCHEME

The Scheme is divided into following parts:

(i) **Part A** – dealing with definition of the terms used in this Scheme and setting out the share capital of the Transferor Companies and the Transferee Company;

(ii) **Part B** – dealing with the transfer and vesting of the Undertakings (defined herein) of the Transferor Companies with and into the Transferee Company;

(iii) **Part C –** dealing with the consideration for the amalgamation and increase in authorized capital of the Transferee Company;

(iv) **Part D –** dealing with the accounting treatment in the books of the Transferee Company;

(v) **Part E –** dealing with the procedures relating to the Transferor Companies 1 & 2 under the Applicable Laws of Austria; and

(vi) **Part F –** dealing with the procedures relating to the Transferor Company 3 under the Applicable laws of France; and

(vii) **Part G –** dealing with the dissolution of the Transferor Companies and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.

## PART A

## DEFINITIONS AND SHARE CAPITAL

1. **DEFINITIONS**

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

1.1 **"Act"** means the Companies Act, 2013, and rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereto from time to time.

1.2 **"Applicable Law(s)"** means any statute, notification, bye laws, rules, regulations, guidelines, common law, policy, code, directives, ordinance, schemes, notices, orders or instructions, law enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.

1.3 "**Appirio India Cloud Solutions Private Limited"** or **"Transferor Company 4"** is a Company incorporated under the Companies Act, 1956 having its registered office at SJP-1, A Block, Doddakannelli, Sarjapur Road, Bangalore-560035 and Corporate Identity Number U72200KA2013FTC112246.

1.4 "**Appointed Date**" means April 1, 2018 or such subsequent date (if any) as may be decided by the Board of Directors/sole shareholder, as applicable, of the Transferor Companies and the Board of Directors of the Transferee Company or such date as may be approved by the National Company Law Tribunal at Bengaluru or such other appropriate date as the Appropriate Authority may decide.

1.5 "**Austrian Law**" means the Federal Law on the Conversion of Commercial Companies (UmwG), Austria, as amended from time to time.

1.6 "**Board of Directors**" or "**Board**" means the board of directors or the sole manager or managers (wherever applicable) of the Transferor Companies or the board of directors of the Transferee Company or both, as the case may be, and shall include any duly constituted committee or authorised official(s) thereof.

1.7 "**Effective Date**" means the last of the dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 18 of this Scheme is complied with or obtained or waived, as the case maybe. Reference in the Scheme to "upon the Scheme becoming effective" shall mean the Effective Date.

1.8 **"French Law"** means the French legal provisions applicable to mergers under articles L. 236-1 to L. 236-24 of the French Commercial Code as amended from time to time.

1.9 "**Government Authority**" or "**Appropriate Authority**" means the central government, any applicable state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.

1.10 "**NewLogic Technologies SARL**" or **"Transferor Company 3"** is a French limited liability company having its registered office at Tour Prisma, 4-6 Avenue d'Alsace 92400 Courbevoie – Paris la Défense registered with the Nanterre Trade and Companies register under n° 428 207 906.

1.11 "**Relevant Jurisdiction**" means the territories of the Republic of India and the territories of France and Austria as the case may be.

1.12 **"Registrar of Companies"** means the Registrar of Companies, Karnataka, India and the registrar or its equivalent of such other Government Authority who has oversight on the company from a corporate law perspective.

1.13 "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this scheme of amalgamation in its present form, submitted to the National Company Law Tribunal or any other Appropriate Authority in the Relevant Jurisdiction, or with any modification(s) made under Clause 20 of this Scheme, as approved or directed by the National Company Law Tribunal or any other Appropriate Authority.

1.14 **"Transferor Companies"** means Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 collectively.

1.15 **"Tribunal"** means the National Company Law Tribunal, Bengaluru Bench, constituted under Section 408 and other applicable provisions of the Act**.**

1.16 **"Undertaking"** shall mean and include the whole of the industrial undertaking(s) of the Transferor Companies, as a going concern, including its businesses (more elaborately described as Transferor Businesses), all secured and unsecured debts, liabilities, losses, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to fixed assets, current assets, investments, funds, licenses, registrations, intangibles, leases, licenses, tenancy rights, premises, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, service connections, benefits of agreements, contracts and arrangements including but

not limited to contracts entered into with vendors, customers and service providers, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, easements and all the right, title, interest, benefit and advantage, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, etc.), software license(s), intellectual property(ies), domain/websites, etc. in connection with/relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.

1.17 "**Wipro Information Technology Austria GmbH**" or "**Transferor Company 2**" having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 269351 f and having its registered office at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria.

1.18 **"Wipro Limited"** or **"Transferee Company"** is a company incorporated under the Companies Act, 1913 having its registered office Doddakannelli, Sarjapur Road, Bangalore - 560 035 and Corporate Identity Number L32102KA1945PLC020800.

1.19 "**Wipro Technologies Austria GmbH**" or **"Transferor Company 1"** having its corporate seat in Feldkirch, Austria, registered with the Companies' Register under number FN 158560 b and having its registered office at Reichsstrasse 126, 1st floor, 6800 Feldkirch, Austria.

1.20 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## 2. SHARE CAPITAL

### 2.1 Wipro Technologies Austria GmbH (Transferor Company 1)

The share capital of Wipro Technologies Austria GmbH as at April 25, 2018 was as follows:

| Particulars | Amount (EUR) |
|---|---|
| **Paid up Share Capital** (100% held by Transferee Company) | 10,710,832 |

### 2.2 Wipro Information Technology Austria GmbH (Transferor Company 2)

The share capital of Wipro Information Technology Austria GmbH as at April 25, 2018 was as follows:

| Particulars | Amount (EUR) |
|---|---|
| **Paid up Share Capital** (100% held by Transferee Company) | 35,000 |

### 2.3 NewLogic Technologies SARL (Transferor Company 3)

The share capital of NewLogic Technologies SARL as at April 25, 2018 was as follows:

| Particulars | Amount (EUR) |
|---|---|
| **Paid up Share Capital**<br>964,270 Shares of 0.64 Euro per share<br>(100% held by Transferee Company) | 617,132.80 |

### 2.4 Appirio India Cloud Solutions Private Limited (Transferor Company 4)

The share capital of Appirio India Cloud Solutions Private Limited as at April 25, 2018, was as follows:

| Particulars | Amount (Rs.) |
|---|---|
| **Authorised Share Capital**<br>900,000 Equity Shares of Rs. 10/- each | 9,000,000 |
| **Issued, Subscribed and Paid up Share Capital**<br>800,000 Equity Shares of Rs. 10/- each<br>(100% held by Transferee Company and its nominee) | 8,000,000 |

2.5 **Wipro Limited (Transferee Company)**

The share capital of Wipro Limited as at April 25, 2018, was as follows:

| Authorised Share Capital | Amount (Rs.) |
|---|---|
| 5,500,000,000 Equity Shares of Rs.2 each | 11,000,000,000/- |
| 25,000,000 Preference Shares of Rs. 10 each | 250,000,000/- |
| 150,000 10% Optionally Convertible Cumulative Preference Shares of Rs. 100 each | 15,000,000/- |
| **Total** | **11,265,000,000/-** |
| **Issued, Subscribed and Paid up Share Capital** | **Amount (Rs.)** |
| 4,523,945,471 Equity Shares of Rs.2 each, fully paid-up | 9,047,890,942/- |
| **Total** | **9,047,890,942/-** |

The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited and the American Depositary Receipts are listed on the New York Stock Exchange.

3. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set-out herein in its present form or with any modification(s) approved or imposed or directed by the National Company Law Tribunal or any other Appropriate Authority shall take effect from the Appointed Date and shall be operative from the Effective Date.

## PART B

## TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANIES INTO THE TRANSFEREE COMPANY

### 4. TRANSFER AND VESTING OF UNDERTAKING

4.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and Undertaking of the Transferor Companies, including all the debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws, of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets (whether tangible or intangible) of the Transferor Companies comprising, amongst others, all investments, receivables, actionable claims, furniture and fixtures, office equipment, telephones, telex, facsimile and other communication facilities and business licenses, permits, deposits, authorisations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, know-how, trade secret, patents, trademark, service mark, other intellectual property rights, registrations, title, interest, contracts including but not limited to contracts entered into with customers, vendors and service providers, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, shall, under the provisions of Sections 230 to 232 read with Section 234 of the Act and applicable provisions of the Austrian Law and the French Law and pursuant to the order of the National Company Law Tribunal sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

4.2 Without prejudice to the generality of Clause 4.1 above, in respect of the assets of the Transferor Companies, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery or otherwise, the same shall be so transferred by the Transferor Companies to the Transferee Company, without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company as an integral part of the assets of the Transferee Company, with effect from the Appointed Date.

4.3 Without prejudice to the generality of Clause 4.1 above, with effect from the Appointed Date, all debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date whether provided for or not in the books of account of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Appointed Date, shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned from those assets.

4.4 With effect from the Appointed Date, all inter-party transactions between the Transferor Companies and between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.

4.5 With effect from the Appointed Date, loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.

4.6 All existing securities, mortgages, charges, liens or other encumbrances, if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the properties and other assets comprised in the Undertaking transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, liens or other encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, liens or encumbrances shall not relate or attach to any other assets of the Transferee Company, provided however that no encumbrances shall have been created by the Transferor Companies over its assets after the date of filing of the Scheme, without the prior written consent of the Board of Directors of the Transferee Company, except for those done in the normal course of business.

4.7 All existing encumbrances over the properties and other assets of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.

4.8 It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

4.9 With effect from the Appointed Date, all statutory licences, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Companies pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents or other licenses and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.

4.10 The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income-tax Act, 1961.

## 5. STAFF, EMPLOYEES & DIRECTORS

On the Scheme becoming effective, all staff and employees of the Transferor Companies (if any) in service on the Effective Date shall be deemed to have become staff and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service for the purpose of provident fund or gratuity or otherwise, and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Companies on the Effective Date.

It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Transferor Companies shall become trusts/funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of Transferor Companies in relation to such fund or funds shall become those of the Transferee Company. It is clarified that, for the purpose of the said fund or funds, the services of the staff and employees of the Transferor Companies will be treated as having been in continuous service with the Transferee Company from the date of employment as reflected in the records of Transferor Companies.

On the Scheme becoming effective, the directors of the Transferor Companies shall not be entitled to any directorship in the Transferee Company by virtue of the provisions of this Scheme.

## 6. LEGAL PROCEEDINGS

If any suit, appeal or other proceedings of whatever nature by or against the Transferor Companies are pending, including those arising on account of taxation laws and other allied laws, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies, as if this Scheme had not been made.

In case of any litigations, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor companies after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company. The Transferee Company undertakes to continue to abide by the agreement/settlement if any entered into by the Transferor Companies with any of its employees, which is in force as on the Effective Date.

## 7. CONTRACTS, DEEDS, ETC., AND POWER TO GIVE EFFECT TO THIS PART

7.1 Subject to the other provisions of this Scheme, all contracts, deeds, agreements, licences, permits, registrations, approvals and other instruments, if any, of whatsoever nature to which the Transferor Companies are a party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto, notwithstanding the terms contained in such contracts, deeds, bonds, agreements, licences, permits, registrations, approvals and other instruments.

7.2 The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

8. **TREATMENT OF TAXES PAID BY THE TRANSFEROR COMPANIES**

All taxes, levies, cess, etc. (whether direct or indirect) that might have been paid by the Transferor Companies (whether before or after the Appointed Date) during the period when the merger has not become effective for any tax liability that arises after the Appointed Date shall be deemed to be tax paid by the Transferee Company and credit in respect thereof shall be given to the Transferee Company accordingly.

9. **TREATMENT OF SCHEME FOR THE PURPOSES OF INCOME TAX ACT, 1961**

9.1 This Scheme has been drawn up to comply with and come within the definition and conditions relating to "Amalgamation" as specified under Section 2(1B), Section 47 and such other provisions, as may be applicable, of the Income Tax Act, 1961.

9.2 If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act, 1961, at a later date, including resulting from an amendment of any Applicable Law(s) or for any other reason whatsoever, the Scheme shall stand modified/amended to the extent determined necessary to comply and come within the definition and conditions relating to "Amalgamation" as specified in the Income Tax Act, 1961. In such an event, the clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.

9.3 Any refund under the tax laws received by or due to the Transferor Companies consequent to any assessments made on the Transferor Companies subsequent to the Appointed Date pertaining to the business transferred and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

## PART C

## CONSIDERATION FOR AMALGAMATION AND INCREASE IN AUTHORIZED CAPITAL OF TRANSFEREE COMPANY

### 10. CONSIDERATION FOR AMALGAMATION

The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The entire share capital of the Transferor Companies is held by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. The Transferee Company will carry on the Transferor Businesses alongwith Transferee Business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Businesses are protected and enhanced.

### 11. INCREASE IN AUTHORIZED CAPITAL OF TRANSFEREE COMPANY

Upon the Scheme becoming effective, the authorized share capital of the Transferor Company 4 shall stand combined with and be deemed to be added to the authorized share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by Transferor Company 4 on its authorized share capital, as applicable, shall be deemed to have been so paid by the Transferee Company on the combined authorized share capital and accordingly, the Transferee Company shall not be required to pay any fee/stamp duty for its increased authorized share capital.

Consequently, existing clause 5 of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 61 to 64 and other applicable provisions of the Companies Act, 2013 by substituting the existing Clause with the following:

*"The Authorised Share Capital of the Company is Rs. 1127,40,00,000/- (Rupees One Thousand One Hundred and Twenty Seven Crores and Forty Lakhs) divided into 550,45,00,000/- (Five Hundred and Fifty Crores and Forty Five Lakhs) equity shares of Rs. 2/- (Rupees Two) each, 2,50,00,000 (Two Crore Fifty Lakhs) preference shares of Rs.10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 10% optionally convertible cumulative preference shares of Rs.100/- (Rupees One Hundred) each, with power to increase and reduce or consolidate or subdivide the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to verify, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Act or provided by the Articles of Association of the Company for the time being."*

The approval of the Scheme by the shareholders of the Transferee Company under Sections 230 to 232 of the Act, shall be deemed to have the approval under Section 13, 61 and other applicable provisions of the Act and any other consents and approvals also required in this regard.

## PART D

## ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

12. **ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY**

12.1 The Transferee Company shall follow the requirements of Indian Accounting Standards (IndAS) 103 and other applicable Indian Accounting standards, in terms of Section 133 of the Companies Act, 2013 for the purpose of accounting for the merger.

12.2 The Transferee Company shall, upon the scheme becoming effective, record the assets, liabilities and reserves of the Transferor Companies in the books of accounts of the Transferee Company at the existing carrying amounts and in the same form.

12.3 The investment made in the Share Capital of the Transferor Companies by the Transferee Company shall stand cancelled. Difference, if any, between the investments held by the Transferee Company and assets, liabilities and reserves held by the Transferor Companies will be transferred to Common Control Transactions Capital Reserve (separately from other capital reserves).

## PART E
## PROCEDURES RELATING TO THE TRANSFEROR COMPANY 1 AND 2 UNDER THE LAWS OF AUSTRIA

13. **PROCEDURES RELATING TO THE TRANSFEROR COMPANY 1 AND 2 UNDER THE LAWS OF AUSTRIA**

13.1 The Transferor Company 1 and Transferor Company 2 are incorporated under the laws of Austria.

13.2 In terms of Section 2 of the Federal Law on the Conversion of Commercial Companies (UmwG) of Austria, a company can merge with one or more companies incorporated under the laws of a jurisdiction other than that of Austria where the merger is permitted by the laws of such jurisdiction.

13.3 The sole shareholder of the Transferor Company 1 and Transferor Company 2 has approved the Scheme.

13.4 The amalgamation/merger of Transferor Company 1 and Transferor Company 2 with the Transferee Company shall be in accordance with the necessary and applicable provisions and procedural requirements under the Austrian Law and any other Applicable Law.

## PART F
## PROCEDURES RELATING TO THE TRANSFEROR COMPANY 3 UNDER THE LAWS OF FRANCE

### 14. PROCEDURES RELATING TO THE TRANSFEROR COMPANY 3 UNDER THE LAWS OF FRANCE

14.1 The Transferor Company 3 is incorporated under the laws of France.

14.2 French Law does not regulate cross border mergers between a French company and another company located outside the European Union. However, French Law does not prohibit such mergers where the merger is permitted by the laws of the other jurisdiction and where the French entity follows the French Law applicable to a national merger.

14.3 The sole shareholder of the Transferor Company 3 has approved the Scheme.

14.4 The amalgamation/merger of Transferor Company 3 with the Transferee Company shall be in accordance with the necessary and applicable provisions and procedural requirements under the French Law and any other Applicable Law.

## PART G

## DISSOLUTION OF THE TRANSFEROR COMPANIES AND THE GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME AND OTHER MATTERS CONSEQUENTIAL AND INTEGRALLY CONNECTED THERETO

### 15. TRANSACTIONS BETWEEN THE APPOINTED DATE AND THE EFFECTIVE DATE (IF APPLICABLE)

During the period from the Appointed Date to the Effective Date:

15.1 The Transferor Companies shall carry on and be deemed to have carried on their business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of its business and Undertaking for and on account of and in trust for the Transferee Company.

15.2 The Transferor Companies shall carry on their business and activities in the ordinary course of business with reasonable diligence and business prudence.

15.3 All the profits or income accruing or arising to the Transferor Companies or expenditure or losses incurred or arising to the Transferor Companies, shall for all purposes be treated and deemed to be and accrue as the profits or income or expenditure or losses (as the case may be) of the Transferee Company.

15.4 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Government Authorities concerned, as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require for carrying on the business of the Transferor Companies.

15.5 The Transferor Companies shall carry on their business, operations or activities with reasonable diligence and business prudence and in the same manner as they had been doing hitherto and shall not venture into/expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business, without the prior consent of the Transferee Company.

15.6 The Transferee Company and the Transferor Companies shall also be entitled to make an application for amending, cancelling or obtaining fresh registrations, as the case may be, under all applicable laws and legislations. The Transferee Company and the Transferor Companies would be entitled to make an application for amending licenses/ authorisations.

### 16. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Companies under Clause 4 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded between the Appointed Date and the Effective Date (both days inclusive), to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

### 17. DISSOLUTION OF THE TRANSFEROR COMPANIES

Upon the Scheme becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies.

### 18. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

(i) The requisite consents, approvals or permissions of any Appropriate Authority(ies) from India, Austria and France, which by law may be necessary for the implementation of this Scheme;

(ii) The approval by the requisite majority of the shareholders and/or creditors (as may be required and/or to the extent not dispensed with by the Appropriate Authority(ies)) of the Transferor Companies and the Transferee Company, as required under Applicable Law(s).

(iii) Approval by the National Company Law Tribunal;

(iv) The certified copy of the order of the National Company Law Tribunal sanctioning the Scheme being filed with the Registrar of Companies by the Transferee Company and the Transferor Company 4;

(v) Compliance by the Transferor Companies and the Transferee Company of all the necessary and applicable provisions of its Applicable Law.

(vi) Compliance with such other conditions as may be imposed by the National Company Law Tribunal or other Government Authority.

19. **APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL**

The Transferee Company and the Transferor Company 4 shall, with all reasonable despatch, make and file applications/petitions jointly under Sections 230 to 232 read with Section 234 and other applicable provisions of the Act to the National Company Law Tribunal, within whose jurisdiction the registered office of the Transferee Company is situated, for sanctioning the Scheme.

The Transferor Companies 1, 2 and 3 shall initiate and pursue all actions necessary under the laws of Austria and France for their respective winding up. The Transferor Companies shall take all necessary steps for sanctioning of this Scheme and for their continuing as one company with the Transferee Company and apply for and obtain such other approvals, if any, required under the Applicable Laws.

20. **MODIFICATION OR AMENDMENTS TO THE SCHEME**

The Transferee Company and the Transferor Companies by their respective Board of Directors or sole shareholder, as applicable, or any person(s) or committee authorised/appointed by them, may carry out or assent to any modifications/amendments to the Scheme or to any conditions or limitations that the National Company Law Tribunal and/or the Reserve Bank of India and/or Securities and Exchange Board of India or any other Government Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e., the Board of Directors or sole shareholder, as applicable, or the person(s)/ committee). The Transferee Company and the Transferor Companies by their respective Board of Directors or sole shareholder, as applicable, any person(s) or committee authorised or appointed by them, shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any Government Authority or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith. The Transferee Company and the Transferor Companies shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the National Company Law Tribunal or any other authority. In case of any provisions that is inconsistent with the Reserve Bank of India Regulations, the scheme shall stand amended to that extent.

21. **EFFECT OF NON-RECEIPT OF APPROVALS**

In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Board of Directors/sole shareholder, as applicable, of the Transferor Companies shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

22. **COSTS, CHARGES AND EXPENSES**

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Companies and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

23. **MISCELLANEOUS**

In case any doubt or difference or issue shall arise among the Transferor Companies and the Transferee Company or any of their shareholders, creditors, employees and/or persons entitled to or claiming any right to any shares in the Transferor Companies or the Transferee Company, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any other aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled between the Board of Directors/sole shareholder, as applicable, of the Transferor Companies and the Board of Directors of the Transferee Company and the decision arrived at therein shall be final and binding on all concerned. If any part of this Scheme hereof is invalid, ruled illegal by any National Company Law Tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party to the Scheme, in which case the parties to the Scheme shall attempt to bring about a modification in the Scheme, as will best preserve for the parties to the Scheme, the benefits and obligations of the Scheme.

**Report adopted by the Board of Directors of Wipro Limited at its meeting held on April 25, 2018 as per the provisions of section 232(2)(c) of the Companies Act, 2013**

Pursuant to the recommendation of Audit, Risk and Compliance Committee ("**Audit Committee**"), the proposed Scheme of Amalgamation ("**Scheme**") of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited ("**Transferor Companies**") with Wipro Limited ("**Transferee Company**" or "**Company**") was approved by the Board of Directors of the Company ("**Board**") vide resolution passed at its Meeting held on April 25, 2018.

The provisions of Section 232(2)(c) of the Companies Act, 2013 requires the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel ("**KMP**"), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the Shareholders and Creditors along with the notice convening the meeting of Members/Creditors. The Board noted that the Scheme does not contemplate any allotment of shares of the Company, as the Transferor Companies are wholly owned subsidiaries of the Company.

Having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, its impact on the Company's shareholders, the financial position of the Transferor Companies and other documents placed before it.

**Report**

The Board of Directors after considering the afore-mentioned aspects and recommendations of the Audit Committee, approved the Scheme. The Board was of the opinion that:

1. The Scheme will, inter alia, enable optimisation of legal entity structure through rationalization of number of subsidiaries. It will result in integration of business operations and consolidation of the activities leading to operational synergies and elimination of duplicate efforts across multiple entities and countries. It will provide the Company seamless access to the assets (including intangible assets, licenses and intellectual properties) of the Transferor Companies. It will also result in reduction of the multiplicity of legal and regulatory compliances.
2. There is no requirement for any share entitlement ratio since the Transferor Companies are wholly owned subsidiaries of the Transferee Company. The Board also observed that since there is no change in the shareholding pattern of the Transferee Company pursuant to the Scheme of Amalgamation, there is no requirement to obtain a valuation report.
3. The Scheme solely provides for merger of the businesses of the industrial undertakings of Wipro Technologies Austria GmbH, Wipro Information Technology Austria GmbH, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited which are wholly owned subsidiaries, with Wipro Limited, its parent company, by way of amalgamation. Therefore, pursuant to paragraph 7 of the Securities and Exchange Board of India (SEBI) Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**Circular**") read with regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no requirement to obtain a no-objection letter from stock exchanges, valuation report from an independent Chartered Accountant, Audit Committee report, fairness opinion by a SEBI registered Merchant Banker, report on complaints, etc. The Scheme shall be filed with the Stock Exchanges for the purpose of disclosure only.
4. The Scheme does not entitle the Promoter/Promoter Group, related parties of the Promoter/Promoter Group, associates of the Promoter/Promoter Group, and subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares. There will be no change in the shareholding of Promoter/Promoter Group of the Transferee Company pursuant to the adoption of the Scheme.
5. As far as the Equity Shareholders of the Transferee Company are concerned (including holders of American Depositary Shares, Promoter shareholders and other non-promoter shareholders), there will be no dilution in their shareholding in the Transferee Company as there will be no issuance of shares by the Transferee Company pursuant to the Scheme.
6. Further, there will be no change in the KMP of the Transferee Company pursuant to the Scheme.
7. The Transferee Company will carry on the businesses of industrial undertakings of Transferor Companies alongwith its own business with reasonable diligence and business prudence to ensure that the interests of the stakeholders of Transferor Companies are protected and enhanced. The Transferee Company will continue the operations in Austria and France through its existing branch in the respective countries without any disruption and the operations in India will be integrated with its existing operations.
8. The Scheme will be beneficial to the Transferee Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

**For and on behalf of the Board of Directors**

**Azim H Premji**
**Chairman and Managing Director**

**Rishad A Premji**
**Executive Director and Chief Strategy Officer**

Place: Bangalore
Date: April 25, 2018

**WIPRO LIMITED**
**BALANCE SHEET AS AT MARCH 31, 2018**
**(₹ in millions, except share and per share data, unless otherwise stated)**

| | Notes | As at March 31, 2018 | As at March 31, 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 38,026 | 37,555 |
| Capital work-in-progress | | 12,906 | 6,941 |
| Goodwill | 5 | 3,882 | 3,882 |
| Other intangible assets | 5 | 1,762 | 2,185 |
| Financial assets | | | |
| Investments | 6 | 58,416 | 59,994 |
| Derivative assets | 18 | 41 | 106 |
| Trade receivables | 7 | 4,446 | 3,998 |
| Other financial assets | 9 | 3,078 | 3,545 |
| Deferred tax assets (net) | 19 | 4,520 | 2,352 |
| Non-current tax assets (net) | | 18,349 | 12,008 |
| Other non-current assets | 11 | 11,614 | 11,732 |
| **Total non-current assets** | | **157,040** | **144,298** |
| **Current assets** | | | |
| Inventories | 10 | 2,943 | 3,559 |
| Financial assets | | | |
| Investments | 6 | 248,412 | 291,467 |
| Trade receivables | 7 | 95,020 | 81,299 |
| Cash and cash equivalents | 8 | 23,220 | 35,166 |
| Derivative assets | 18 | 1,232 | 9,747 |
| Unbilled revenues | | 30,256 | 32,845 |
| Loans to subsidiaries | 32 | - | 1,917 |
| Other financial assets | 9 | 5,218 | 6,151 |
| Current tax assets (net) | | 4,799 | 7,701 |
| Other current assets | 11 | 18,122 | 17,419 |
| | | **429,222** | **487,271** |
| Assets held for sale | 36 | 451 | - |
| **Total current assets** | | **429,673** | **487,271** |
| **TOTAL ASSETS** | | **586,713** | **631,569** |
| **EQUITY** | | | |
| Equity Share capital | 12 | 9,048 | 4,861 |
| Other equity | | 413,578 | 462,195 |
| **TOTAL EQUITY** | | **422,626** | **467,056** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| Borrowings | 13 | 724 | 11,463 |
| Derivative liabilities | 18 | - | 2 |
| Other financial liabilities | 15 | - | 77 |
| Provisions | 16 | 1,688 | 3,733 |
| Deferred tax liabilities (net) | 19 | 463 | 1,391 |
| Non-current tax liabilities (net) | | 8,557 | 9,099 |
| Other non-current liabilities | 17 | 2,296 | 349 |
| **Total non-current liabilities** | | **13,728** | **26,114** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Borrowings | 13 | 46,477 | 50,186 |
| Trade payables | 14 | 41,762 | 38,186 |
| Derivative liabilities | 18 | 2,198 | 2,708 |
| Other financial liabilities | 15 | 25,343 | 17,628 |
| Unearned revenues | | 12,709 | 11,506 |
| Provisions | 16 | 7,934 | 6,269 |
| Current tax liabilities (net) | | 8,961 | 6,792 |
| Other current liabilities | 17 | 4,975 | 5,124 |
| **Total current liabilities** | | **150,359** | **138,399** |
| **TOTAL LIABILITIES** | | **164,087** | **164,513** |
| **TOTAL EQUITY AND LIABILITIES** | | **586,713** | **631,569** |

As per our report of even date attached

**for Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No: 117366W/W- 100018

**N. Venkatram**
Partner
Membership No. 71387
Mumbai
June 8, 2018

For and on behalf of the Board of Directors

**Azim H Premji**
Executive Chairman & Managing Director

**N Vaghul**
Director

**Abidali Neemuchwala**
Chief Executive Officer & Executive Director

**Jatin Pravinchandra Dalal**
Chief Financial Officer

**M Sanaulla Khan**
Company Secretary

Bengaluru
June 8, 2018

**WIPRO LIMITED**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**
**(₹ in millions, except share and per share data, unless otherwise stated)**

| | Notes | Year ended March 31, 2018 | Year ended March 31, 2017 |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | 20 | 447,100 | 456,396 |
| Other operating income | 21 | - | 4,082 |
| Other income | 22 | 24,796 | 26,459 |
| **Total Income** | | **471,896** | **486,937** |
| **EXPENSES** | | | |
| Purchases of stock-in-trade | | 14,696 | 21,869 |
| Changes in inventories of finished goods, work in progress and stock-in-trade | 23 | 577 | 1,640 |
| Employee benefits expense | 24 | 217,562 | 218,544 |
| Finance costs | 25 | 3,843 | 4,680 |
| Depreciation and amortisation expense | | 10,148 | 10,477 |
| Sub-contracting / technical fees / third party application | | 78,623 | 74,614 |
| Travel | | 14,607 | 17,536 |
| Facility expenses | | 13,397 | 12,509 |
| Communication | | 4,136 | 3,463 |
| Legal and professional charges | | 3,078 | 3,211 |
| Marketing and brand building | | 2,596 | 2,737 |
| Other expenses | 26 | 8,290 | 8,786 |
| **Total expenses** | | **371,553** | **380,066** |
| **Profit before tax** | | **100,343** | **106,871** |
| **Tax expense** | | | |
| Current tax | 19 | 24,345 | 24,304 |
| Deferred tax | 19 | (1,230) | 950 |
| **Total tax expense** | | **23,115** | **25,254** |
| **Profit for the year** | | **77,228** | **81,617** |
| **Other comprehensive income (OCI)** | | | |
| **Items that will not be reclassified to profit or loss:** | | | |
| Defined benefit plan actuarial gains/(losses) | 24 | 746 | 191 |
| Net change in fair value of financial instruments through OCI | 18 | (1,760) | (183) |
| Income tax relating to items that will not be reclassified to profit and loss | 19 | 160 | (28) |
| **Items that will be reclassified to profit or loss:** | | | |
| Net change in time value of option contracts designated as cash flow hedges | 18 | 2 | 9 |
| Net change in intrinsic value of option contracts designated as cash flow hedges | 18 | (95) | 77 |
| Net change in fair value of forward contracts designated as cash flow hedges | 18 | (7,368) | 4,872 |
| Net change in fair value of financial instruments through OCI | | (663) | 1,787 |
| Income tax relating to items that may be reclassified to profit and loss | 19 | 1,678 | (1,571) |
| **Total other comprehensive (loss)/ income for the year, net of taxes** | | **(7,300)** | **5,154** |
| **Total comprehensive income for the year** | | **69,928** | **86,771** |
| **Earnings per equity share: (Equity shares of par value ₹ 2 each)** | 27 | | |
| Basic | | 16.26 | 16.80 |
| Diluted | | 16.23 | 16.75 |
| **Number of shares** | | | |
| Basic | | 4,750,043,400 | 4,857,081,010 |
| Diluted | | 4,758,361,975 | 4,871,347,138 |

As per our report of even date attached

**for Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No: 117366W/W- 100018

**N. Venkatram**
Partner
Membership No. 71387
Mumbai
June 8, 2018

For and on behalf of the Board of Directors

**Azim H Premji**
Executive Chairman
& Managing Director

**N Vaghul**
Director

**Abidali Neemuchwala**
Chief Executive Officer & Executive Director

**Jatin Pravinchandra Dalal**
Chief Financial Officer

**M Sanaulla Khan**
Company Secretary

Bengaluru
June 8, 2018

**WIPRO LIMITED**
**STATEMENT OF CASH FLOWS**
**(₹ in millions, except share and per share data, unless otherwise stated)**

| | For the year ended | |
|---|---|---|
| | **March 31, 2018** | **March 31, 2017** |
| **Cash flows from operating activities:** | | |
| Profit for the year | 77,228 | 81,617 |
| **Adjustments to reconcile profit for the year to net cash generated from operating activities:** | | |
| (Gain) / loss on sale of property, plant and equipment, net | (159) | 181 |
| Depreciation and amortisation expense | 10,148 | 10,477 |
| Unrealised exchange loss, net | 4,704 | 3,714 |
| Gain on sale of investments, net | (5,978) | (3,486) |
| Share based compensation expense | 1,258 | 1,687 |
| Income tax expense | 23,115 | 25,254 |
| Dividend and interest (income)/expenses, net | (15,956) | (17,259) |
| Gain from sale of EcoEnergy division | - | (4,082) |
| (Reversal of) / provision for diminution in the value of non-current investments | (267) | 403 |
| Other non cash items | 3,832 | - |
| **Changes in operating assets and liabilities;** | | |
| Trade receivables | (16,361) | (5) |
| Unbilled revenues | 2,589 | 4,236 |
| Inventories | 616 | 1,703 |
| Other assets | 2,971 | 1,973 |
| Trade payables, other liabilities and provisions | 1,923 | (6,422) |
| Unearned revenues | 1,203 | (2,711) |
| Cash generated from operating activities before taxes | 90,866 | 97,280 |
| Income taxes paid, net | (26,157) | (23,573) |
| **Net cash generated from operating activities** | **64,709** | **73,707** |
| **Cash flows from investing activities:** | | |
| Purchase of property, plant and equipment | (16,237) | (16,867) |
| Proceeds from sale of property, plant and equipment | 816 | 813 |
| Proceeds from sale of Eco Energy division, net of related expenses | - | 4,372 |
| Purchase of investments | (779,032) | (812,704) |
| Investment in subsidiaries | (4,559) | (995) |
| Proceeds from sale of investments | 829,764 | 730,078 |
| Proceeds from liquidation/ reduction in capital of subsidiaries | 4,790 | - |
| Interest received | 13,872 | 16,955 |
| Dividend received | 609 | 311 |
| Income tax paid on sale of Eco Energy division | - | (871) |
| **Net cash generated from/(used in) investing activities** | **50,023** | **(78,908)** |
| **Cash flows from financing activities:** | | |
| Proceeds from issuance of equity shares/ shares pending allotment | 24 | ^ |
| Repayment of loans and borrowings | (93,360) | (91,627) |
| Proceeds from loans and borrowings | 81,180 | 82,619 |
| Payment for buyback of shares including transaction cost | (110,312) | (25,000) |
| Interest paid on loans and borrowings | (1,272) | (892) |
| Payment of dividend (including dividend tax thereon) | (5,444) | (8,776) |
| **Net cash used in financing activities** | **(129,184)** | **(43,676)** |
| **Net decrease in cash and cash equivalents during the year** | **(14,452)** | **(48,877)** |
| Effect of exchange rate changes on cash and cash equivalents | 52 | (932) |
| Cash and cash equivalents at the beginning of the year | 33,622 | 83,431 |
| **Cash and cash equivalents at the end of the year (Note 8)** | **19,222** | **33,622** |

Total taxes paid amounted to ₹ 26,157 and ₹ 24,444 for the year ended March 31, 2018 and 2017 respectively.
Refer note 13 for supplementary information on cash flow statement.
^ Value is less than ₹ 1

As per our report of even date attached

**for Deloitte Haskins & Sells LLP**

Chartered Accountants

Firm's Registration No: 117366W/W- 100018

**N. Venkatram**
Partner
Membership No. 71387

Mumbai
June 8, 2018

For and on behalf of the Board of Directors

**Azim H Premji**
Executive Chairman & Managing Director

**N Vaghul**
Director

**Abidali Neemuchwala**
Chief Executive Officer & Executive Director

**Jatin Pravinchandra Dalal**
Chief Financial Officer

**M Sanaulla Khan**
Company Secretary

Bengaluru
June 8, 2018

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**BALANCE SHEET AS AT 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | **3** | - | - |
| Financial assets | | | |
| Investments | **4** | 275,520 | 275,520 |
| Non-current tax asset, net | **5** | 3,500 | 1,750 |
| | | **279,020** | **277,270** |
| **Current assets** | | | |
| Financial assets | | | |
| Trade receivables | **6** | 578,122 | 869,791 |
| Cash and cash equivalents | **7** | 621,321 | 400,468 |
| Other financial assets | **8** | 1,956,526 | 1,794,317 |
| Unbilled revenue | **9** | 1,247,738 | - |
| Other current assets | **10** | 790,836 | 180,683 |
| | | **5,194,543** | **3,245,259** |
| **TOTAL ASSETS** | | **5,473,563** | **3,522,529** |
| **EQUITY** | | | |
| Share capital | **11** | 32,473,971 | 32,473,971 |
| Other equity | | (33,720,923) | (34,312,091) |
| | | **(1,246,952)** | **(1,838,120)** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Trade payables | **12** | 4,868,945 | 5,208,282 |
| Other current liabilities | **13** | 1,796,521 | 46,675 |
| Provisions | **14** | 55,049 | 105,692 |
| | | **6,720,515** | **5,360,649** |
| **TOTAL EQUITY AND LIABILITIES** | | **5,473,563** | **3,522,529** |

**For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH**

**Director**
**Elke Kueng**
Place: Austria
Date: 07.06.2018

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **REVENUE** | | | |
| Revenue from operations | **15** | 3,504,545 | 5,320,666 |
| Other income | **16** | 36,817 | 50,329 |
| | | **3,541,362** | **5,370,995** |
| **EXPENSES** | | | |
| Cost of materials consumed | **17** | 709,686 | 1,569,578 |
| Employee benefits expense | **18** | 304,103 | 508,218 |
| Finance cost | **19** | 126 | 13 |
| Other expense | **20** | 1,936,279 | 2,208,101 |
| | | **2,950,194** | **4,285,910** |
| **Profit before tax** | | **591,168** | **1,085,085** |
| **Tax expense** | | | |
| Current tax | | **-** | **-** |
| **Profit for the period** | | **591,168** | **1,085,085** |
| **Total comprehensive income for the period** | | **591,168** | **1,085,085** |
| **Other comprehensive income** | | **-** | - |
| Exchange differences on foreign currency translation | | **-** | - |
| **Total other comprehensive Income for the period, net of tax** | | **591,168** | **1,085,085** |
| **Earnings per share [par value of EUR 1 each)** | | | |
| Basic and diluted (EUR) | **21** | 0.018 | 0.033 |
| Summary of significant accounting policies | **2** | | |

**For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH**

**Director**
**Elke Kueng**

Place: Austria
Date: 07.06.2018

**WIPRO TECHNOLOGIES AUSTRIA GMBH**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| Profit/ (Loss) After tax | 591,168 | 1,085,085 |
| **Other Adjustments:** | | |
| Depreciation and amortization | - | - |
| Interest Expenses, net | - | 13 |
| Provision for doubtful debts | 34,500 | - |
| Provision no longer required, written back | (21,033) | (17,378) |
| Unrealised foreign exchange loss / (gain) | (53,531) | - |
| Dividend / interest income | (252) | (325) |
| Operating profit before working capital changes | - | - |
| **Working capital changes:** | | |
| Trade receivable and unbilled revenues | (996,277) | 479,019 |
| Other financial assets and other current assets | (772,363) | (716,641) |
| Trade, unearned and other payables | (280,099) | (460,793) |
| Other financial liabilities and other current liabilities | 1,720,237 | (68,735) |
| **Net cash generated from operations** | 222,351 | 300,245 |
| Direct taxes (paid) / refund | (1,750) | (1,750) |
| **Net cash generated by operating activities (A)** | **220,601** | **298,495** |
| **Cash flows from investing activities:** | | |
| Dividend / interest income | 252 | 325 |
| **Net cash generated by / (used in) investing activities (B)** | **252** | **325** |
| **Cash flows from financing activities:** | | |
| Interest paid on borrowings | - | (13) |
| Repayment of borrowings, net | - | (77,189) |
| **Net cash generated by / (used in) financing activities (C)** | **-** | **(77,202)** |
| **Net (decrease) / increase in cash and Cash equivalents during the period (A+B+C)** | **220,853** | **221,618** |
| Cash and cash equivalents at the beginning of the period | 400,468 | 161,628 |
| **Cash and cash equivalents at the end of the year** | **621,321** | **383,246** |

**For and on behalf of the Board of Directors of Wipro Technologies Austria GmbH**

**Director**
**Elke Kueng**
Place: Austria
Date: 07.06.2018

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**BALANCE SHEET AS AT 31 MARCH 2018**
(Amount in EUR, except share and per share data, unless otherwise stated)

| | Notes | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property and equipment | **3** | 1,555 | 140 |
| Financial assets | | | |
| Investments | **4** | 5,334,398 | 960,000 |
| Other financial asset | **5** | 32,069 | - |
| Prepaid income tax | | 1,750 | - |
| | | **5,369,772** | **960,140** |
| **Current assets** | | | |
| Financial assets | | | |
| Trade receivables | **6** | 1,207,349 | 3,052,805 |
| Other financial asset | **5** | 32,609 | - |
| Unbilled revenue | | 3,522,714 | 4,707,567 |
| Other current assets | **7** | 724,513 | - |
| | | **5,487,185** | **7,760,372** |
| | | **10,856,957** | **8,720,512** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | **8** | 31,975,000 | 31,975,000 |
| Other equity | | (31,444,206) | (31,374,130) |
| | | **530,794** | **600,870** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Trade payables | **9** | 2,220,264 | 6,628,451 |
| Borrowings | **10** | 6,400,000 | - |
| Other financial liabilities | **11** | 1,362,378 | 1,253,635 |
| Unearned revenue | | 12,527 | - |
| Other current liabilities | **12** | 187,643 | 100,264 |
| Provisions | **13** | 123,661 | 116,852 |
| Current tax liabilities (net) | **14** | 19,690 | 20,440 |
| | | **10,326,163** | **8,119,642** |
| | | **10,856,957** | **8,720,512** |

**For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH**

**Elke Kueng**
Director
Place: Austria
Date: 07.06.2018

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**STATEMENT OF INCOME FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, except share and per share data, unless otherwise stated)

| | Notes | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | **15** | 10,922,964 | 15,304,774 |
| Other income | **16** | 1,641 | - |
| **Total Income** | | **10,924,605** | **15,304,774** |
| **EXPENSES** | | | |
| Employee benefit expenses | **17** | 2,086,946 | 1,885,730 |
| Depreciation expense | **3** | 528 | 510 |
| Finance cost | **18** | 74,430 | 76 |
| Other expense | **19** | 8,833,527 | 13,130,782 |
| **Total Expenses** | | **10,995,431** | **15,017,098** |
| (Loss)/ profit before tax | | (70,826) | 287,675 |
| **Tax expense:** | | | |
| Current tax | | - | 15,315 |
| Deferred tax | | - | - |
| Current tax of earlier years | | (750) | - |
| **(Loss)/ profit for the year** | | **(70,076)** | **272,360** |
| **Other Comprehensive Income** | | **-** | **-** |
| **Total Comprehensive (loss) / income for the year** | | **(70,076)** | **272,360** |
| **(Loss)/ Earnings per equity share of par value EURO 1 each** | **20** | | |
| Basic & Diluted | | (0.00) | 0.00 |

**For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH**

**Elke Kueng**
Director
Place: Austria
Date: 07.06.2018

**WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, except share and per share data, unless otherwise stated)

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| (Loss)/ Profit After tax | (70,076) | 272,360 |
| **Other Adjustments:** | | |
| Depreciation expense | 528 | 510 |
| Tax expense | (750) | 15,315 |
| Provision for doubtful debts | 11,222 | - |
| Finance cost | 74,430 | 76 |
| **Operating profit before working capital changes** | **15,353** | **288,261** |
| **Working capital changes:** | | |
| Decrease/ (increase) in trade receivables | 2,954,409 | (4,214,509) |
| (Increase)/ decrease in other current assets | (13,868) | 15,690 |
| (Decrease)/ increase in other liabilities and provisions | (4,756,366) | 2,818,175 |
| **Net cash (used in) operations** | (1,800,472) | (1,092,383) |
| Direct taxes (paid) / refund | (1,750) | 1,750 |
| **Net cash (used in) operating activities** | **(1,802,222)** | **(1,090,633)** |
| **Cash flows from investing activities:** | | |
| Purchase of property and equipment | (1,943) | - |
| Investment in subsidiaries and associates | (4,374,398) | (263,258) |
| **Net cash (used in) investing activities (B)** | **(4,376,341)** | **(263,258)** |
| **Cash flows from financing activities:** | | |
| Loans taken from related party | 6,400,000 | - |
| (Repayments) / proceeds from bank overdrafts, net | (221,222) | 242,289 |
| Finance charges paid | (216) | (76) |
| **Net cash generated by financing activities (C)** | **6,178,562** | **242,213** |
| **Net decrease in cash and Cash equivalents during the period (A+B+C)** | - | **(1,111,678)** |
| Cash and cash equivalents at the beginning of the period | - | 1,111,678 |
| **Cash and cash equivalents at the end of the year** | - | - |

**For and on behalf of the Board of Directors of Wipro Information Technology Austria GmbH**

**Elke Kueng**
Director
Place:Austria
Date: 07.06.2018

**NEW LOGIC TECHNOLOGIES SARL**
**BALANCE SHEET AS AT 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Current assets** | | | |
| Financial assets | | | |
| Other financial assets | 3 | 855,941 | 785,202 |
| Other current assets | 4 | - | 68,854 |
| | | **855,941** | **854,056** |
| **TOTAL ASSETS** | | **855,941** | **854,056** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Share capital | 5 | 617,133 | 617,133 |
| Other equity | | 224,495 | 166,258 |
| | | **841,628** | **783,391** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| | | | 13,163 |
| Trade payables | 6 | 13,921 | |
| | | | - |
| Other financial liabilities | 7 | 392 | |
| Other current liabilities | 8 | - | 57,502 |
| | | | **70,665** |
| | | **14,313** | |
| **TOTAL EQUITY AND LIABILITIES** | | **855,941** | **854,056** |

**For and on behalf of the Board of Directors of New Logic Technologies SARL**

**Ashish Chawla**
Director

Place: New Jersey, USA
Date: 06.07.2018

**NEW LOGIC TECHNOLOGIES SARL**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Note | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|---|
| **INCOME** | | | |
| Other income | 9 | 79,934 | 286,098 |
| | | **79,934** | **286,098** |
| **EXPENSES** | | | |
| Employee benefits expense | 10 | - | 230 |
| Other expenses | 11 | 30,996 | 140,766 |
| | | **30,996** | **140,996** |
| **Profit before tax** | | **48,938** | **145,102** |
| **Tax expense** | 14 | | |
| Deferred tax | | - | - |
| Current tax | | - | - |
| Income tax of earlier years | | (9,299) | (48,400) |
| | | **(9,299)** | **(48,400)** |
| **Profit for the year** | | **58,237** | **193,502** |
| Other comprehensive income | | - | - |
| **Total other comprehensive income for the year, net of tax** | | **58,237** | **193,502** |
| **Earnings per share [par value of EUR 0.64 each]** | | | |
| Basic and diluted (EUR) | 12 | 0.06 | 0.20 |

**For and on behalf of the Board of Directors of New Logic Technologies SARL**

**Ashish Chawla**
Director

Place: New Jersey, USA
Date: 06.07.2018

**NEW LOGIC TECHNOLOGIES SARL**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(Amount in EUR, unless otherwise stated)

| | Year ended 31 March 2018 | Year ended 31 March 2017 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Profit after taxes | 58,237 | 193,502 |
| **Other Adjustments:** | | |
| Tax expense | (9,299) | (48,400) |
| Provisions no longer required written back | (57,973) | (285,045) |
| Other financial and current assets written-off | - | 72,813 |
| Interest income | (446) | (296) |
| **Operating loss before working capital changes** | **(9,481)** | **(67,426)** |
| **Working capital changes:** | | |
| Increase in trade receivable and unbilled revenues | - | 71,881 |
| (Decrease)/increase in other financial assets and other current assets | (70,739) | 134,492 |
| Increase/(decrease) in trade payables and other payables | 758 | (231,081) |
| Increase/(decrease) other financial liabilities and other current liabilities | 863 | (118,217) |
| **Cash (used in) from operations** | **(78,599)** | **(210,351)** |
| Direct taxes refund / (paid) | 78,153 | (337,469) |
| **Net cash (used in) operating activities (A)** | **(446)** | **(547,820)** |
| **Cash flows from investing activities:** | | |
| Interest income received | 446 | 296 |
| **Net cash generated from investing activities (B)** | **446** | **296** |
| **Cash flows from financing activities (C)** | - | - |
| **Net (decrease) in Cash and cash equivalents for the year (A+B+C)** | **-** | **(547,524)** |
| Cash and cash equivalents at the beginning of the period | - | 547,524 |
| **Cash and cash equivalents at the end of the year** | **-** | **-** |
| **Components of cash and cash equivalents:** | | |
| - cash and cash equivalents | **-** | **-** |

**For and on behalf of the Board of Directors of NEW LOGIC TECHNOLOGIES SARL**

**Ashish Chawla**
Director

Place: New Jersey, USA
Date: 06.07.2018

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**
**BALANCE SHEET AS AT 31 MARCH 2018**
(All amounts are in Indian Rupees, unless otherwise stated)

| | Note No. | As at 31 March 2018 | As at 31 March 2017 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, Plant and Equipment | 5 | 82,068,089 | 104,182,465 |
| Capital work-in-progress | 5 | 64,397,541 | - |
| Intangible assets | 6 | 1,524,326 | 1,423,952 |
| Other financial assets | 7 | 21,792,802 | 8,236,510 |
| Deferred tax assets | 8 | 90,281,076 | 61,942,663 |
| Non-current tax assets | 9 | 3,042,438 | 120 |
| Other non-current assets | 10 | 6,567,603 | 4,719,941 |
| **Total non-current assets** | | **269,673,875** | **180,505,651** |
| **Current assets** | | | |
| Financial assets | | | |
| - Trade receivables | 11 | 65,377,142 | 136,126,433 |
| - Cash and cash equivalents | 12 | 40,085,000 | 88,109,997 |
| - Other Bank Balances | 13 | 99,999,997 | - |
| - Other financial assets | 7 | 2,541,620 | 2,066,256 |
| Other current assets | 10 | 7,156,169 | 4,506,979 |
| **Total current assets** | | **215,159,928** | **230,809,665** |
| **Total assets** | | **484,833,803** | **411,315,316** |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 14 | 8,000,000 | 8,000,000 |
| Other equity | 15 | 374,905,869 | 261,338,617 |
| **Total equity** | | **382,905,869** | **269,338,617** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Other financial liabilities | 19 | 1,741,799 | 1,847,613 |
| Provisions | 16 | 42,821,098 | 31,148,784 |
| Other non-current liabilities | 17 | 15,175,986 | 10,984,250 |
| **Total non-current liabilities** | | **59,738,883** | **43,980,647** |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| - Trade payables | 18 | 12,526,324 | 63,610,734 |
| - Other financial liabilities | 19 | 16,241,636 | 20,818,141 |
| Other current liabilities | 17 | 4,783,911 | 8,128,859 |
| Provisions | 16 | 8,637,180 | 5,438,318 |
| **Total current liabilities** | | **42,189,051** | **97,996,052** |
| **Total equity and liabilities** | | **484,833,803** | **411,315,316** |

As per our report attached

**for Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**for and on behalf of the Board of Directors of**
**Appirio India Cloud Solutions Private Limited**

**Vikas Bagaria**
Partner
Membership No. 60408

Place: Bengaluru
Date: June 5, 2018

**Aravind Viswanathan Sundaresan**
DIN: 08036024

Place: Bengaluru
Date: June 5, 2018

**Krishnan Subramaniam**
DIN: 03484801

Place: Bengaluru
Date: June 5, 2018

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**
(All amounts are in Indian Rupees, unless otherwise stated)

| | Note No. | For the year ended 31 March 2018 | For the year ended 31 March 2017 |
|---|---|---|---|
| Revenue from operations | 20 | 761,741,910 | 697,403,181 |
| Other income | 21 | 4,251,895 | 3,447,336 |
| **Total income** | | **765,993,805** | **700,850,517** |
| **Expenses** | | | |
| Employee benefits expense | 22 | 499,848,226 | 439,843,348 |
| Depreciation and amortisation expense | 23 | 42,440,469 | 45,672,055 |
| Other expenses | 24 | 117,542,186 | 112,626,267 |
| **Total expenses** | | **659,830,881** | **598,141,670** |
| **Profit before tax** | | 106,162,924 | 102,708,847 |
| **Tax Expense** | | | |
| Current tax | | 22,724,174 | 20,898,447 |
| Deferred tax | | (28,736,128) | (26,012,524) |
| **Total tax expense** | 25 | **(6,011,954)** | **(5,114,077)** |
| **Profit for the year** | | **112,174,878** | **107,822,924** |
| **Other comprehensive income** | | | |
| **Items that will not be subsequently reclassified to profit or loss** | | | |
| Remeasurement of the defined benefit liability | | 1,790,089 | (2,437,583) |
| Income tax relating to items that will not be reclassified to profit or loss | | (397,715) | 527,336 |
| **Total other comprehensive income, net of income tax** | | **1,392,374** | **(1,910,247)** |
| **Total comprehensive income for the year** | | **113,567,252** | **105,912,677** |
| **Earnings per equity share [nominal value of share Rs. 10 (previous year Rs. 10)]** | | | |
| Basic and Diluted | 26 | 140.22 | 134.78 |

As per our report attached

**for Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**for and on behalf of the Board of Directors of**
**Appirio India Cloud Solutions Private Limited**

**Vikas Bagaria**
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Membership No. 60408
Place: Bengaluru
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**Aravind Viswanathan Sundaresan**
DIN: 08036024
Place: Bengaluru
Date: June 5, 2018

**Krishnan Subramaniam**
DIN: 03484801
Place: Bengaluru
Date: June 5, 2018

**APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**
(All amounts are in Indian Rupees, unless otherwise stated)

| Particulars | For the year ended 31 March 2018 | For the year ended 31 March 2017 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Profit before tax | 106,162,924 | 102,708,847 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 42,440,469 | 45,672,055 |
| Unwinding of discount on security deposits | (821,036) | (608,260) |
| Loss on disposal of asset | 98,994 | - |
| Interest income | (4,032,645) | - |
| Operating profit before working capital changes | 143,848,706 | 147,772,642 |
| **Movement in working capital** | | |
| Increase in other financial assets, unbilled revenues and trade receivables | 69,970,794 | (67,853,638) |
| Decrease/ (increase) in non-current and current assets | (3,779,026) | 4,421,251 |
| Increase in provisions | 16,661,265 | 13,664,037 |
| Decrease/ (increase) in non-current and current liabilities | 846,788 | (8,697,351) |
| Increase in financial liabilities | (54,730,834) | 43,178,589 |
| **Cash generated from operations** | **172,817,693** | **132,485,530** |
| Less: Income taxes paid | (26,484,318) | (21,224,289) |
| **Net cash flow from operating activities** | **146,333,375** | **111,261,241** |
| **Cash flow from investing activities** | | |
| Purchase of property, plant and equipment | (84,653,585) | (23,799,157) |
| Purchase of Intangible assets | (1,364,804) | (1,565,880) |
| Sale of property, plant and equipment | 59,492 | - |
| Bank Deposits | (109,999,996) | - |
| Interest received | 1,600,521 | - |
| **Net cash used in investing activities** | **(194,358,372)** | **(25,365,037)** |
| Net increase in cash and cash equivalents | (48,024,997) | 85,896,204 |
| Cash and cash equivalents at the beginning of the year | 88,109,997 | 2,213,793 |
| **Cash and cash equivalents at the end of the year** | **40,085,000** | **88,109,997** |
| **Notes to the cash flow statement:** | | |
| **Components of cash and cash equivalents** | | |
| Balances with banks: | | |
| In current accounts | 15,084,997 | 88,109,997 |
| In Fixed Deposits | 25,000,003 | - |
| **Total cash and cash equivalent** | **40,085,000** | **88,109,997** |

As per our report of even date attached

**for Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**for and on behalf of the Board of Directors of**
**Appirio India Cloud Solutions Private Limited**

**Vikas Bagaria**
Partner
Membership No. 60408
Place: Bengaluru
Date: June 5, 2018

**Aravind Viswanathan Sundaresan**
DIN: 08036024
Place: Bengaluru
Date: June 5, 2018

**Krishnan Subramaniam**
DIN: 03484801
Place: Bengaluru
Date: June 5, 2018

WIPRO LIMITED. Registered Office: Doddakannelli, Sarjapur Road, Bengaluru - 560 035, Telephone: +91-80-28440011, Fax No.+91-80-28440054, Website: www.wipro.com, Email: corp-secretarial@wipro.com, CIN: L32102KA1945PLC020800

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH**
**C.A. (CAA) NO. 30/BB/18**
**IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**
**AND**
**IN THE MATTER OF SCHEME OF AMALGAMATION OF**
**WIPRO TECHNOLOGIES AUSTRIA GMBH AND WIPRO INFORMATION TECHNOLOGY AUSTRIA GMBH AND NEWLOGIC TECHNOLOGIES SARL AND APPIRIO INDIA CLOUD SOLUTIONS PRIVATE LIMITED WITH WIPRO LIMITED**

**Wipro Limited** (CIN: L32102KA1945PLC020800), a Company incorporated under the provisions of the Companies Act, 1913 and having its Registered Office at Doddakannelli, Sarjapur Road, Bangalore-560 035, Karnataka, India

**APPLICANT/TRANSFEREE COMPANY**

**FORM OF PROXY**

Name of the Unsecured Creditor(s):
Registered Address:

I/We _____ being the Unsecured Creditor(s) of Wipro Limited hereby appoint the following as my/our Proxy to attend and vote on a poll for me/us and on my/our behalf at meeting of the Unsecured Creditors of the Company convened pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench, to be held on September 19, 2018 at 12 noon in respect of the resolution as indicated below.

1. Name _____ Registered address _____
   Email Id _____ Signature _____
   or failing him/her

2. Name _____ Registered address _____
   Email Id _____ Signature _____
   or failing him/her

3. Name _____ Registered address _____
   Email Id _____ Signature _____
   or failing him/her

I/We direct my/our Proxy to vote on the Resolution in the manner as indicated below:

| Sl. No. | Resolution | For | Against |
|---|---|---|---|
| 1. | To approve the scheme of amalgamation of Wipro Technologies Austria Gmbh, Wipro Information Technology Austria Gmbh, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited | | |

This is optional. Please put a tick mark (√) in the appropriate column against the resolution indicated in the box. If an unsecured creditor leaves the "For" or "Against" column blank against the Resolution, the proxy will be entitled to vote in the manner he/she thinks appropriate. If an unsecured creditor wishes to abstain from voting on the resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of Unsecured Creditor(s)

1. _____ 2. _____ 3. _____

Signed this ---------- day of ----------2018.

Affix one Rupee Revenue Stamp

Notes:
1. The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.

WIPRO LIMITED. Registered Office: Doddakannelli, Sarjapur Road, Bengaluru - 560 035, Telephone : +91-80-28440011, Fax No.+91-80-28440054, Website : www.wipro.com, Email: corp-secretarial@wipro.com, CIN: L32102KA1945PLC020800

**ATTENDANCE SLIP**

**MEETING OF THE UNSECURED CREDITORS OF THE COMPANY CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH**

Venue of the meeting : Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035
Day, Date & Time : Wednesday, September 19, 2018 at 12.00 Noon

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

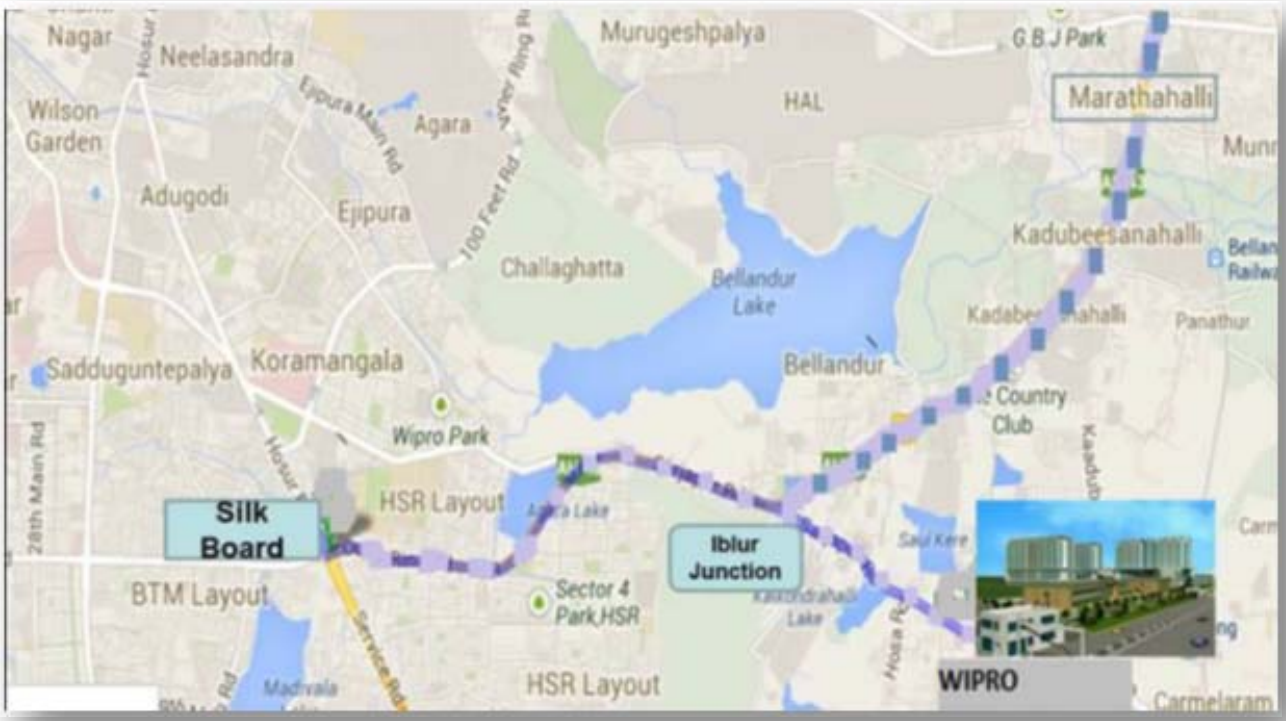
| | |
|---|---|
| **Name and Address of the Unsecured Creditor/Proxy holder/Authorised Representative** | |

I/We hereby record my presence at the meeting of the Unsecured Creditors of the Company convened pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench, to be held on September 19, 2018 at 12 Noon at Wipro Limited, Doddakannelli, Sarjapur Road, Bangalore- 560 035.

_____
Signature of the Unsecured Creditor/Proxy holder /Authorized Representative

NOTE: Unsecured Creditor/Proxy holder/Authorized Representative wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance of the venue duly filled and signed.

**Route map to the venue**



# WIPRO LIMITED

CIN: L32102KA1945PLC020800
Registered Office: Doddakannelli, Sarjapur Road, Bangalore - 560 035, India
Ph: +91 (80) 28440011, Fax: +91(80) 28440054
Website: www.wipro.com, E mail: corp-secretarial@wipro.com

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sl. No. :

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)

4. Number of Equity Shares held as on August 10, 2018 :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated August 10, 2018, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (✓) mark at the appropriate box below:

| Sl. No. | Description of Resolution | I/We assent to the Resolution (FOR) (Number of Shares) | I/We dissent to the Resolution (AGAINST) (Number of Shares) |
|---|---|---|---|
| 1. | To approve the scheme of amalgamation of Wipro Technologies Austria Gmbh, Wipro Information Technology Austria Gmbh, NewLogic Technologies SARL and Appirio India Cloud Solutions Private Limited with Wipro Limited | | |

Place :
Date :

Signature of the Member

**Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is September 18, 2018.**

----------✂----------✂----------✂----------

**ELECTRONIC VOTING PARTICULARS (Please visit https://evoting.karvy.com to cast your vote online)**

| EVENT (E-Voting Event Number) | USER ID | PASSWORD |
|---|---|---|
| | | |

Note: Detailed instructions for e-voting are printed overleaf

**IMPORTANT INSTRUCTIONS**

1. The voting rights for Equity Shares is one vote per Equity Share, registered in the name of the Members. Voting period commences at 9:00 AM on August 20, 2018 (start date) and ends at 5:00 PM on September 18, 2018 (end date).
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. Friday, August 10, 2018. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, `I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, `I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds-
   a) If a form other than the Postal Ballot Form issued by the Company is used.
   b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
   c) If the Member's signature does not tally with the specimen signature with the Company.
   d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
   e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
   f) If the Postal Ballot Form is incomplete and incorrectly filled.
   g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
   h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 pm on September 18, 2018. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from Registrar and Share Transfer Agent, Unit: Wipro Limited Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or from the Company at its Registered Office or download the same from the Company's website (www.wipro.com).
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to corp-secretarial@wipro.com.
16. The result of voting on the Resolution will be declared on or before Friday, September 21, 2018 at the registered office and will also be displayed on the website of the Company (www.wipro.com), besides being communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents.

**General information and instructions relating to e-voting**

i. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e .August 10, 2018 only shall be entitled to avail the facility of e-voting.

ii. Any person who becomes a Member of the Company after dispatch of the Notice and holds the shares as on the cut-off date i.e. August 10,2018, may obtain the User ID and password in the manner as mentioned below:

   a. If the mobile number of the Member is registered against Folio No/DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-voting Event Number + FolioNo. Or DPID Client ID to **+919212993399**

      Example for NSDL: MYEPWD <SPACE> IN12345612345678 Example for CDSL: MYEPWD <SPACE> 1402345612345678

      Example for Physical: MYEPWD <SPACE> XXX1234567890

   b. If e-mail address of the Member is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.karvy.com, the Member may click "Forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   c. Members may call Karvy's toll free number 1-800-3454-001

   d. Members may send an e-mail request to evoting@karvy.com and einward.ris@karvy.com. If the Member is already registered with the Karvy e-voting platform then such Member can use his/her existing User ID and password for casting the vote through e-voting.

iii. The e-voting facility will be available during the following period:

   a. Commencement of e-voting: **Monday, August 20, 2018 at 9 AM IST**

   b. End of e-voting: **Tuesday, September 18, 2018 at 5 PM IST**

iv. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

v. In case of any queries or grievances, with regard to e-voting, Members can Contact Mr. B. Srinivas, Manager, Karvy Computershare Private Limited at Contact No.: 040-67162222, email id: einward.ris@karvy.com

**Instructions and other information relating to e-voting:**

A. **In case of Members receiving an e-mail from Karvy Computershare Private Limited [for Members whose e-mail addresses are registered with the Company / Depository Participants(s)]**

   i. Launch internet browser by typing the following URL https://evoting.karvy.com

   ii. Put user ID and password as initial password noted in step (i) above. Click Login.

   iii. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential**.

   iv. You need to log in again with the new credentials.

   v. On successful login system will prompt to select the e-voting event number of **WiproLimited**.

   vi. If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any company, then your existing login id and password are to be used.

   vii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

   viii. Once you have voted on the resolution, you will not be allowed to modify your vote.

   ix. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly Authorised signatory(ies) who are Authorised to vote, to the Scrutinizer through e-mail ID compliance@sreedharancs.com with a copy marked to evoting@karvy.com.

B. **In case a Member receives physical copy of the Postal Ballot Notice and Postal Ballot Form.**

   (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

   Please follow all steps from Sl. No. (i) to Sl. No. (ix) as mentioned in (A) above, to cast vote.

   (ii) Please contact toll free No. **1-800-34-54-001** for any further clarifications.

   (iii) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.