



## WIPRO LIMITED

Registered Office: Doddakannelli, Sarjapur Road, Bengaluru- 560 035, Telephone: +91-80-28440011, Fax: +91-80-28440054,  
Website: [www.wipro.com](http://www.wipro.com), E-mail: [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com), CIN: L32102KA1945PLC020800

Dear Members,

### Invitation to attend the 74<sup>th</sup> Annual General Meeting on Monday, July 13, 2020

You are cordially invited to attend the Seventy Fourth Annual General Meeting of the Company to be held on Monday, July 13, 2020 at 9.00 AM IST through video conferencing. The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl. No.	Particulars	Details
1	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC)	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
2	Link for remote e-voting	<a href="https://evoting.karvy.com">https://evoting.karvy.com</a>
3	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions at page no. 12 of this Notice for further information.
4	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
5	Cut-off date for e-voting	Monday, July 6, 2020
6	Time period for remote e-voting	Commences at 9 AM IST on Thursday, July 9, 2020 and ends at 5 PM IST on Sunday, July 12, 2020
7	Book closure dates	Friday, July 10, 2020 to Monday, July 13, 2020 (both days inclusive)
8	Link for Members to temporarily update e-mail address	<a href="https://www.wipro.com/investors/annual-reports/">https://www.wipro.com/investors/annual-reports/</a>
9	Last date for publishing results of the e-voting	Wednesday, July 15, 2020
10	Registrar and Share Transfer Agent contact details	Mr. B Srinivas, Manager (Unit: Wipro Limited) KFin Technologies Private Limited E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> Contact No.: 040 - 6716 2222
11	Wipro's contact details	<a href="mailto:sowrabh.rao1@wipro.com">sowrabh.rao1@wipro.com</a> , <a href="mailto:kusum.gore@wipro.com">kusum.gore@wipro.com</a> , or <a href="mailto:deepali.arunkumar@wipro.com">deepali.arunkumar@wipro.com</a> Contact No.: 080 - 28440011

Yours truly,

**Rishad A. Premji**  
Chairman

Place: Bengaluru  
Date: May 29, 2020



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Website: [www.wipro.com](http://www.wipro.com), E-mail: [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com), CIN: L32102KA1945PLC020800

### NOTICE TO MEMBERS

Notice is hereby given that the Seventy Fourth Annual General Meeting of Wipro Limited will be held on **Monday, July 13, 2020 at 9.00 AM IST through video conferencing ("VC")**, to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 1 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20.
3. To consider appointment of a Director in place of Mr. Azim H. Premji (DIN: 00234280) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

4. **Appointment of Mr. Thierry Delaporte (DIN: 08107242), as the Chief Executive Officer and Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

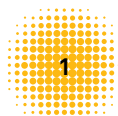
**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, Mr. Thierry Delaporte (DIN: 08107242), who was appointed as an Additional Director of the Company with effect from July 6, 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, 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 appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and subject to the approval of the Central Government, as may be required, Mr. Thierry Delaporte (DIN: 08107242) be and is hereby appointed as the Chief Executive Officer and Managing Director of the Company, to hold office for a period of five years with effect from July 6, 2020 to July 5, 2025, on the terms and conditions of appointment including payment of remuneration with effect from July 6, 2020 as below:

#### Remuneration:

- a. **Basic Pay:** In the range of EUR 1,070,000 per annum to EUR 1,400,000 per annum.
- b. **Expatriate Allowance:** In the range of EUR 428,000 to EUR 550,000 will be applicable for assignments outside France and India (Principal Country of employer) at the per diem rate for each day of travel outside France and India that is determined by the Company and based on the actual days of such travel.
- c. **Target Variable Pay:** In the range of EUR 1,700,000 per annum to EUR 2,500,000 per annum. The variable pay program may be changed or modified in part or full thereof from time to time, at the sole discretion of the Company.
- d. **One-time Cash Award:** USD 3,000,000 due and payable in two tranches. First tranche of USD 1,500,000 is payable on July 31, 2020 and the second tranche of USD 1,500,000 is payable on July 31, 2021.
- e. **Stock compensation:**
  - i. **Annual stock grant** of 1,200,000 ADS restricted stock units which comprises of 300,000 ADS Restricted Units (RSUs) and 900,000 ADS Performance Stock Units (PSUs). The ADS RSUs grant of 300,000 units shall vest in 3 instalments, i.e. 1/3<sup>rd</sup> shall vest on the first anniversary of the grant date, 1/3<sup>rd</sup> shall vest on the second anniversary of the grant date and 1/3<sup>rd</sup> shall vest on the third anniversary of the grant date. The ADS PSUs of 900,000 units shall vest in full on July 1, 2022, subject to the achievement of defined performance goals over the performance period of



FY 2020-21 and FY 2021-22 as may be determined by the Board of Directors of the Company.

- ii. **One-time RSU grant** of 300,000 ADS units which comprises of RSUs. The One-time RSU grant shall vest in full. i.e. 100%, on the first anniversary of the grant date.
- iii. Any other stock grant as may be determined by the Board/Board Governance, Nomination and Compensation Committee from time to time.

#### **Other Perquisites and Benefits**

- f. **Retirement funds:** Retirement funds contribution is as per the Company policy.
- g. **Insurance:** Health, Life insurance cover is as per the Company policy.
- h. **Leave with full pay and allowance:** Leave with full pay and allowance is as per Company policy or as may be agreed with Mr. Thierry Delaporte.
- i. **Vehicle:** Personal car may be used in the course of his professional activity and an insurance policy is agreed to be taken out at his expense, as per terms of contract.
- j. **Reimbursements:** Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per Company's policy.
- k. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Chief Executive Officer and the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowance as specified under Section II of Part II of Schedule V to the Companies Act, 2013.
- l. **Separation:** The appointment may be terminated by either party by giving notice to the other party of such termination as below:
  - Either of the Parties may terminate the Agreement upon written notice in compliance with the provisions of the French rules.
  - In case of dismissal, Mr. Delaporte shall be granted a 6-month notice period, except if such dismissal is the result of serious or willful misconduct of the employee.
  - In case of resignation by the employee, the Company shall be granted a 6-month notice period.
- m. The Chief Executive Officer and Managing Director shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the

recommendation of the Board Governance, Nomination and Compensation Committee in such manner as may be agreed to by the Board of Directors within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

#### **5. Appointment of Mr. Deepak M. Satwalekar (DIN: 00009627) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Deepak M. Satwalekar (DIN: 00009627) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective July 1, 2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Board Governance, Nomination and Compensation Committee and the Board of Directors of the Company, 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 appointed as an Independent Director of the Company for a period of five years with effect from July 1, 2020 to June 30, 2025 and the term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Deepak M. Satwalekar (DIN: 00009627) after he attains the age of 75 years, as an Independent Director of the Company.

By Order of the Board of Directors  
For **Wipro Limited**

Date: May 29, 2020  
Place: Bengaluru

**M. Sanaula Khan**  
Company Secretary

## Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 74<sup>th</sup> AGM of the Company is being convened and conducted through VC.
2. The Company has enabled the Members to participate at the 74<sup>th</sup> AGM through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. In addition to the above, the proceedings of the 74<sup>th</sup> AGM will be web-casted live for all the shareholders as on the cut-off date i.e. Monday, July 6, 2020. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the 74<sup>th</sup> AGM on Monday, July 13, 2020 from 9 AM IST onwards.
4. As per the provisions under the MCA Circulars, Members attending the 74<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 74<sup>th</sup> AGM being held through VC.
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The Company has appointed Mr. V Sreedharan, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
8. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 74<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 74<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Corporate Members are required to access the link <https://evoting.karvy.com> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Register of Members and Share Transfer books will remain closed from Friday, July 10, 2020 to Monday, July 13, 2020 (both days inclusive).
12. In line with the MCA Circulars, the notice of the 74<sup>th</sup> AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at <https://www.wipro.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>.
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.

Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://www.wipro.com/investors/annual-reports/>.

14. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 74<sup>th</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com).
15. The details of the Directors seeking appointment/re-appointment at the 74<sup>th</sup> AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
16. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
17. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: Wipro Limited), Karvy Selenium Tower B, 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
18. Members who are holding shares in physical form in identical order of names in more than one folio are

requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.

19. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
20. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
  - a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
21. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (KFin Technologies Private Limited) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at [www.wipro.com](http://www.wipro.com). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online

- application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
22. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on July 16, 2019 (date of last Annual General Meeting) on its website at <https://www.wipro.com/investors/unpaid-dividend/> and also on the website of the Ministry of Corporate Affairs.
23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
24. The following documents will be available for inspection by the Members electronically during the 74<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com).
- a) Certificate from the Statutory Auditors relating to the Company's Stock Options/Restricted Stock Units Plans under SEBI (Share Based Employee Benefits) Regulations, 2014.
- b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
25. In case of any queries regarding the Annual Report, the Members may write to [corp-secretarial@wipro.com](mailto:corp-secretarial@wipro.com) to receive an email response.
26. As the 74<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice:

### Item No. 3

Though not statutorily required, the following is being provided as an additional information to the Members.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation.

In July 2019, Mr. Abidali Z Neemuchwala was subject to retirement by rotation and was re-appointed by Members at the 73<sup>rd</sup> AGM. Accordingly, Mr. Azim H. Premji is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

Keeping in view Mr. Azim H. Premji's rich and varied experience in the Industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company through five decades of diversification and growth to emerge as a world leader in the Software industry, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as a Non-Executive, Non-Independent Director of the Company.

At the 73<sup>rd</sup> AGM held on July 16, 2019, the Members approved the continuation of directorship of Mr. Azim H. Premji after he attains the age of 75 years, by way a special resolution pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, no further approval is being sought regarding the same as part of this Notice.

Additional information in respect of Mr. Azim H. Premji, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Azim H. Premji is given at Annexure B to this Notice.

Except Mr. Azim H. Premji and Mr. Rishad A Premji or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned

or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution in relation to the re-appointment of Mr. Azim H. Premji as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

### Item No. 4

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, and upon conclusion of process of CEO search, the Board of Directors of the Company at its meeting held on May 29, 2020, appointed Mr. Thierry Delaporte as an Additional Director designated as the Chief Executive Officer and Managing Director of the Company with effect from July 6, 2020 for a period of five years, subject to the approval of the Members and the Central Government, as may be required under applicable law.

Mr. Thierry Delaporte has an exceptional leadership track record, strong international exposure, deep strategic expertise, a unique ability to forge long-standing client relationships, and proven experience of driving transformation and managing technological disruption. The Board of Directors believe that Mr. Thierry Delaporte is the right person to lead Wipro in its next phase of growth.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Thierry Delaporte shall hold office up to the date of the 74<sup>th</sup> AGM to be held on July 13, 2020 and shall be eligible for election subject to the approval of the Members at this AGM.

In accordance with the provisions of Section 152, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Mr. Thierry Delaporte as the Chief Executive Officer and Managing Director of the Company with effect from July 6, 2020.

The terms and conditions of the appointment and remuneration payable to Mr. Thierry Delaporte have been provided as part of the resolution at Item No. 4.

In accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Thierry Delaporte to be appointed as Director of the Company.

Additional information in respect of Mr. Thierry Delaporte, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Thierry Delaporte is given at Annexure B to this Notice.

Except Mr. Thierry Delaporte, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to appointment of Mr. Thierry Delaporte as the Chief Executive Officer and Managing Director of the Company, as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

#### **Item No. 5**

The Board of Directors of the Company at its meeting held on May 29, 2020, appointed Mr. Deepak M. Satwalekar as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 1, 2020, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Compensation Committee and the Board have recommended the appointment of Mr. Deepak M. Satwalekar as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mr. Deepak M. Satwalekar to be appointed as Director of the Company.

The Company has received a declaration from Mr. Deepak M. Satwalekar confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Deepak M. Satwalekar's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Deepak M. Satwalekar fulfils the conditions specified in the Companies Act, 2013

and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Considering Mr. Deepak M. Satwalekar's deep repository of knowledge and experience of over four decades in the financial services sector, sharp business acumen, understanding of technology and as a strong votary of the highest standards of corporate governance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from July 1, 2020.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Mr. Deepak M. Satwalekar as Independent Director, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

Copy of letter of appointment of Mr. Deepak M. Satwalekar setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Additional information in respect of Mr. Deepak M. Satwalekar, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Deepak M. Satwalekar is given at Annexure B to this Notice.

Except Mr. Deepak M. Satwalekar, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution in relation to appointment of Mr. Deepak M. Satwalekar as an Independent Director of the Company, as set out in Item No. 5 for approval of the members by way of a Special Resolution.



## **Annexure-A**

### **Details of Directors seeking appointment/re-appointment at the 74<sup>th</sup> Annual General Meeting to be held on July 13, 2020 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name of the Director</b>	<b>Azim H. Premji</b>	<b>Thierry Delaporte</b>	<b>Deepak M. Satwalekar</b>
Date of Birth	July 24, 1945	May 28, 1967	November 14, 1948
Age	74	53	71
Date of Appointment	September 1, 1968	July 6, 2020	July 1, 2020
Relationship with Directors and Key Managerial Personnel	Relative (Father) of Mr. Rishad A. Premji	None	None
Expertise in specific functional area	Wide managerial experience*	Technology, Sales, Finance, Operations and Consulting, and wide management experience	Finance, Banking and wide management experience
Qualification(s)	Graduate Degree in Electrical Engineering from Stanford University	Bachelor's degree in Economy and Finance from Sciences Po Paris, Masters in Law from Sorbonne University	B.Tech (IIT Bombay), MBA (The American University, Washington D.C., USA)
Board Membership of other listed Companies as on March 31, 2020	Nil	Nil	Asian Paints Limited  Piramal Enterprises Limited
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2020			
a. Audit Committee	Nil	Nil	Nil
b. Stakeholders' Grievance Committee	Nil	Nil	Piramal Enterprises Limited
c. Nomination and Remuneration Committee	Nil	Nil	Asian Paints Limited  Piramal Capital and Housing Finance Limited
d. CSR Committee	Nil	Nil	Nil
e. Other Committee(s)	Nil	Nil	Nil
Number of equity shares held in the Company as at March 31, 2020	24,19,13,816@	Nil	Nil

\* For additional details on skills, expertise, knowledge and competencies of Mr. Azim H. Premji, please refer Corporate Governance Report forming part of the Annual Report.

@ includes shares held jointly by Mr. Azim H. Premji and members of his immediate family

#### **Notes:**

1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.
2. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed and the number of Board Meetings attended by them during the year 2019-20 have been provided in the Corporate Governance Report forming part of the Annual Report.
3. The proposal for appointment/re-appointment of Directors has been approved by the Board pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee considering their skills, experience and knowledge and positive outcome of performance evaluation, wherever applicable.

## Annexure-B

### Brief profile of Directors seeking appointment/re-appointment at the 74<sup>th</sup> Annual General Meeting to be held on July 13, 2020

1. **Azim H. Premji** is the Non-Executive, Non-Independent Director of the Company (designated as “Founder Chairman”), since July 31, 2019. Mr Premji was the Chairman of the Board of Wipro Limited until July 30, 2019 and has been at its helm since the late 1960s, turning what was then a small cooking fat company into over \$8 billion revenue group with businesses in IT, Consulting and Business Process Services with a presence in over 55 countries. Mr. Premji is a member of our Board’s Strategy Committee. Mr. Premji also serves as Chairman of Wipro Enterprises (P) Limited and as a director of Wipro GE Healthcare Private Limited and in other entities of the promoter group. Mr. Premji has established the Azim Premji Foundation and its related entities, which do extensive philanthropic work in India. The work spans from deep-on-the-ground efforts focused on improving public school education, working directly in seven states of India which have over 350,000 schools, to running the not-for-profit Azim Premji University which is focused on programs in education and related fields of human development and providing support through multi-year financial grants to other not-for-profit organizations working in specific areas such as reduction of child stunting, improvement of local governance and alleviation of the conditions of the most vulnerable groups. Over the years, Mr. Premji has received numerous honors and accolades, which he considers as recognitions for the Wipro team. Mr. Premji is the first Indian recipient of the Faraday Medal. The Republic of France bestowed upon him the highest French civilian distinction, the Chevalier de la Legion d’Honneur (Knight of the Legion of Honor) in November 2018. In January 2011, he was conferred with Padma Vibhushan, the second highest civilian award in India. The Carnegie Medal of Philanthropy was bestowed on him in 2017. *Business Today* and Ernst & Young conferred Mr. Premji with a Lifetime Achievement Award in 2018. Mr. Premji has been listed as one of the most influential people in the world by several global publications including *Time*, *Financial Times*, *Forbes* and *Fortune*. *BusinessWeek* listed him among the top 30 entrepreneurs in world history. Mr. Premji has a graduate degree in Electrical Engineering from Stanford University.

2. **Thierry Delaporte** has a proven track record of building highly successful businesses, driving change, leading cross-cultural teams as well as conceptualising and integrating mergers & acquisitions.

Mr. Delaporte joined Capgemini in 1995, and over the years held several leadership positions, driving operational excellence and managing technological disruption. He was deeply involved in setting the group’s transformation agenda and was instrumental in executing several strategic programs across various business units.

Until recently, Mr. Delaporte was the Chief Operating Officer of Capgemini Group and a member of its Group Executive Board. He was earlier the Chief Executive of the Global Financial Services Strategic Business Unit, and head of all Global Service Lines where he was responsible for charting the strategic direction, growth and expansion of these businesses. He also oversaw the group’s India operations and was previously the Chief Executive of Capgemini’s Latin America business. Mr. Delaporte also served as the Chief Financial Officer of North America, and the group’s Global Outsourcing Business.

Widely travelled, Mr. Delaporte has lived in multiple countries across four continents in the past two decades. He currently lives in Paris.

Mr. Delaporte began his career in 1992 as a Senior Auditor with Arthur Andersen in Paris and London.

Mr. Delaporte has a Bachelor’s degree in Economy and Finance from Sciences Po Paris and a Masters in Law from Sorbonne University.

Mr. Delaporte is also the co-Founder and President of the not-for-profit Life Project 4 Youth, an organisation dedicated to the professional and social integration of young adults living in impoverished regions.

3. **Deepak M. Satwalekar** was the Managing Director of HDFC Ltd. (India’s first specialized provider of housing finance and now the largest) till 2000, and thereafter the Managing Director and CEO of HDFC Standard Life Insurance Co. Ltd till 2008, the first private sector life insurance company registered in India after 1956.

Mr. Satwalekar has also been a consultant to the World Bank, the Asian Development Bank, the United States Agency for International Development (USAID) and the United Nations Human Settlements Programme (HABITAT).

Mr. Satwalekar serves on the India Advisory Board of a large European bank. He is currently active on the Advisory Boards of a few non-profit organisations, engaged in the field of primary education for the low-income and underprivileged members of society in rural and urban India. He is on the Board of SINE, a technology incubator at IIT, Bombay. He also advises a Venture Capital Fund.

Mr. Satwalekar has chaired the RBI Committee on Corporate Governance in Public Sector Banks, besides being a member of several expert groups/committees set up by industry/Government/RBI/IRDA/PFRDA.

Mr. Satwalekar is a recipient of the ‘Distinguished Alumnus Award’ from the Indian Institute of Technology (IIT), Bombay.

Mr. Satwalekar is currently the Chairman, Board of Governors of the Indian Institute of Management, Indore.