



**December 5, 2023**

The Manager- Listing  
BSE Limited  
(BSE: 507685)

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

Dear Sir/Madam,

**Sub: Proceedings of the Meeting held by way of Postal Ballot through remote e-voting process**

We are enclosing copy of the proceedings of the meeting held by way of postal ballot through remote e-voting process on November 29, 2023. The results of postal ballot were announced vide our letter dated November 29, 2023.

This is for your information and records.

Thanking you,

**For Wipro Limited**

**M Sanaula Khan  
Company Secretary**

Encl: As above

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## WIPRO LIMITED

### **PROCEEDINGS OF THE MEETING HELD BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON NOVEMBER 29, 2023, RESULTS OF WHICH WERE DECLARED ON NOVEMBER 29, 2023**

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At its meeting held on October 18, 2023, the Board of Directors (“**Board**”) of the Company approved the proposal to conduct a Postal Ballot pursuant to Sections 108, 110 and other applicable provisions, if any, of the Company’s Act 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations to seek approval of the Members for the following special resolution:

#### **Appointment of Mr. N S Kannan (DIN: 00066009) as an Independent Director of the Company.**

The Board appointed Mr. V. Sreedharan/Ms. Devika Sathyanarayana/Mr. Pradeep B. Kulkarni, Partners of V. Sreedharan & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through KFin Technologies Limited, the Registrar and Share Transfer Agent. The e-voting period commenced at 9 a.m. IST on Tuesday, October 31, 2023 and ended at 5 p.m. IST on Wednesday, November 29, 2023. A newspaper advertisement as required under the Companies Act, 2013 was published in Financial Express - all editions and Kannada Prabha (regional newspaper-Kannada Language) newspapers on October 31, 2023.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on November 29, 2023. Summary of the Scrutinizer’s Report is as under:

1. As per the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, the General Circular No. 03/2022 dated May 05, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), the Company has sent the Postal Ballot Notice dated October 18, 2023 on October 30, 2023 by email only to the members whose email ids were available with the Company/Registrar and Share Transfer Agent (RTA). The notice of postal ballot notice was sent to the members whose name(s) appeared on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited(NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, October 27, 2023.
2. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

3. The votes cast through electronic means were unblocked on Wednesday, November 29, 2023, at 5:00 P.M.
4. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on Friday, October 27, 2023.
5. Votes cast through electronic means up to 5.00 PM of November 29, 2023 being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.
6. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated November 29, 2023, to the Chairman of the Company.

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

**To approve the appointment of Mr. N S Kannan (DIN: 00066009) as an Independent Director of the Company (Special Resolution)**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. N S Kannan (DIN: 00066009), who was appointed as an Additional Director in the capacity of Independent Director with effect from October 1, 2023 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a term of 5 years with effect from October 1, 2023 to September 30, 2028, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

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

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e., 27/10/2023) 5,22,19,98,029 Equity Shares)
	No. of member voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
e-votes with assent for the Resolution as a percentage of net valid shares polled	6,978	4,57,24,78,424	99.94
e-votes with dissent for the Resolution as a percentage of net valid shares polled	472	25,19,444	0.06

The Chairman noted the results of e-voting as stated above and it was declared and recorded that the special resolutions as set out in the Notice of Postal Ballot dated October 18, 2023 were duly passed by the Members on Wednesday, November 29, 2023 with requisite majority.