



December 12, 2022

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 the way of Postal Ballot through remote e-voting process

We are enclosing copy of the proceedings of the meeting held by the way of postal ballot through remote e-voting process on November 22, 2022. The results of postal ballot were announced vide our letter dated November 24, 2022.

This is for your information and records.

Thanking You,

For Wipro Limited

**M Sanaulla Khan
Company Secretary**

Encl: As above

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WIPRO LIMITED

PROCEEDINGS OF THE MEETING HELD BY THE WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON NOVEMBER 22, 2022, RESULTS OF WHICH WERE DECLARED ON NOVEMBER 24, 2022

At its meeting held on October 12, 2022, 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 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 and 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) to seek approval of the Members for the following special resolution:

Appointment of Ms. Päivi Elina Rekonen Fleischer (DIN: 09669696) 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 Monday, October 24, 2022 and ended at 5 p.m. IST on Tuesday, November 22, 2022. 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 23, 2022.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on November 24, 2022. Summary of the Scrutinizer’s Report is as under:

1. As per General Circular Nos. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31 , 2020, 10/2021 dated June 23, 2021 , 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated October 12, 2022 on October 21 , 2022 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 14, 2022.
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 Tuesday, November 22, 2022 at 5.02 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, October 14, 2022.
5. Votes cast through electronic means up to 5.00 PM of November 22, 2022 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 24, 2022, to the Chairman of the Company. Based on the report, the special resolutions set out in the postal ballot notice dated October 12, 2022, have been passed with requisite majority.

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

To approve the appointment of Ms. Päivi Elina Rekonen Fleischer (DIN: 09669696) 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 (previously known as Board Governance, Nomination and Compensation Committee) and approval of the Board of Directors, Ms. Päivi Elina Rekonen Fleischer (DIN: 09669696), who was appointed as an Additional Director in the capacity of Independent Director with effect from October 1, 2022, and has submitted a declaration that she 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 her 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 with effect from October 1, 2022 to September 30, 2027, 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., 14/10/2022) 5,48,56,39,694 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 e-votes	5,360	4,78,12,53,096	99.97
e-votes with dissent for the Resolution as a percentage of net valid e-votes	540	12,82,074	0.03

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 12, 2022 were duly passed by the Members on Tuesday, November 22, 2022 with requisite majority.