



**June 28, 2021**

The Manager - Listing  
BSE Limited  
(BSE: 507685)

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

Dear Sir/Madam,

**Sub: Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting process**

We are enclosing copy of the minutes of resolutions passed by way of postal ballot through remote e-voting process on June 4, 2021. The results of postal ballot were announced vide our letter dated June 6, 2021.

This is for your information and records.

**For Wipro Limited**

**M Sanaula Khan  
Company Secretary**

Encl: As above

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## WIPRO LIMITED

### **MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON JUNE 4, 2021, RESULTS OF WHICH WERE DECLARED ON JUNE 6, 2021**

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At its meeting held on April 15, 2021, the Board of Directors (“**Board**”) of the Company approved the proposal to conduct a Postal Ballot pursuant to section 110 of the Company’s Act 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with 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, and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) to seek approval of the Members for the following special resolutions:

1. Re-appointment of Dr. Patrick J. Ennis (DIN: 07463299) as an Independent Director of the Company
2. Re-appointment of Mr. Patrick Dupuis (DIN: 07480046) 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 Private Limited, the Registrar and Transfer Agent. The e-voting period commenced at 9 a.m. IST on Thursday, May 6, 2021 and ended at 5 p.m. IST on Friday, June 4, 2021. 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 May 6, 2021.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on June 5, 2021. Summary of the Scrutinizer’s Report is as under:

1. Pursuant to 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, and the General Circular No. 39/2020 dated December 31, 2020 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, and due to difficulty in dispatch of Postal Ballot notice, the postal ballot notice dated April 15, 2021 was sent to the members whose name(s) appeared on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Friday, April 30, 2021.
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 Friday, June 04, 2021 at 5.04 PM.
4. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on Friday, April 30, 2021.

5. Votes cast through electronic means up to 5.00 PM of June 04, 2021 being the last time and date fixed by the company for voting through electronic means were considered for scrutiny.
6. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated June 5, 2021, to the Chairman of the Company. Based on the report, the special resolutions set out in the postal ballot notice dated April 15, 2021, have been passed with requisite majority.

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

**1. Re-appointment of Dr. Patrick J. Ennis (DIN: 07463299) as an Independent Director of the Company (Special Resolution)**

**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and approval of the Board of Directors for re-appointment, Dr. Patrick J. Ennis (DIN: 07463299), Independent Director of the Company, whose period of office expired on March 31, 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from April 1, 2021 to March 31, 2026, 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 Companies Act, 2013.

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. 30/04/2021) 547,91,41,222 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	2,161	486,96,02,676	99.27
e votes with dissent for the Resolution as a percentage of net valid shares polled	149	36,05,5520	0.73

**2. Re-appointment of Mr. Patrick Dupuis (DIN: 07480046) as an Independent Director of the Company (Special Resolution)**

**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee and approval of the Board of Directors for re-appointment, Mr. Patrick Dupuis (DIN: 07480046), Independent Director of the Company, whose period of office expired on March 31, 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from April 1, 2021 to March 31, 2026, 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 Companies Act, 2013.

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. 30/04/2021) 547,91,41,222 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	2,156	488,09,58,490	99.50
e votes with dissent for the Resolution as a percentage of net valid shares polled	150	2,46,99,597	0.50

The Chairman noted the results of voting as stated above and it was declared and recorded that the special resolutions as set out in the Notice of Postal Ballot dated April 15, 2021 were duly passed by the Members on June 4, 2021 with requisite majority.

**CHAIRMAN**

**Minutes preparation date: June 21, 2021**